



GOA



ACHIEVING  
NEW MILESTONES



4th Runway &  
Eastern Cross Taxiway  
DELHI



MEDAN

CRETE

BHOGAPURAM

CHARTING  
NEW TERRITORIES



HYDERABAD



CEBU



BIDAR

# GMR AIRPORTS INFRASTRUCTURE LIMITED

(Formerly known as GMR Infrastructure Limited)

27<sup>th</sup> ANNUAL REPORT 2022-23



## CAUTION REGARDING FORWARD - LOOKING STATEMENTS

This document contains statements about expected future events, financial and operating results of GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward - looking statements. Accordingly, this document is subject to the disclaimer which is qualified in its entirety by the assumptions, and risk factors that are referred in the management discussion and analysis report, forming part of the Annual Report 2022-23.

*Note: The name of GMR Airports Infrastructure Limited, wherever referred in this Annual Report may be read alongwith its erstwhile name of (GMR Infrastructure Limited).*

# INSIDE THE REPORT

▶ General Information	<b>002</b>
▶ Corporate Philosophy	<b>003</b>
▶ Chairman’s message to the Shareholders	<b>004</b>
▶ Financial Highlights	<b>012</b>
▶ Board’s Report	<b>013</b>
▶ Corporate Governance Report	<b>058</b>
▶ Management Discussion & Analysis	<b>083</b>
▶ Business Responsibility & Sustainability Report	<b>104</b>
▶ Consolidated Financial Statements	<b>134</b>
▶ Standalone Financial Statements	<b>302</b>
▶ Notice	<b>395</b>



# GENERAL INFORMATION

## BOARD OF DIRECTORS

### G.M. Rao

Chairman

### Grandhi Kiran Kumar

Managing Director & CEO

### Srinivas Bommidala

Group Director

### G.B.S. Raju

Group Director

### B.V.N. Rao

Group Director

### Madhva B. Terdal

Non-Executive Non-Independent Director

### Bijal Tushar Ajinkya

Independent Director

### A. Subba Rao

Independent Director

### Emandi Sankara Rao

Independent Director

### Mundayat Ramachandran

Independent Director

### S.R. Bansal

Independent Director

### Suresh Narang

Independent Director

## CHIEF FINANCIAL OFFICER

Saurabh Chawla

## COMPANY SECRETARY & COMPLIANCE OFFICER

T. Venkat Ramana

## AUDIT COMMITTEE

A. Subba Rao	- Chairman
Emandi Sankara Rao	- Member
Mundayat Ramachandran	- Member
S.R. Bansal	- Member

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

B.V.N. Rao	- Chairman
A. Subba Rao	- Member
S.R. Bansal	- Member

## NOMINATION AND REMUNERATION COMMITTEE

Mundayat Ramachandran	- Chairman
A. Subba Rao	- Member
B.V.N. Rao	- Member
Bijal Tushar Ajinkya	- Member

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Emandi Sankara Rao	- Chairman
S.R. Bansal	- Member
B.V.N. Rao	- Member

## RISK MANAGEMENT COMMITTEE

Grandhi Kiran Kumar	- Chairman
B.V.N. Rao	- Member
Emandi Sankara Rao	- Member
Saurabh Chawla	- Member

## ENVIRONMENT SOCIAL & GOVERNANCE (ESG) COMMITTEE

Grandhi Kiran Kumar	- Chairman
B.V.N. Rao	- Member
A. Subba Rao	- Member
Emandi Sankara Rao	- Member
Bijal Tushar Ajinkya	- Member

## STATUTORY AUDITORS

Walker Chandiook & Co LLP, Chartered Accountants

## BANKERS

ICICI Bank Limited

HSBC

Axis Bank Limited

## REGISTERED OFFICE:

Unit No. 12, 18th Floor, DLF Cyber City  
 Building No. 5, Tower A, Phase - III  
 Gurugram, Haryana 122002, India  
 T: +91 124 6637750  
 E: gil.cosecy@gmrgroup.in  
 W: www.gmrinfra.com

## REGISTRAR AND SHARE TRANSFER AGENT:

KFin Technologies Limited  
 KFinTech Selenium Tower B, Plot 31-32  
 Financial District, Nanakramguda  
 Serilingampally, Rangareddi  
 Hyderabad, Telangana, India - 500032  
 Toll Free: 1800-309-4001  
 E: einward.ris@kfintech.com  
 W: www.kfintech.com

# OUR VISION

GMR Group will be an institution in perpetuity that will build entrepreneurial organizations making a difference to society through creation of value.

## VALUES & BELIEFS



Mahatma Gandhi

**Humility**

We value intellectual modesty and dislike false pride and arrogance



JRD Tata

**Entrepreneurship**

We seek opportunities – they are everywhere

Tenzing & Hillary  
**Teamwork & Respect for Individual**

Nurturing a relationship of trust, collaboration and mutual respect.



Sardar Vallabhbhai Patel

**Deliver the Promise**

We value a deep sense of responsibility and self-discipline, to meet and surpass on commitments made



Swami Vivekananda

**Learning & Inner Excellence**

We cherish the life long commitment to deepen our self awareness, explore, experiment and improve our potential



Mother Teresa

**Social Responsibility**

Anticipating and meeting relevant and emerging needs of society



Warren Buffett

**Financial Prudence – Frugality**

We spend wisely and judiciously

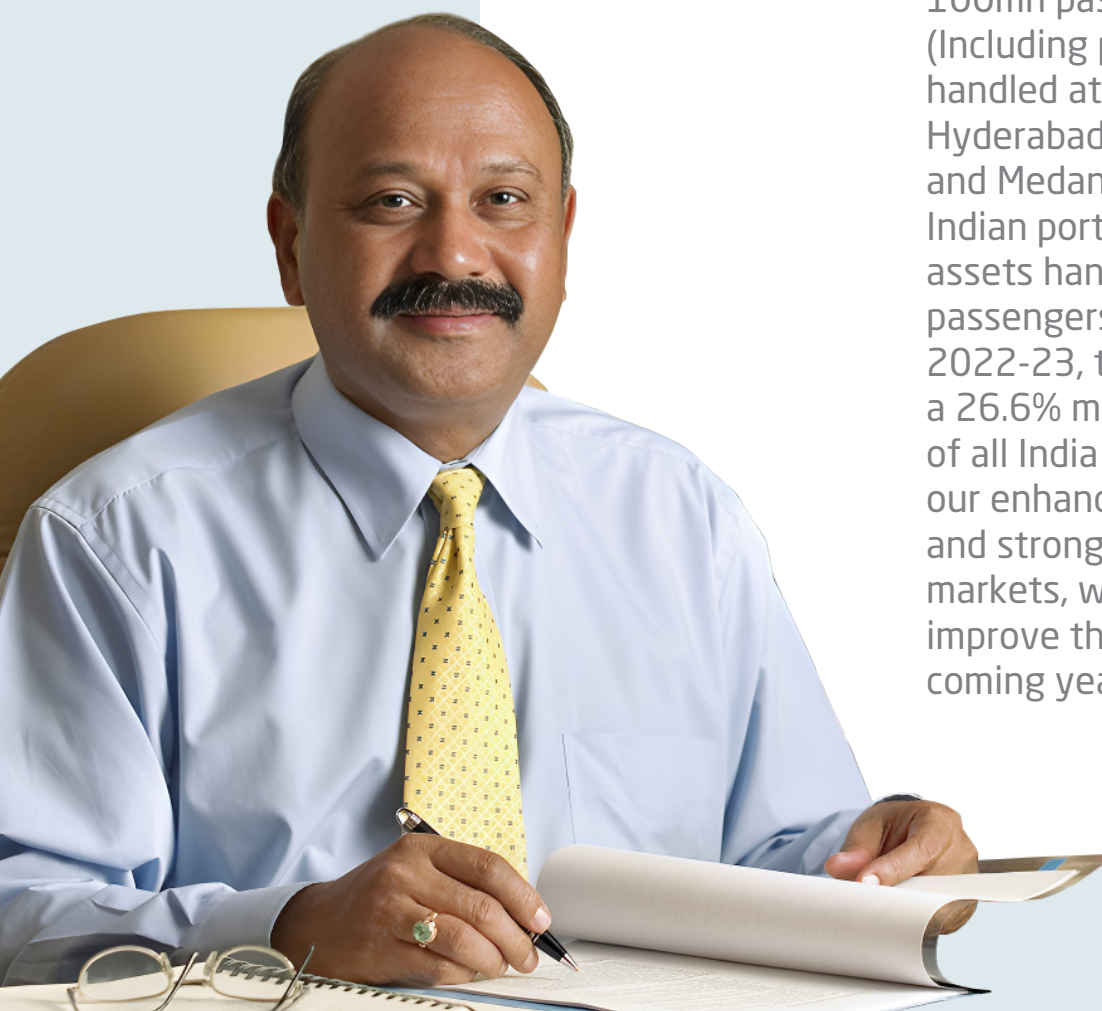


Our commitment to building an institution in perpetuity is grounded on the above values and beliefs.

# CHAIRMAN'S MESSAGE

”

GMR Group operated airports, during FY 2022-23, handled a total of more than 100mn passengers (Including passengers handled at Delhi, Hyderabad, Mopa, Cebu and Medan airports). Our Indian portfolio of airport assets handled ~87mn passengers during FY 2022-23, thus forming a 26.6% market share of all India traffic. Given our enhanced capacity and strong growth in our markets, we expect to improve this share in the coming years.



**G M Rao**  
Chairman, GMR Group

## Dear Fellow Stakeholder,

It gives me immense pleasure to welcome you all to the 27th Annual General Meeting of the Company.

As we cross over from a pre-pandemic to the post-pandemic world, it gives me pride to say that India not only successfully fought this adversity but has also emerged stronger and more resilient. India today, under the able leadership of our Hon'ble Prime Minister Shri Narendra Modi, has emerged as a bright spot in a world that is economically fragile and geopolitically fractured. In this process, we have begun a transformational journey towards being a technologically advanced, environmentally conscious, industrially self-reliant, economically prosperous and a geopolitically benevolent developed nation.

FY 2022-23 was a very exciting year for your company too. While the pandemic fears receded and air traffic recovered to pre-covid levels, your company undertook several initiatives and transactions to strengthen its balance sheet while at the same time building a stronger platform for future growth.

In this direction, you would recall that during FY 2021-22, your company had achieved a key milestone i.e., implementation of the demerger of GMR Infrastructure Limited and emergence of two separate

listed entities - GIL (GMR Airports Infrastructure Limited) & GPUIL (GMR Power and Urban Infrastructure Limited) thereby offering investors separate platforms to participate in the Group's growth story. In this process, we created the only pure-play listed airports company in India, which is also India's largest private Airports platform.

You would also recall, that in 2020 we had entered a strategic partnership with Paris based Groupe ADP to create a world-class airport platform, whereby Groupe ADP had purchased a 49% stake in GMR Airports Limited (GAL), a subsidiary of GIL. At the time of the agreement, it was our endeavor to not only to raise capital, to strengthen our balance sheet, but also to simplify the corporate structure as we go forward.

Thus, as a next step to the above-mentioned restructuring, during FY 2022-23, the company has undertaken a significant step to transform GIL and prepare for a new growth phase by executing a new agreement with Groupe ADP to merge GAL, the existing airport platform, with GIL in a step approach. The merger is aimed at simplifying the corporate structure.

The proposed merger is a reflection of the strong partnership between GMR and Groupe ADP. As a first step, it simplifies the structure of the airport business, and brings cash flow generating units close to the listed entity. In addition, it will enable an earlier settlement of the earnouts for GIL, which were agreed at the time of investment by Groupe ADP in GAL. Further, as a precursor to

the merger, Groupe ADP has subscribed to FCCBs worth approximately €331 million, or about INR 2,932 crores, issued by GIL, which will be used to further deleverage the company, reduce the contingent liabilities and strengthen the Balance Sheet for future growth.

Post this merger, Groupe ADP has acknowledged that GMR Group should continue to remain as the largest shareholder of GIL.

At this stage we have already made significant progress in terms of the implementation of the merger, having received the approval of the Competition Commission of India along with requisite No Objection Certificates from RBI and both stock exchanges. We expect to be filing with the NCLT in the near future.

During the year, your company also took major strides towards both organic and inorganic expansion in terms of passenger handling capacity in geographies both within and outside India.

On the domestic front, I am pleased to inform you that we commissioned the Manohar International Airport project at Mopa, Goa on December 07, 2022. The project was inaugurated by the Hon'ble Prime Minister of India on December 11, 2022. The airport commenced domestic operations on January 05, 2023, while the international operations began on July 21, 2023. This is the first time in India that we have a two-airport system operating within one city, and our learnings from the same will allow us to prepare well for similar situations in future. Post the start of operations, the airport has



already achieved the One million passenger mark by April 30, 2023. Considering the growing demand from airlines and high passenger footfall, we are already preparing to expand the terminal capacity from the existing 4.4 MPPA to 7.7 MPPA.

You may recall that in December 2022, GMR Airports Limited had announced a partnership with National Investment and Infrastructure Fund (NIIF), which is a large investment platform anchored by the Government of India. **In terms of this partnership NIIF can invest in three of your company's airport projects.** As a first step, (NIIF), has invested INR 631 Cr in GMR Goa International Airport Limited in the form of Compulsory Convertible Debentures (CCD).



On the Bhogapuram front, after the resolution of existing land acquisition issues, the foundation stone for the project was laid by the Hon'ble Chief minister of Andhra Pradesh in May 2023. We are at an advanced stage in terms of finalizing the EPC contractor and achieving financial closure for the project and accordingly expect to begin construction in the near future.

In terms of organic expansion at our existing airports, a few years ago we had taken up major expansion projects at our Delhi and Hyderabad airports. These expansion projects are at advanced stages and expected to be completed within FY 2023-24.

With these projects completed, passenger handling capacity at **Delhi International airport will stand at 100mn passengers per year, while Hyderabad International airport capacity will be enhanced to 34mn passengers per year.**

Accordingly, our airports are well poised to capture the coming growth of traffic in the coming years. Traffic recovery at both our airports has been strong and we are preparing to work with both the Air India Group and Indigo to develop both airports as potential hubs for these airlines.

With respect to Nagpur airport, where GMR had emerged as the highest bidder in March 2019 and subsequently the bidding process was annulled by the authority in March 2020, the project remains sub-judice. In positive developments during FY 2022-23, on August 12, 2022, Hon'ble Supreme Court dismissed the Review Petitions filed by MIHAN India Limited, Government of Maharashtra, AAI and MoCA. However, we await the conclusion of all legal processes and execution of necessary concession agreement.



On the international front, as you would remember, GMR had emerged as the winner for bid to develop and operate **Kualanamu International Airport in Medan, Indonesia** in November 2021 in partnership with PT Angkasa Pura II, a state-owned airport operator of Indonesia. The project scope includes operation, development,

and expansion of the airport over a period of 25 years. After completing all necessary precedent conditions, we were able to take over operations of the airport in **July 2022**. Traffic recovery post COVID at Kualanamu airport has been impressive and it handled a total of ~5.8mn passengers in CY2022.

In line with our strategy of recycling capital, GIL announced in September 2022, **divestment of Group's stake in GMCAC (CEBU airport Philippines) to Aboitiz InfraCapital.** The deal was completed by December 2022 and consideration with respect to the deal received. We will continue to hold 33% stake in the asset until September 2024 and will also operate the airport as technical services provider till December 2026. It will also be eligible to receive additional consideration as earnouts linked to the financial performance achieved by GMCAC over the period until December 2026.

On an overall basis, GAL operated airports, during FY 2022-23, handled a total of more than 100mn passengers (Including passengers handled at Delhi, Hyderabad, Mopa, CEBU and Medan airports). Our Indian portfolio of airport assets handled ~87mn passengers during FY 2022-23, thus forming a 26.6% market share of all India traffic (Domestic traffic share of 25.1%; International share of 33.5%). Given our enhanced capacity and strong growth in our markets, we expect to improve this share in the coming years.

I would however like to assure you that while focusing on these growth initiatives, our commitment remains on building a stronger and more resilient airport platform.



A very critical part of your company's future growth strategy is the Airport Adjacencies business. Over the past decade and a half of constructing and operating various airport assets, we have accumulated rich experience and consciously built capabilities in various business segments of the airport ecosystem. Building on this experience and expertise, your company has identified key strategic business segments for GMR Airports to grow in adjacencies business, including Duty-Free, Retail, Food & Beverage, Cargo, Carpark, Service business and EPC / PMC business. While our initial priority would be to target opportunities within the GMR portfolio, we would also evaluate opportunities in these segments across various geographies. We have created a richly experienced team to drive our vision for airport adjacencies and have already won concessions and have started some of the operations at both Goa and Hyderabad airports.

The other critical area for strategic focus is Airport Land Development (ALD). While during the past few years we have concentrated on airport land monetization via leasing of land, during FY 2022-23 various self-development initiatives have been taken up. As part of our strategy, we are moving up the real estate value chain and aim to create greater value from the precious land banks we control. This will help us in maximizing the monetization potential of our airport land parcels and also contribute towards improving the quality and turnaround times for our development projects as we continue to expand our portfolio of projects.

While the year was broadly positive for your company, we remain cognizant of the headwinds, which are impacting the global economic and geo-political climate.

While on one hand, the receding pandemic fears resulted in a strong post-COVID economic recovery, on the other hand geo-political scenario turned even more negative. Ongoing Russia-Ukraine war and post pandemic market demand fueled inflation globally. This resulted in Central banks across the world acting in unison to tighten liquidity mainly through increasing interest rates in order to rein inflation. Despite the efforts of Central Banks, inflation has proven to be rather sticky and the US economy rather resilient. As a consequence, significant relaxation of interest rates may not happen in a short time frame resulting in a potential weaker global economy over the short to medium term.

China lifted its drastic "Zero Covid" policy after following the same for a long time. The policy resulted in disruptions to China's manufacturing sector with some companies closing down their China operations, which in turn resulted in slowdown in China's economy and disruption of global supply chains. Unlike analyst expectations, China continues to face various headwinds in its post covid recovery.

It is however worth noting that among all the global economic and geo-political turmoil, India has remained a bright spot. We ended FY 2022-23 on a strong footing with a GDP growth of ~7% despite negative impact from ongoing Russia-Ukraine conflict, high levels of inflation and rate hikes by RBI. Initially,

India was particularly hit due to high crude oil and natural gas prices. However, the government proactively mitigated this challenge by sourcing crude oil supplies from Russia at a discount to the prevailing pricing.

The continuing Russia-Ukraine conflict, US China disputes and geo-political reconfiguration post covid is leading to a new world order, in which India is likely to play a more important role as its economy grows. However, there is likely to be greater uncertainty in a multi-polar world and developments would need to be tracked more carefully to assess potential impact and strategy moving ahead.

While an overhang from these geo-political tussles remain, India has continued its journey to economic transformation. Government initiatives including digital transformation of economy, reduction in corporate taxes, significant infrastructure spending, schemes like Production Linked Incentive (PLI) to boost manufacturing, introduction of GST etc. have started to bear fruits. For the year 2023, India is expected to be amongst the fastest growing major economies with GDP growth rate forecast of ~6% for 2023. Thus, we remain largely confident that despite a few short to medium term challenges, given relative attractiveness of India in context of concerns about China and India's tax and PLI incentives, India's long term growth story remains intact.

In addition to the above mentioned, various recent initiatives taken up by the government benefit our aviation sector as well. The government, in 2017, introduced the UDAN



regional connectivity scheme, which aimed to make air travel more accessible and affordable for public and thus increase air traffic in Tier II and Tier III cities. This initiative has had impressive results and has led to a significant increase in air traffic from Tier II and Tier III cities. The Government has further planned to revive 50 airports to improve regional air connectivity within India. The Ministry of Civil Aviation anticipates growing number of airports in India from current 148 to around 230-240 by the year 2030. Further, the government is also taking appropriate steps to develop large scale airports (including Delhi airport) as global air traffic hubs.

Given the attractive sector growth prospects, the airline players are also charting their investments in line with sector growth forecasts. Various airlines operators including TATA and Indigo have planned a massive expansion of their fleets. They are also looking to add many wide body planes to enhance reach and contribute towards developing Indian airports as global air traffic hubs. In fact, the current fleet size in India is expected to grow from current ~700 to approximately 1,200 to 1,400 by 2030.

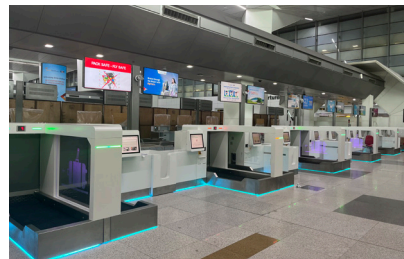
However, it may be noted that though long-term aviation growth story in India is attractive, currently we do face supply side constraints due to weak financial health of few airlines and enduring engine and maintenance issues. As such, the air traffic recovery in India has been achieved despite such challenges and the consequent sharp spike in ticket prices.

As part of the strategy for building a strong and resilient

airport platform, we continue to have strong focus on the passenger experience, sustainability and digitalization.

## Passenger Experience

As one of the critical country wide initiatives, we have taken the lead in enabling Digi Yatra, the automatic digital processing of flyers, with the benefit of reduced wait time and making the boarding process faster and more seamless. We have also recently installed self-baggage drop machines. This innovative passenger-friendly initiative aims to streamline the baggage drop-off process to reduce wait time substantially. Usage of Digi Yatra along with self-baggage drop facility by passengers will enhance overall airport experience of passenger by spending quality time at the airport.



Such efforts made by our teams have been duly recognized in the form of various accolades received during the year. Both Delhi and Hyderabad International airports continue to maintain an ASQ (service quality rating) of 5.00. Further, Delhi International

airport improved its Global Skytrax airport ranking to 36th in the world, while Hyderabad improved its ranking to 65th. Delhi airport was conferred with “Best Airport in India and South Asia” in the World Airport Awards by Skytrax, for 5th year in a row, while it was adjudged the “Cleanest airport in India and South Asia” for 3rd year in a row. Delhi Airport was also recognized and awarded by ACI as the “Best Airport in Asia Pacific” by ACI-ASQ for 2022. Similarly, Hyderabad Airport was recognized as the winner of the 2022 Airport Service Quality (ASQ) Award for Best Airport of 15 to 25 Million Passengers in Asia-Pacific. It was also conferred the “Best regional airport in India and South Asia” by Skytrax rankings.

## Sustainability

We take great pride in all the assets we have developed as National Assets of the highest quality, and we have always ensured that we adopt the highest levels of environmental standards for all our projects. Your company is thus contributing towards India’s target to be a net-zero emission economy by 2070.

Our airports being operated under GMR control are well on track to be **Net Zero emission airports by 2030**. Detailed action plans have been prepared for all material issues impacting our ESG rating. As a group, we are adopting a Climate Resilience Policy which outlines our commitment to reduce carbon emissions and take actions to minimize climate change impacts. Further, we have affirmed our alignment with the national and global ambitions of limiting global warming rise to the 1.5° C by turn of the century.

In this direction, both our major assets i.e., Delhi and Hyderabad International airports are now sourcing all their energy requirements from renewable sources. This is managed by a combination of our captive solar plants and sourcing remaining power from other renewable power plants. We have also undertaken a new initiative to convert all airport vehicles to EVs. Further, GMR Airports is also working with Groupe ADP and other consortium partners to conduct a joint study on Sustainable Aviation Fuels (SAF) and their potential in India.

As a result of such initiatives, DIAL is Asia Pacific's first Level 4+ (Transition) accredited airport and Second Airport Globally under ACI's Airport Carbon Accreditation program. GHIAL was earlier awarded Level 3+ Neutrality status under ACI's Airport Carbon Accreditation program.

## Corporate Social Responsibility

Corporate Social Responsibility (CSR) has been at the core of the GMR Group ethos since inception, and thus we have been doing path breaking work on the CSR front on healthcare, education, sanitation and livelihoods for more than 30 years now.

Your Company has continued this tradition of caring for the communities and stakeholders as part of its Corporate Social

Responsibility program through GMR Varalakshmi Foundation (GMRVF), the CSR arm of the GMR Group. The Foundation is currently working across all the asset locations of the businesses.

All the educational institutions under GMRVF performed exceedingly well during the last year. The student strength of the education wing reached over 10,000. The Foundation also partnered with about 200 Government schools to ensure about 30,000 children get quality academic support.

GMRIT (GMR Institute of Technology) continues to be among the top 50 colleges in the country and the top 5 in the State of Andhra Pradesh, as per rankings given by various education magazines. GMRIT has taken several initiatives in Blended learning: All curated courses of COURSERA are made available to the students of GMRIT who are accessing the courses of Machine Learning at Stanford University and Artificial Intelligence at Arizona University and the University of Michigan - through the Coursera Platform. Lecture Capture System was established with UpGrad: more than 2500 lectures are being recorded and used by the students on campus.

GMR Varalakshmi CARE hospital, Rajam was accredited by National Accreditation Board for Hospitals & Healthcare Providers (NABH)

in May 2022. The hospital was also empaneled with National Board of Examination for Anesthesiology and National Board of Examination for DNB in Gynecology & Obstetrics. Full-time Neurosurgery Consultation Services, Dermatology services were also started during the year. The hospital served 1,14,126 outpatients and 9,318 inpatients during FY 2022-23.

Mobile Medical Units and Medical clinics run by the Foundation offered healthcare services to needy people. During the year, an Early Intervention Center was inaugurated to provide multiple services to children with disabilities at Shamshabad, near Hyderabad Airport. An Elderly Care and a Multi-activity center were also inaugurated at Delhi that provides physiotherapy and other needy services for elderly.

Aviation Skill Development Center started operations at Goa on July 01, 2022 and trained over 900 youth in the first year itself, placing 95% of them in airport jobs. Vocational training centers of GMRVF operated in full capacity and trained over 8,000 youth.

In line with the Group's value of Social Responsibility, initiatives such as Hundi for daily donations, Giving Wheel of Fortune etc. were launched during the year to promote Individual Social Responsibility of employees.

For its exemplary work in the area of CSR, GMR Varalakshmi Foundation received the 'Mahatma Award for Covid 19 Humanitarian Effort 2022' for SMILE (Supporting Marginalized Individuals with Livelihood & Empowerment) project at Delhi and received a plaque of honor from HelpAge India for the work with elderly people.



## Governance

Over the years, your company has built a **robust Governance framework**, starting right from the top with a well-structured Family Governance model. In addition to focus on financial and operational performance, we are equally committed for maintaining strong corporate governance practices and ethical behavior across every business in the GMR Group. Our reputation as an ethical and trustworthy Company is our most important asset. We believe that consistently focusing on good governance and applying the highest ethical practices in all our activities enables us to uphold the trust of our stakeholders.

Our companies are built around the Group's seven Values and Beliefs which are the embodiment of every aspect of what we do. These are Humility, Entrepreneurship, Delivering the promise, Learning & Inner excellence, Respect for individual, Teamwork & Relationships, and Social Responsibility.

To ensure transparency in transactions across all Group companies and subsidiaries, we conduct regular and structured assessments by the internal audit teams, review through an external agency and review by the Audit Committee and the eminent members of our Board of Directors.

## Digitalization & Innovation

Stressing on the importance of inclusion of technology, our Honorable Prime Minister has said, "Technology combines **3Ss - speed, simplicity and service**. Technology is fast, technology is simple and technology is a

brilliant way to serve people. It is also a great teacher. The more we learn about technology and the more we learn through technology, the better it is. Technology empowers the less empowered. If there is a strong force that brings a change in the lives of those on the margins, it is technology".

Taking an inspiration from our Honorable Prime Minister's focus on inclusion of technology and the government's drive towards innovation, your Company recognizes the need for digital transformation & innovation in all aspects of business and customer engagement and believes that in the current context companies need to continuously innovate to grow ahead or they will perish. Technology is revolutionizing our lives. With the kind of exponential advancement in technology, disruptions are bound to happen. We are entering into an **era of Abundance**. Artificial Intelligence is making rapid strides and transforming the world. To achieve success in such a social, economic and political environment, we need very different skill sets and very different business models.

We have been driving several initiatives to enhance business prospects in terms of superior customer experiences, revenue enhancement and cost reduction opportunities as well as agile and efficient internal processes. The development and deployment of DigiYatra is also a key development in this regard.

Your Company is always at the forefront in terms of development and adoption of technological innovations. To foster the innovation culture in your Company and build a

philosophy of open innovation that enables free flow of ideas and resources between GMR and external ecosystem partners, **GMR Innovex**, innovation vertical of GMR, has been founded. It interacts, engages, and collaborates with start-ups, academic research Institutes, ecosystem players and other companies in developing both digital and non-digital next generation solutions for example, e-Boarding, Image based passenger processing, full body scanners etc. It has institutionalized an "Innovex Fellowship Program" to identify talent early and co-create path breaking solutions in our businesses / industry.



With a major focus on airports and with a broad array of industries under its span, it is interested in multitude of technologies like Cloud Technologies, Video Analytics, Computer Vision, Data Sciences, Blockchain, Drone-Tech, Smart Tagging, Artificial Intelligence / Machine Learning, Contactless Technology, RPA, EV, Autonomous, AR/VR, IoT, Human Machine Interactions (HMI Bots) and more emerging technologies.

GMR Innovex, now has a SEBI registered CAT-2 fund, which aims to capture value in some of our group technology engagements with startups and create financial value for the group while providing strategic depth and expertise in in some of the emerging technology areas.



With the recent Chandrayan-3 mission and our Honorable Prime Minister Modi ji's passion to fund India's space exploration and advancement, India is emerging strong as a confident player in the new areas of technology. These developments inspire us to commit to use technology and Indian talent to make best in class infrastructure and make our country proud in a global context.

## **LOOKING AHEAD**

Looking ahead for FY 2023-24, in the context of global weakness, we do expect the business environment in India to improve, especially with respect to inflation and interest rates. There have been early signs of inflation levels easing in India, which should gradually lead to a decrease in interest rates. As outlined earlier, we do have strong confidence in India's expected economic growth over the medium to long term and India's aviation sector to strengthen on the back of two strong airlines - Air India and Indigo.

On our business side, we expect to achieve various milestones during FY 2023-24. Capacity expansion projects at DIAL and GHIAL will be completed during

the year. Further, we also expect to get remaining regulatory clearances to complete the reverse merger between GIL and GAL. In addition to these major milestones, we expect the domestic and international traffic recovery to continue at all our airports.

Other focus areas this year will be to strengthen our airport platform and enhance value accretion through more asset light business activities. A few initiatives identified includes third party airport O&M where Company is in active discussions with airports in Middle East, and Master Concessioning for non-aero business withing the GMR portfolio with aim to create and strengthen the GMR brand in this area.

From a longer-term perspective, your Company will continue to further strengthen and expand its footprint in the Airport and ancillary businesses and build competitive advantage using its know-how and digitalization. Further, your Company will continue to actively pursue new airport concession opportunities in India, Southeast Asia, Middle East, Eastern Europe and Africa. Sustainability is core to our

ethos and we will willingly lead initiatives in this regard, well aligned with national and global climate interests.

We are confident that your Company is well positioned to scale up, given its vast experience of operating large airports in India and abroad.

To conclude, I would like to take this opportunity to express my gratitude towards our customers, suppliers and other stakeholders for their confidence and trust in the GMR Group. I also thank the leadership team of GMR Group for providing guidance and navigating the organization through challenging phases. Last but not least, my sincere appreciation for all our employees whose dedication, hard work, sacrifice and continued contribution has enabled the Group to grow. Coming year holds promise for your Company and we hope that aviation sector will continue to grow in India and globally, thus supporting economic growth and generating millions of jobs worldwide.

I look forward to your continued support and encouragement in taking your Company to greater and newer heights in the future.

Thank you again for showing belief and faith in the organization. Given the faith, it becomes my duty to take it forward to greater heights and towards a brighter future.

**Stay Safe, Stay Healthy,**

Thank You,

**G M Rao**  
Chairman, GMR Group



# HIGHLIGHTS OF FY 2022-23

## CONSOLIDATED FINANCIAL PERFORMANCE

(in ₹ Crore)

Year end	Revenue from Operations <sup>@</sup>	Revenue from Operations (net) <sup>*</sup>	EBITDA <sup>**</sup>	PAT <sup>#</sup>	Cash & Cash Equivalent <sup>^</sup>
FY 2022-23	6,693.40	4,778.68	1,723.79	(839.93)	6,817.48
FY 2021-22	4,600.72	4,376.70	2,102.57	(752.31)	6,433.64

@ Revenue from operations represents revenue from continuing operations only

\* Revenue from operations (net) is after deducting revenue share paid/payable to concessionaire from revenue

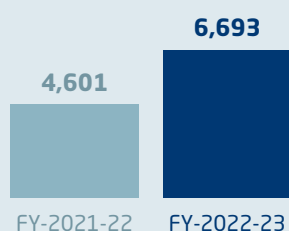
\*\* EBITDA - Earnings before interest, other income, tax, depreciation, amortisation (including utilisation fees), Share of (loss) / profit of JV / associates and exceptional items; EBITDA from continuing operations only

# Profit after tax before minority interest; Include PAT from continuing operations only

^ Cash + bank balances + deposits with banks + mutual funds + commercial papers+ Deposit with statutory authorities + investments in quoted equity shares. It excludes cash / investments pertaining to assets held for sale

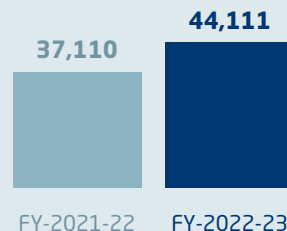
### REVENUE

(in ₹ Crore)



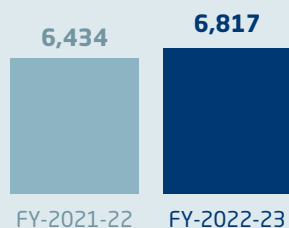
### TOTAL ASSETS

(in ₹ Crore)



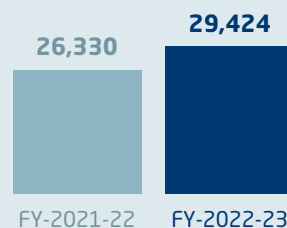
### CASH & CASH EQUIVALENT

(in ₹ Crore)



### BORROWINGS

(in ₹ Crore)



# Board's Report

## Dear Shareholders,

The Board of Directors present the 27<sup>th</sup> Annual Report together with the audited financial statements of the Company for the Financial Year (FY) ended March 31, 2023.

Your Company, GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ("GIL"), is a leading global infrastructure conglomerate with unparalleled expertise in designing, building, and operating Airports in India and overseas.

The name of the Company has changed from GMR Infrastructure Limited to GMR Airports Infrastructure Limited w.e.f September 15, 2022. Further the Registered Office of the Company has been shifted from Mumbai, Maharashtra to Gurugram, Haryana and consequently the CIN of the Company has changed from "L45203MH1996PLC281138" to "L45203HR1996PLC113564".

GMR Group is the largest private airport operator in Asia and one of the largest globally with current operational passenger handling capacity of more than 100 million annually. The Group operates the iconic Indira Gandhi International Airport at Delhi (Delhi International Airport), which is the largest airport in India. The Group also runs Rajiv Gandhi International Airport at Hyderabad (Hyderabad International Airport), a pioneering greenfield airport known for several technological innovations. The Group is also operating Manohar International Airport, Mopa, Goa (Goa Airport at Mopa) and Bidar Airport in Karnataka. With respect to international airports, the Group is operating the architecturally renowned Mactan Cebu International Airport in Cebu, Philippines, in partnership with Megawide and Aboitiz InfraCapital Inc. Expanding its overseas footprint, GMR Group, in collaboration with Angkasa Pura II (AP II), has started operating Kualanamu International Airport in Medan, Indonesia from July 7, 2022.

The Group is currently developing two major greenfield airport projects in India and Greece, which includes Airport at Bhogapuram in Andhra Pradesh and Airport at Heraklion, Crete, Greece in partnership with GEK Terna. Bhogapuram Airport in India is poised to transform the economy and landscape of the surrounding areas when ready. Crete Airport in Greece will similarly play a significant role in the local economy of the region. India's aviation market is expected to grow at an average of 7% p.a. till 2040. Further a mature tariff regime for aero revenue is strengthening the Company's 'Sustainable Cash Flow Profile'. GMR Group has Proven track record of strategic partnerships with marquee names like Groupe ADP, Fraport and Malaysia Airports.

As a pioneer in implementing the path breaking Aerotropolis concept in India, GMR Group is developing unique airport cities on commercial lands available around its airports in Delhi, Hyderabad and Goa. GMR

Delhi Aerocity is a landmark business, leisure, and experiential district. Similarly, GMR Hyderabad Aerocity is coming up as a new-age smart business hub.

## Performance highlights – FY 2022-23

Performance Highlights of your Company on consolidated basis for the FY 2022-23:

- The Board of Directors of the Company at its meeting held on March 19, 2023 has approved a Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited (GAL) and GMR Infra Developers Limited (GIDL) and the Company and their respective shareholders and creditors, subject to necessary approvals.
- The Company entered into agreement with Groupe ADP to settle the earnout based on achievement of certain milestone (which was to be settled through the Bonus Series B, C and D CCPS) agreed at the time of investment by Groupe ADP in GAL at ₹ 550 crore as full settlement.
- The Company had issued and allotted 6.76% Unlisted Foreign Currency Convertible Bonds ("FCCB") aggregating Euro 330.817 million equivalent to ₹ 2,931.77 crore to Aeroports De Paris S.A. (Groupe ADP) with a maturity period of 10 year and 1 day.
- Subscription of FCCB's by Groupe ADP and settlement of earnouts will be utilized to repay debt of subsidiaries/ fellow subsidiaries for which GIL had provided security/guarantee.
- During FY 2022-23, the Group has received ₹ 13.9 bn from divestment of stake in Cebu Airport (GMCAC). GMR will continue to operate as the technical service provider until December 2026 and will also be entitled to additional deferred consideration based on the subsequent performance of the airport during the period.
- The Group has entered into a financial partnership with National Investment and Infrastructure Fund (NIIF) for investing equity capital in three airport projects including Mopa (Goa) and Bhogapuram (Visakhapatnam, Andhra Pradesh) airports. Subsequent to the year end, the group has received primary investment of ₹ 6.31 bn from NIIF in the form of Compulsory Convertible Debenture issued by GMR Goa International Airport Limited ("GGIAL").
- Goa Airport at Mopa has achieved COD; Domestic operations commenced from January 5, 2023. Currently, 21 domestic destinations are connected. International operation have also commenced recently in the month of July, 2023. Land monetization process for two hotel plots and retail interchange has been initiated.
- Delhi International Airport Limited ("DIAL") has successfully

raised ₹ 10 bn via non-convertible debentures in FY 2022-23 and additionally raised ₹ 12 bn in Q1 FY 2023-24. GMR Hyderabad International Airport Limited ("GHIAL") has also raised ₹ 19.9 bn via non-convertible debentures in FY 2022-23.

- Traffic at GMR operational airports (includes Delhi, Hyderabad, Goa, Cebu and Medan airport) - Domestic and International passenger traffic of airports up by 62% YoY and 163% YoY, respectively.
- Domestic Passenger Traffic at Delhi International Airport during the FY 2022-23 increased by 66% YoY from 32.8 Mn to 49.7 Mn., Domestic Passenger Traffic at Hyderabad International Airport during the FY 2022-23 increased by 69% YoY from 11 Mn to 17.6 Mn.
- Delhi and Hyderabad International Airports expansion works and Crete Airport construction work is progressing as per schedule.
- Delhi International Airport - Overall progress achieved 86.1% as on March 31, 2023 w.r.t expansion project and new arrival terminal at T1 Part A operationalized in February 2023.
- Hyderabad International Airport - Overall progress achieved 85.1% as on March 31, 2023 w.r.t expansion project. East Pier

straight portion commissioned in Q2 FY 2022-23; West Processor (International side) was handed over during Q3 FY 2022-23; West Pier St portion commissioned in Q1 FY 2023-24.

- Land acquisition is at final stages and financial closure is in progress at Bhogapuram Airport. Foundation stone laid by State Chief Minister on May 3, 2023. Tender process for selection of EPC contractor is underway. Pre-cursor to Land handover process; joint survey of land is underway. Financial Closure is underway.
- Hon'ble Supreme Court ("SC") had upheld Bombay High Court's judgement granting concession rights of Nagpur Airport to GMR. Review Petition was filed by MoCA in SC challenging the SC order. However, the petition was dismissed by the SC in its order dated May 09, 2023. However, we await the conclusion of all legal processes and execution of necessary concession agreement.
- Crete airport (Greece) Project is fully funded mainly through state grant which is already received. It is a debt free Project. Overall progress of about 20% was achieved as of March 31, 2023. Terminal building foundation works completed. Work progressing on multiple fronts - departure bridge, roads, water station building and police building etc.

### Financial results – FY 2022-23

#### a) Consolidated financial results

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Continuing operations</b>		
<b>Income</b>		
Revenue from operations	6,693.40	4,600.72
Other income	595.59	358.44
<b>Total Income</b>	<b>7,288.99</b>	<b>4,959.16</b>
<b>Expenses</b>		
Revenue share paid/ payable to concessionaire grantors	1,914.72	224.02
Operating and other administrative expenditure	3,054.89	2,274.13
Depreciation and amortization expenses	1,042.44	889.40
Finance costs	2,343.11	2,018.66
<b>Total expenses</b>	<b>8,355.16</b>	<b>5,406.21</b>
<b>Loss before share of net loss of investments accounted for using equity method, exceptional items and tax from continuing operations</b>	<b>(1,066.17)</b>	<b>(447.05)</b>
Share of profit of investments accounted for using equity method	85.97	70.70
<b>Loss before exceptional items and tax from continuing operations</b>	<b>(980.20)</b>	<b>(376.35)</b>
Exceptional items	254.34	(388.26)
<b>Loss before tax from continuing operations</b>	<b>(725.86)</b>	<b>(764.61)</b>
Tax expenses/(income)	114.07	(12.30)
<b>Loss after tax from continuing operations (i)</b>	<b>(839.93)</b>	<b>(752.31)</b>



# GMR Airports Infrastructure Limited

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>EBITDA from continuing operations</b>	<b>1,723.79</b>	<b>2,102.57</b>
(Sales/income from operations – Revenue share – operating and other admin expenses)		
<b>Discontinued operations</b>		
Loss from discontinued operations before tax expenses	-	(318.33)
Tax expenses	-	60.75
<b>Loss after tax from discontinued operations (ii)</b>	<b>-</b>	<b>(379.08)</b>
<b>Total loss after tax for the year (A) (i+ii)</b>	<b>(839.93)</b>	<b>(1,131.39)</b>
<b>Other comprehensive income from continuing operations</b>		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	(180.07)	(101.29)
Net movement on cash flow hedges	(450.71)	(370.00)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		
Re-measurement loss on post employment defined benefit plans (net of taxes)	(4.84)	(1.80)
<b>Other comprehensive income for the year from continuing operations, net of tax (B)</b>	<b>(635.62)</b>	<b>(473.09)</b>
<b>Other comprehensive income from discontinued operations</b>		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	-	17.57
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		
Re-measurement loss on post employment defined benefit plans (net of taxes)	-	(0.57)
<b>Other comprehensive income for the year from discontinued operations, net of tax (C)</b>	<b>-</b>	<b>17.00</b>
<b>Other comprehensive income for the year (D = B + C)</b>	<b>(635.62)</b>	<b>(456.09)</b>
<b>Total comprehensive income for the year, net of tax (A+D)</b>	<b>(1,475.55)</b>	<b>(1,587.48)</b>
<b>Loss for the year attributable to</b>	<b>(839.93)</b>	<b>(1,131.39)</b>
a) Equity holders of the parent	(179.26)	(1,023.29)
b) Non-controlling interests	(660.67)	(108.10)
<b>Total comprehensive income attributable to</b>	<b>(1,475.55)</b>	<b>(1,587.48)</b>
a) Equity holders of the parent	(459.38)	(1,226.89)
b) Non-controlling interests	(1,016.17)	(360.59)
Earnings per equity share (₹) from continuing operations	(0.30)	(0.98)
Earnings per equity share (₹) from discontinued operations	-	(0.72)
Earnings per equity share (₹) from continuing and discontinued operations	(0.30)	(1.70)

The revenue increased by 45.49% from ₹ 4,600.72 crore in FY 2021-22 to ₹ 6,693.40 crore in FY 2022-23 mainly due to an increase in aeronautical, duty free, retails, advertisement, ground handling, hospitality, and parking revenue on account of increase in traffic and business on significant recovery in demand for air travel with removal of restrictions on inter-state and international travel, relaxations by the State Governments, increase in the vaccination drive.

The revenue share paid / payable to concessionaire grantors was lower in FY 2021-22 on account of Annual Fee/ Monthly Annual fee (MAF) waiver. The Group invoked Force Majeure post outbreak of COVID-19 "A Pandemic" as provided under Article 16 of Operation Management and Development Agreement (OMDA) and claimed that it would not be in a position to perform its obligation to prepare Business Plan and pay Annual Fee/ Monthly Annual fee to Airports Authority of India (AAI). However, during FY 2022-23, there is significant improvement in business operations resulting increase in revenue share paid /payable.

**b) Standalone financial results**
**(₹ in crore)**

Particulars	March 31, 2023	March 31, 2022
<b>Continuing operations</b>		
Revenue from operations	64.47	21.33
Other operating income	37.47	17.73
Other income	24.15	1.00
Operating and other administrative expenditure	120.44	43.97
Depreciation and amortization expenses	0.35	0.91
Finance costs	116.30	78.98
<b>Loss before exceptional items and tax from continuing operations</b>	<b>(111.00)</b>	<b>(83.80)</b>
Exceptional items	120.57	(16.79)
<b>Profit/ (loss) before tax from continuing operations</b>	<b>9.57</b>	<b>(100.59)</b>
Tax expenses	-	58.72
<b>Profit/ (loss) after tax from continuing operations (i)</b>	<b>9.57</b>	<b>(159.31)</b>
<b>Discontinued operations</b>		
Loss from discontinued operations before tax expenses	-	(150.47)
Tax expenses	-	-
<b>Loss after tax from discontinued operations (ii)</b>	<b>-</b>	<b>(150.47)</b>
<b>Profit/ (loss) after tax for the year (i+ii)</b>	<b>9.57</b>	<b>(309.78)</b>
Net surplus in the statement of profit and loss - balance as per last financial statements	3,454.49	2,122.60
Re-measurement gains on defined benefit plans (net of taxes)	(0.20)	(0.62)
Transfer from fair valuation through other comprehensive income ('FVTOCI')	-	1,674.97
Transfer on account of composite scheme of arrangement	-	(32.68)
<b>Surplus available for appropriation</b>	<b>3,463.86</b>	<b>3,454.49</b>
Appropriations	-	-
<b>Net surplus in the statement of profit or loss</b>	<b>3,463.86</b>	<b>3,454.49</b>
Earnings per equity share (₹) from continuing operations	0.02	(0.26)
Earnings per equity share (₹) from discontinued operations	-	(0.25)
Earnings per equity share (₹) from continuing and discontinued operations	0.02	(0.51)

The revenue increased by 160.98% from ₹ 39.06 crore in FY 2021-22 to ₹ 101.94 crore in FY 2022-23 mainly due to an increase in interest income on loan given to Group companies and management services.

Exceptional items comprises reversal/ (provision) for impairment in carrying value of investments, loans/ advances/ other receivables carried at amortised cost (net)

There are no material changes or commitments except those already disclosed in this report, affecting the financial position of the company which have occurred between the end of the FY 2022-23 and the date of this report.

**Dividend**

Your Directors have not recommended any dividend on equity shares for FY 2022-23.

## Appropriation to Reserves

The major reserves of the Company on standalone basis for FY 2022-23 and the previous year is as follows:

Particulars	₹ in crore)	
	March 31, 2023	March 31, 2022
General reserve	174.56	174.56
Surplus in statement of profit and loss	3,463.86	3,454.49
Capital reserve	141.75	141.75
Foreign currency monetary translation reserve ('FCMTR')	(33.80)	(20.21)
Fair valuation through other comprehensive income ('FVTOCI') reserve	17,093.60	6,037.65
Equity component of foreign currency convertible bond ('FCCB')	479.35	-
<b>Total</b>	<b>21,319.32</b>	<b>9,788.24</b>

## Management Discussion and Analysis Report (MDA)

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management's Discussion and Analysis is set out in this Annual Report.

## State of Affairs of the Company and its Subsidiaries

Brief overview of the developments of the Company and each of the major subsidiaries' business is presented below. Further, MDA, forming part of this Report, also brings out review of the business operations of major subsidiaries and jointly controlled entities.

## Composite Scheme of Amalgamation and Arrangement

The Board at its meeting held on March 19, 2023, approved the Composite Scheme of Amalgamation and Arrangement amongst GMR Airports Infrastructure Limited ("GIL/Company"), GMR Airports Limited ("GAL"), a subsidiary of the Company and GMR Infra Developers Limited ("GIDL"), a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Scheme"), which, inter-alia, proposes to merge and consolidate the businesses of: (i) GAL into and with GIDL; and (ii) the merged GIDL into and with the Company in each case, on a going concern basis subject to the requisite approval of the shareholders and creditors of the Company, the National Company Law Tribunal ("NCLT"), and other approvals as may be required.

The Company has received the No Observation Letter ("NOC") from the stock exchanges for the Scheme. The NOC from the Reserve Bank of India has also been received for the Scheme.

The proposed Merger has also been approved by the Competition Commission of India ("CCI") under Green Channel route.

## Airport Sector

The Company's airport business comprises of six operating airports viz., Delhi International Airport, Hyderabad International Airport, Goa Airport at Mopa & Bidar Airport at Karnataka in India, Mactan Cebu International Airport in Philippines and Kualanamu International Airport in Medan, Indonesia. Further one asset is under construction viz., Crete International Airport in Greece. Also, post signing of the Bhogapuram International Airport (new Vishakhapatnam Airport) concession agreement in June 2020, the Company has been working on various preparatory activities even as the authorities seek clearances to meet their obligations for initiating the construction work. The foundation stone of the project has been laid and joint survey of land is underway.

GMR Group is actively pursuing opportunities for new airports as and when they arise. We are actively tracking the next round of regional airports being privatized by the Government of India. On the international front, in the near future, the Group is strategically focusing on opportunities in South and Southeast Asia and the Middle East. We recently started operations at the brown field Kualanamu International Airport in Medan, Indonesia in a joint venture with Indonesian government entity, Angkasa Pura II. This development will further open a path for us to expand in one of the fastest growing aviation markets, i.e. Indonesia. The Group also continues to legally pursue the right to develop Nagpur Airport.

We also continue to explore opportunities in Africa and Central & Eastern Europe. GMR Airports is looking to drive growth not only through Airport Concessions, but also through provision of airport related services including EPC, Project Management, Engineering & Maintenance, Duty Free, Cargo, other non-aero concessions etc.

FY 2022-23 was marked by an impressive post-pandemic traffic recovery. As the COVID waves across the world receded, most of the countries rationalized and then removed travel restrictions. India being a large domestic market, recovered faster than other geographies. By the end of the year FY 2022-23, domestic traffic rose to well above pre-COVID levels. International traffic also exhibited a strong and robust recovery and is expected to surpass pre-COVID levels by FY 2023-24. During this challenging period, both airports and the airlines have evolved to be more operationally flexible to deal with abrupt changes in business scenario and regulations. Given this robust recovery, the sector has seen renewed investments to cope with rising demand.

Various new airlines came up and existing ones started to resume with capacity expansion initiatives.

An overview of the operations at our assets during the year is briefly given below:

## Delhi International Airport Limited (DIAL)

DIAL is a subsidiary of the Company and its shareholding comprises

of GMR Airports Limited ("GAL") (64%), Airports Authority of India (AAI) (26%) and Fraport AG Frankfurt Airport Services Worldwide (Fraport) (10%). DIAL entered into a long-term agreement to operate, manage and develop the Delhi International Airport.

### Highlights of FY 2022-23:

FY 2022-23 was the first fiscal year post onset of Covid-19 where Indian Aviation Sector did not face any major disruptions from Covid-19 and exhibited tremendous recovery in passenger traffic throughout the FY.

During the year we had unrestricted scheduled operation for domestic and international movement. While in FY 2022-23, Delhi International Airport domestic traffic reached pre-COVID level, International traffic recovered to about 88% of pre-COVID level by fiscal year end. Cargo volume recovery was lower and remained below pre-COVID levels in FY 2022-23.

Throughout the year, DIAL proactively engaged with all stakeholders in pushing passenger growth through various passenger experience initiatives. One such major initiative was the launch of DigiYatra which is a path-breaking solution for passenger processing by the use of facial recognition technology.

### Operational Performance:

DIAL witnessed significant growth of traffic at Delhi International in FY 2022-23. Passenger traffic at Delhi International was 65.3 mn in FY 2022-23, a growth of 66.1% over previous year with 140.0% growth in international traffic and 51.4% growth in domestic traffic. During the year, Delhi International Airport handled 429,964 Air Traffic Movements (ATMs) and clocked 0.90 MMT cargo volume. Cargo volumes experienced an overall de-growth of 3.1% over previous year, driven by 8.7% de-growth in international cargo. Intermittent lockdown in China, higher inflation in US and Europe and supply chain disruption due to Russia-Ukraine war were key factors which led de-growth in cargo tonnage in the fiscal year. Domestic cargo on the other hand grew by 7.5%.

Hon'ble Minister of Civil Aviation kicked off DigiYatra (a contactless biometric passenger processing platform) at Delhi International Airport on December 01, 2022. DIAL has deployed DigiYatra infrastructure across all the touch points in Terminal 3 & Terminal 2 at Delhi International Airport, New Delhi.

DIAL's focus on operational excellence and customer experience backed by a strong organizational culture has helped sustain its leadership position in Airport Service Quality. As a result, DIAL was once again recognized as the Best Airport for service quality in the region by ACI and Best Airport in South Asia by Skytrax. Delhi International Airport has improved its world ranking to 36 and is the only Indian airport among Top 40 airports in the world Skytrax ranking.

### Capacity augmentation initiatives of FY 2022-23

Despite operational and logistical challenges thrown by the pandemic during past couple of years, DIAL continued to focus on its expansion plan of airside infrastructure and terminal capacity as per the approved Major Development Plan in order to cater to the future growth in passenger and air traffic. The Phase 3A expansion includes, among others, expansion of Terminal 1 and Terminal 3, construction of a fourth runway along with enhancement of airfields and construction of taxiways, which will expand capacity of Delhi International Airport to 100 Mn passengers annually. Cumulative physical progress on phase 3A expansion as on March 31, 2023 is ~86%. As part of phase 3A, all work related to dual elevated Eastern Cross Taxiways (ECT) and 4th runway have been completed. All balance works are expected to be completed and commissioned during FY 2023-24.

### Awards and Accolades of FY 2022-23

- Delhi International Airport has once again emerged as Best Airport in the 'over 40 million passengers per annum (MPPA)' category in Asia Pacific region by ACI in the Airport Service Quality Programme (ASQ) for the 5th time in a row in 2022 rankings.
- In the newest category in ACI ASQ award, DIAL has been bestowed with 'Cleanest Airport' in the Asia Pacific region award
- Delhi International Airport has been voted as Best Airport in India / South Asia for 5th consecutive years in Skytrax ranking.
- In terms of Skytrax world airports ranking, Delhi International Airport jumped from rank 50 in 2020 to 45th in 2021 and further to current rank of 36.
- Delhi International Airport was conferred 'Best Airport' in the country in the ASSOCHAM's 14th International Conference cum Awards on Civil Aviation

### Sustainability Focus

DIAL always has a strong focus on Sustainability and has received various awards and accolades in this regard for many years now:

- "Green Airports Recognition" by ACI- Asia Pacific in 5 years in a row (2023, 2021, 2020, 2019, 2018 and 2017).
- National Award for Excellence in Energy Management from the Confederation of Indian Industry (CII), in the year (2022, 2021, 2020, 2019 and 2018).
- Wings India Environment & Sustainability Award 2022.
- FICCI Water Award in 2022.
- For its operational usage, DIAL is switching to Electric Vehicles from the current conventional vehicles in phase wise manner.

## GMR Hyderabad International Airport Limited (GHIAL)

GHIAL is a subsidiary of the Company and its shareholding comprises of GAL (63%), AAI (13%), Government of Telangana (13%) and MAHB (Mauritius) Private Limited (11%) and has a long-term agreement to operate, manage and develop the Hyderabad International Airport.

### Highlights of FY 2022-23:

With the effects of COVID-19 decreasing across the globe, India lifted all restrictions on international air travel from the end of March 2022.

During the first quarter of FY 2022-23, an increase in COVID-19 cases raised concerns of a 4<sup>th</sup> Wave but no significant impact was felt on air traffic. No fresh restrictions were imposed by the Government of India which helped air traffic to slowly climb back to near pre-COVID numbers.

The India aviation industry was constrained by the available capacity of aircrafts as airlines had to ground some aircrafts due to maintenance issues arising out of lack of availability of spare parts, partly due to Russia-Ukraine crisis. Also, Pratt & Whitney had not made available the required engines for aircrafts for some of the airlines, which also affected the aircrafts availability. Over 75 aircrafts were grounded in the year, which accounts for 10-12% of Indian fleet. This resulted in demand outstripping the supply of aircrafts and led to increase in ticket pricing and slower growth of traffic. As a result, Domestic traffic was lower as compared with the estimated figures for the year. However, international traffic remained robust and the final total traffic figure for FY 2022-23 was 21.00 million passengers.

### Operational Performance:

During the FY, Hyderabad International Airport handled 21.00 million passengers, over 1,60,597 Air Traffic Movements ("ATMs") and more than 1,42,338 Metric Tonnes ("MTs") of Cargo. On a year-on-year basis, passenger movements and ATMs witnessed a growth of 69% and 40%, respectively. Cargo witnessed around 2% YoY growth.

By end of the year, Hyderabad International Airport was connected to 66 domestic destinations as compared to pre-COVID level of 55 domestic destinations and 18 international destinations as compared to 16 pre-COVID destinations. A key route addition was the Goa Airport at Mopa. A few domestic routes were lost due to internal issues of the airlines, with some routes being temporarily stopped.

Some new international routes which were started during the year:

- Dhaka by IndiGo
- Baghdad by Fly Baghdad
- Don Mueang by Nok Air

The following new airlines commenced operations from Hyderabad during the year:

- Kuwait Airways
- Nok Air

- Fly Baghdad
- Akasa Air

Medical tourism was leveraged to start operations to Dhaka and Baghdad but at the same time destinations like Chicago and Male were stopped due to unviability.

On the Cargo front, Amazon started, for the first time in India, Prime Air (Quikjet) weekly cargo operations from Hyderabad International Airport. Lufthansa resumed its Boeing 77F freighter with routing FRA-BOM-HYD-FRA. During February 2023, Hyderabad hosted the first-ever E-Prix in the country with Hyderabad International Airport playing an integral part in transporting these E-vehicles by operating 6 charter flights carrying them.

### Capacity augmentation initiatives FY 2022-23

As part of the expansion works, further progress was made during the year. On airside, various taxiways and passenger boarding bridge (PBB) stands were commissioned. At Passenger Terminal Building (PTB), straight portion of east pier and some levels of west processor were opened for operations. Overall, **by March 2023 ~85% of airport expansion works were completed.** The balance works are expected to be completed and commissioned by FY 2023-24.

### Passenger Experience initiatives FY 2022-23

Continuing with our relentless focus to offer the best possible service quality and passenger experience and achieve world-class levels of operational efficiency, several new milestones were attained during the year.

- Hyderabad International Airport Environment Compliance Oversight Committee was established and organized its first meeting with GHIAL's subsidiaries and other stakeholder to discuss environmental compliance status
- Hajj operations re-started post COVID-19
- Soft launch of DigiYatra commenced on August 18, 2022 at Entry and PESC
- 16 AEDs (Automated External Defibrillator) were installed at various locations in PTB on December 25, 2022
- India's largest Arrival Duty Free store inaugurated at International Arrivals

Hyderabad International Airport also focuses on creating and delivering a well-rounded shopping, retail and commercial services experience for the passengers and visitors, which in turn provides a strong and fast-growing source of revenues for the airport. Few such initiatives include:

- Music curation has been done exclusively for Hyderabad International Airport, which plays instrumental music as per different times of the day.

- The check-in hall & all the washrooms in the terminal installed with natural fragrances
- Consultant Chef appointed to enhance the gastronomic experience for passengers/customers at the Airport
- Trials for DigiYatra underway at Hyderabad International Airport
- Trials for real time passenger feedback kiosks has been completed and will be rolled out in FY 2023-24
- Pillar numbering for arrival forecourt was initiated
- Standardised signages at car park, main access road and forecourts in process.

#### Awards and Accolades

- **Ranked 65th at the 2023 Skytrax World Airport Award**, winner of:
  - Best Regional Airport in India and South Asia
  - Best Airport in India and South Asia
- Winner of the **2022 Airport Service Quality (ASQ) Award** for Best Airport of 15 to 25 Million Passengers in Asia-Pacific
- Received Platinum Award in 11<sup>th</sup> National CII POKA YOKE 2022 competition
- Won Gold Recognition at the CII Excellence Summit for its Business Excellence journey
- Winner of the "Airport with the best use of Technology" at ASSOCHAM's 14<sup>th</sup> Civil Aviation Conference
- Received ACI World's 'Voice of Customer' Recognition for the 2nd time in a row in 2022.

#### Sustainability Focus

GHIAL has always had a strong focus on Sustainability and has received various awards and accolades in this regard for many years now:

- Received the ACI Green Airport recognition 2022 - Silver for the Best Carbon emission Management
- Won the CII National Awards For "National Energy Leader" & "Excellent Energy Efficient Unit" Categories
- ~ 20 vehicles converted to Electric to reduce the Carbon footprint
- >80% conversion to LED lights across the Terminal
- Single-use plastic banned with effect from July 01, 2022
- Opened a biodiesel fuel station
- Set up EV charging stations at the airport

In addition to the above, some of the continuing best environment practices include:

- LEED certified Terminal Building which allows maximum natural

lighting, and other features that enable optimal use of energy and water.

- Effective implementation of the "Reduce-Reuse-Recycle" principle in the overall water usage within the airport.
- Efficient rainwater harvesting and ground water recharging processes.
- Efficient solid waste management processes and compost generation to meet 100% internal demands to develop a beautiful landscape within the airport precincts.
- Robust process to effectively reduce aircraft noise & emission levels by collaboratively engaging with airline operators and Air Traffic Service providers to bring in best practices like single engine taxi, Fixed Electrical Ground Power to reduce use of aircraft Auxiliary Power Units (APU), Continuous Descent Approach Operations, etc.

#### GMR Goa International Airport Limited (GGIAL)

GGIAL declared Commercial Operations Date (COD) on December 07, 2022 and started its domestic commercial operations on January 05, 2023. During the year, GGIAL joined hands with the National Infrastructure Investment Fund (NIIF), who have invested ₹ 631 crores in GMR Goa International Airport Limited in the form of Compulsory Convertible Debentures (CCD).

Post start of operations, the airport achieved 1 million passengers mark on April 30, 2023. The airport currently handles around 75 ATMs per day with peak hour capacity of 13 ATMs. During Q1 of FY 2023-24, the airport handled 968k Domestic Passengers and 6467 ATMs. Further, with necessary approvals from governments and relevant agencies in-place, the airport launched international operations in July 2023. Considering, growing demand from airlines and high passenger footfall, we are already planning expansion in the terminal capacity from the existing 4.4 MPPA to 7.7 MPPA.

Airport Economic Regulatory Authority (AERA) extended the validity of Ad hoc tariff order released in August 2022 till September 2023. The final order for MYTP is expected during Q2 FY 2023-24.

The construction works for 6-lane expressway connecting NH 66 to the Airport is in full swing at multiple locations and is likely to be operational by March 2024. Upon completion, the expressway will provide a seamless transition for passengers to and from the airport.

#### Sustainability Focus

Sustainability as one of core concepts, Goa Airport at Mopa is designed to remain "Green Airport" by design itself. GGIAL has received various awards and accolades in this regard:

- Indian Green Building Council (IGBC) Platinum level Certification for New Building
- "Construction Health, Safety & Environment" Achievement

Award and “Best Construction Project” from Construction Industry Development Council, under Planning Commission, NITI Aayog, GoI during 14<sup>th</sup> Vishwakarma Awards 2023, New Delhi (April 12, 2023)

- 21<sup>st</sup> Annual Greentech Safety Award 2023 under ‘Construction Safety’ category by Greentech Foundation, New Delhi (May 29, 2023)
- ‘Plaque of Excellence’ in recognition of “Best Environmental Practices” from Goa State Pollution Control Board, GoG on the occasion of World Environment Day, June 05, 2023.
- Various initiatives under our “5 Years Road Map of Carbon Neutrality Level 3+ Program” viz., installation, commissioning of 5 MW onsite solar power generation unit as renewable energy, EV buses and EV ground equipment by ground handling agency, etc.
- Across the entire airport, 100% LED lighting system have been adopted in all Buildings and Airfield Ground Lighting (AGL) systems, facilitating Energy Conservation.
- To reduce Green House Gas (GHG) Emissions from Auxiliary Power Units (APUs) of Aircrafts, Bridge Mounted Equipment (BME) with Fixed electrical ground power (FEGP) & Pre-Conditioned Air Supply (PCA) systems provided.
- Rainwater Harvesting and Ground Water Recharge executed as per approval of Water Resources Department, Government of Goa.
- 100% of treated Sewage Treated Plant (STP) water will be reused for Cooling Tower make-up, toilet flushing through dual plumbing system and irrigation for horticultural purposes making the Airport a Zero Liquid Discharge Unit.
- 500 nos. indigenous trees transplanted within the project site
- About 165 Acre of land with existing tree cover left undisturbed within project site.
- As a part of compensatory tree afforestation plan, 5 Lac Tree Saplings have already been planted in and around the airport project site within Goa State through Goa State Bio-diversity Board (GSBB), GoG.
- ‘Integrated Waste Management Plan’ (approved by Goa State Pollution Control Board, GoG) in place through dedicated agency and infrastructure.
- Single-use plastic banned with effect from July 01, 2022.

### GMR Megawide Cebu Airport Corporation (GMCAC)

GMCAC, a JV between GMR group (40%) and Megawide Corporation (60%), entered into a concession agreement with Mactan Cebu International Airport Authority for development and operation of

Mactan-Cebu International Airport (Cebu Airport) for 25 years. GMCAC took operational responsibility of the airport in November 2014, and has been successfully operating the airport, since then.

On December 16, 2022, GMR Group and Megawide Corporation entered into a Deed of Assignment with Aboitiz Infracapital, Inc. (AIC), as a consequence of which, as of December 31, 2022, GMCAC is owned 33 1/3% each by MCC, GMR and AIC. Further, as per the agreement, GMR will continue to operate the airport as a technical services provider till December 2026.

### Highlights of FY 2022-23:

The impact of COVID-19 pandemic continued in CY2022 also, but the recovery of traffic has gained momentum. The passenger footfall for CY2022 was recorded at ~5.5 Mn, consisting of 4.8Mn Domestic passengers and ~0.7 Mn International passengers, witnessing a 420% growth from ~1.3Mn overall traffic in CY2021. The total traffic has recovered to 44% of pre-pandemic levels.

In line with our strategy to churn assets and redeploy capital in high growth opportunities, GMR Airports International BV (GAIBV), a stepdown subsidiary of the Company holding stake in GMCAC has entered into a transaction with Aboitiz InfraCapital Inc (AIC) on December 16, 2022, for sale of stake. However, we would continue to remain a 33% shareholder until September 2024 and also operate as a technical services provider to GMCAC until December 2026 and would also be entitled to additional deferred consideration based on the performance of GMCAC for the period between 2023 and 2026. Further details on GMCAC are provided in MDA forming part of this report.

### Medan Airport

GMR participated in a bid via GMR Airports Limited and its step-down subsidiaries for managing, developing and improving the performance of Kualanamu International Airport which was held by Angkasa Pura II (APII). GMR was awarded the contract in November 2021 and it entered into a strategic partnership with APII. GMR now holds 49% stake in the project SPV. With the award of this contract, GMR became the first Indian airport operator to win a bid to develop and operate an Indonesian Airport. The SPV took charge of Commercial Operations on July 7, 2022.

### Highlights of FY 2022-23:

Medan Airport was able to achieve several notable achievements as well as service improvements. After the takeover, there was a significant increase in the domestic passenger service charge (PSC) by 27% and the international PSC by 16%, leading to a positive financial impact and growth for the airport. In 2022, more than 75% of the routes that were operational in 2019 have been restored, showcasing a successful recovery from the impact of pandemic. Traffic reached 5.9 Mn in CY 2022, which is 72% of the 2019 traffic.

The excellence of Medan Airport was acknowledged when it was shortlisted for the prestigious Routes Asia award. Furthermore, management has been able to attract new routes with Qatar Airways announcing a flight between Qatar and Medan in January 2024 and Batik Air has scheduled direct flights to Chennai in August 2023. These new routes will enhance connectivity and open opportunities for travelers. Airlines have also increased frequencies on the existing routes and new airlines have also started operating on existing routes.

In terms of service improvements, Kualanamu International Airport has focused on enhancing the passenger experience. The terminal underwent a thorough deep internal and external cleaning, ensuring a clean and pleasant environment. Targeted improvements were implemented to enhance the Umrah passenger experience, catering to the specific needs of this group. Furthermore, refurbishment of the toll gate and the removal of obsolete infrastructure was carried out, creating additional space and improving overall functionality.

Operational improvements have also been prioritized. The airport increased its security staff to enhance the terminal's passenger handling capacity and ensure a safe environment. Additional trolley management staff were employed for repairs and regular maintenance, and Critical equipment repairs have been completed, ensuring smooth operations and minimizing disruptions.

Safety and security remain paramount at Kualanamu International Airport. The completion of the Emergency Exercise and Security Exercise, along with mandatory training for ARFF (Aircraft Rescue and Firefighting) personnel reflects the airport's commitment to maintaining high safety standards and preparedness in emergencies.

Medan Airport is also gearing up for an Immediate Capacity Augmentation phase in 2023. This strategic initiative aims to increase the terminal capacity from the current 10 million passengers to 15 million passengers. The company has recognized the need for expansion due to the growing demand and is in the final stages of securing the funding required to execute this project.

### **Crete International Airport**

GMR Airports and its Greek partner, TERNA, signed a concession agreement with the Greek State for design, construction, financing, operation, maintenance of the new international airport of Heraklion at Crete in Greece. The concession period is 35 years including the design and construction phase of five years. Concession commenced on February 6, 2020. With the award of this contract, GMR became the first Indian airport operator to win a bid to develop and operate a European airport. This is also GMR Group's first foray into the European Union region.

### **Highlights of FY 2022-23:**

Overall construction progress of the airport is ~20 %. During the year, concreting works of the terminal building commenced. Concreting works of Basement slab and lower mezzanine slab of

terminal building have been completed, while arrival slab concreting works are in progress. Major part of laying and compaction of base and sub-base for Apron area was completed during the year and lean concrete paving works are in progress. Laying of compaction of Base is progressing well at Runway & Taxiway sites.

The EPC contractor has requested an extension of the construction timeline by 24 months due to changes in design suggested by State Advisors and COVID related delays. The state has approved the extension of COD to February 06, 2027 and has also agreed to fund an additional EPC claim of Euro 104.9 MN.

### **Airport Adjacencies**

GAL has emerged as a strong platform for both India and International concessions. As part of our Airport Platform strategy, we have initiated the journey to build strong portfolios of adjacency businesses under GAL given our experience of more than one and half decade in the Airports services value chain.

We achieved instant success as GAL was awarded the concession for Kannur Duty Free in February 2021, amidst the challenges associated due to the COVID pandemic.

GAL is actively pursuing Non-Aero Master Concession opportunities. Under the Master Concession contract, often various non-Aero services are bundled together including duty free & retail, car park, advertising, F&B and lounges. There has been a noticeable shift at various airports towards the master concession model due to its benefits both to the Airport and the concessionaire and GAL would look to leverage this opportunity.

As a testament to our strong focus and efforts, GAL operationalized various Non-Aero services at Goa Airport at Mopa simultaneously to the commissioning of the Airport. Duty free operations also began along with the International operations in July 2023.

To strengthen its focus on hospitality, GAL formalized an F&B Joint Venture business with India's leading F&B operator. The joint venture 'GMR Hospitality Limited' ('GHL') took over F&B operations at Goa Airport at Mopa.

GAL also acquired the license to develop and operate the cargo terminal services at Goa Airport at Mopa. The state-of-the-art cargo facility will be ready & operationalized by Q2 FY 2023-24 in sync with the beginning of the international operations. GAL initiated the domestic cargo handling and processing through an interim terminal along with the Airports commencement date.

During the year, GAL was awarded the Non-Aero Master Concession of GMR Hyderabad International Airport Limited ('GHIAL'). The concession entails Retail, Duty Free and Retail related services.

In addition, we are currently evaluating multiple opportunities in the cargo, duty free and services business across our focus geographies and believe that in the short to medium term we will have more



adjacency businesses to add to our overall portfolio. For example, on the International front, GAL was amongst the 13 successful applicants who were qualified for the world's biggest duty-free tender in Spain.

## Airport Land Development (ALD)

FY 2022-23 has been a breakthrough year for ALD with topline revenue from various Airport Land Development Businesses touching ~ ₹ 610 Crore. Several marquee transactions were concluded at both Delhi and Hyderabad. Simultaneously development of key investment projects were initiated, notably DIAL's self-development project of a prestigious commercial office development, which was initiated in the year. Given the nature and expanse of ALD works, the team has developed capability in all streams of the project development cycle. The sale transaction of Amazon warehousing assets at Aerocity Hyderabad has demonstrated ALD's capability to recycle capital and has established the important precedence that leased land can also be monetized.

## Aerocity Delhi

On the transaction side, DIAL completed the international competitive bidding process and awarded to Chalet Hotels Limited (CHL) the right to develop a Hotel at the Terminal-3 of Delhi International Airport. CHL is an owner, developer, and asset manager of high-end hotels in key metro cities of India and is also listed on Indian stock exchanges. The upcoming terminal hotel will have ~350-400 rooms along with other amenities matching standards of international airport terminal hotels. The transaction has been done through an innovative structure whereby DIAL shall develop and deliver the cold shell and CHL shall complete the interiors and other fit outs and operate the Hotel while paying Revenue Share to DIAL subject to a Minimum Guaranteed License Fees. The hotel is expected to be commissioned by FY 2025-26.

During FY 2022-23, as a significant step towards creating portfolio of investment projects, DIAL initiated the development of a commercial building of approx. 6 Lakh sft. gross leasable area in the Gateway District of Aerocity. The proposed building is envisaged as a Ground + 6 floors building and will have 3 basements. The commercial building will host multi-tenanted offices, corporate amenities and ancillary retail and F&B. The building is expected to be completed in FY 2025-26. Construction works were initiated in the month of March 2023.

In addition, Airbus awarded the EPC contract to GAL for construction of their headquarters and training center at the Terminal District, Near MLCP, Opposite Terminal -3 in May 2022. The facility will be built on a 1.1 acre land parcel and is expected to be completed in 15 months.

Further, pre-construction activities including design & planning commenced for the various construction projects including Terminal Hotel, GA Annex, which are proposed to be undertaken during FY

2022-23 and FY 2023-24.

The infrastructure development works at the two new districts – Gateway & Downtown Districts of Aerocity Delhi have also gathered momentum as the development works for the Office & Integrated Retail developments being done by Bharti Realty led consortiums are progressing.

In the existing operational Hospitality District, the activation of the GMR Square was fully revived post pandemic with continued focus on the digital marketing including Aerocity Live magazine, Social media handles on Facebook, LinkedIn and Instagram. Additionally new Retail areas with best-in class Indian brands were added to GMR Square to add to the world class experience offered for global and domestic visitors to GMR Aerocity.

Aerocity Delhi operations received ISO certification for environment and energy management in FY 2022-23.

## Aerocity Hyderabad

The year under review has been a successful year for Hyderabad ALD. Notable transactions, both land lease and Build To Suit (BTS), were executed.

As a testament to ALD's capability in recycling of capital deployed on projects, the sale transaction of Amazon warehousing facilities was concluded with CPPIB backed Indospace Core Ventures. The transaction generated value of ₹ 188 crore. The on-ground handover of the facilities is expected to close in Q1 FY 2023-24.

GMR Hyderabad Aerospace & SEZ Ltd (GHASL) leased 7.18 acres land in the non-processing area of the SEZ to M/s Amara Raja Batteries Ltd for setting up a Research and Development Innovation Centre. GHASL also executed Agreement To Lease (ATL) with Schneider Electric Pvt. Ltd (SEPL) for Lease of Build to Suit facility of approx. 3,80,000 sqft in two phases on approx. 18 acres of land; Phase 1 is approx. 2,10,000 sqft and Phase 2 is 1,70,000 sqft. The ATL executed by GHASL with Skyroot Aerospace was amended revising the area of the BTS facility for assembly of small satellite launch vehicles from 24,000 sqft to 56,000 sqft and facility will be handed over in Q2 FY 2023-24. Safran announced the setting up of Engine MRO in the SEZ land on 23.5 acres and signed land lease agreement with GHASL.

In line with its strategy to build businesses at GAL, it has been targeting EPC business for ALD related projects within the group. Accordingly, GAL was awarded the Design & Build Contract from GHASL for the construction of the Schneider facility at an award value of ₹ 49 Crore. GAL was also awarded the EPC contract for the Safran MRO facility at an award value of ₹ 236 crore. The EPC contract in GAL for 1 million sqft of warehousing facility with ESR GMR Logistics Park Pvt. Ltd (GLPPL) with contract value of ₹ 265 crores was completed and handed over in Q4 FY 2022-23.

Safran Aircraft Engines project received Industrial Project of the Year Award at Realty Plus South Conclave 2022. This project also received

Edge Certification from IFC for inclusion of Green Building elements in design and construction.

GMR Hyderabad Aerotropolis Ltd (GHAL) executed lease deed with Amity for the lease of 20 acres land for setting up University at Aerocity Hyderabad. Substantial leasing of Tower-2 was completed with renowned tenants including HDFC Bank, Speed Infra, Skycell, APFT and SGD Pharma. Food Court at Tower 2 also commenced operations.

The destination Retail project i.e. Interchange saw pre-leasing LOIs signed with RBL bank, Best Sellers, Specta Eyewear, Third Culture Care, Kamal Watch Co, Punjab Grill etc.

FY 2022-23 also marked a breakthrough year for the Novotel Hotel with its highest ever top line of ₹ 85 Crores despite being under renovation.

In addition to above mentioned major transactions, we continue to strengthen the AeroCity Hyderabad Brand further with effective Social Media marketing through purely organic efforts. We have already achieved 4000+ B2B followers on LinkedIn.

### **Aerocity Goa**

ALD submitted the City Side Development Plan to Government of Goa for approval. Terminal District comprising of approx. 23 acres has been identified as the first target area for monetization and will comprise of hotel, convention centre and retail areas. The first set of monetization for hotel development on 2 plots is expected to take place during first half of FY 2023-24.

### **Raxa Security Services Limited (RAXA)**

Raxa, a pioneer in providing security services, with ISO 9001:2015, ISO 18788:2015, ISO 29993:2017 and ISO 45001:2018 certifications, is the security arm of GMR Group. Raxa was established in the year 2005 to take care of the security of the assets of national importance that the Group has created. Since 2011, apart from providing security to GMR Group assets, the company has also been providing its service to other reputed external clients. Its portfolio of clients includes renowned companies in Aviation, Manufacturing, Pharmaceutical, IT, Hospitality & Educational sectors as well as Government establishments.

Currently, Raxa employs more than 8,000 security personnel. During the year, Raxa bagged contracts from a large number of premier clients.

Raxa is undoubtedly the only private security company in India that provides high-level security training and has a 5S certified State-of-the-Art training center, called Raxa Academy, spread over a 100-acre campus. The Academy is affiliated to MEPSC (Management & Entrepreneurship and Professional Skills Council) under the NSDC / Ministry of Skill Development and Entrepreneurship and has been accorded the recognition of "Centre of Excellence" in the security sector by MEPSC. It is a center for higher learning in security and

safety and provides both short-term and long-term specialized training for various levels.

Raxa Academy has successfully implemented the Learning Management System for running online courses. During the year, it has started an industry focused Drone Pilot Training course. It also conducted several short duration thematic security courses, including its flagship Corporate Security and Advanced Management Course for senior security professionals as well as Leadership Course.

More than providing man-guarding solutions, Raxa is well known in the industry for its technical security solutions. Raxa's Technical Division provides integrated technical security solutions with the latest proven technologies either independently or in association with its specialist technology partners. The scope of the solutions includes Access Control, CCTV surveillance, Fire Alarm & Public Address system, Perimeter Intrusion Detection System, Anti-sabotage and Anti-terrorism measures, Command & Control Centers, etc.

Raxa has recently established a dedicated cyber division to provide digital security, in addition to physical security. It is the only security company in India that can provide the entire range of security solutions from physical to electronic to cyber security. Together with its highly acclaimed partners, it offers a wide range of cyber solutions.

Leveraging from the expertise of GMR group in aviation and the inherent strength of Raxa in providing security solutions, Raxa has formed a dedicated consultancy division to provide consultancy services, particularly in the aviation sector.

During the year, Raxa has entered into partnership with several specialized technical/ cyber/ Drone security solution providers such as Redinent, Sectona (Cyber) and Skyvenger (Drone business), NASSCOMM, DSCI, Sectona for Cyber solutions to further enhance its security capabilities. It has also established a dedicated fire division to offer end-to-end fire-fighting solutions.

### **Consolidated Financial Statements**

In accordance with the Companies Act, 2013 and Ind AS 110 - Consolidated Financial Statements read with Ind AS 28 - Investments in Associates and Joint Ventures, the audited consolidated financial statements are provided in the Annual Report.

### **Holding, Subsidiaries, Associate Companies and Joint Ventures**

As on March 31, 2023, the Company has 26 subsidiary companies and 14 associate companies including joint ventures. During the year under review, GMR Hospitality Limited became the subsidiary of the Company. Further, during the year, Globemercants Inc. became the associate and SSP- Mactan Cebu Corporation (SMCC) and Mactan Travel Retail Group Co. ceased to be associates of the Company.

However after the closure FY 2022-23, GMR Hyderabad Airport

Assets Limited ceased to be the subsidiary of the Company.

The complete list of subsidiary companies and associate companies (including joint ventures) as on March 31, 2023 in terms of the Companies Act, 2013 is provided as "**Annexure A**" to this Report.

The Policy for determining material subsidiaries may be accessed on the Company's website at the link:

[https://investor.gmrinfra.com/pdf/4\\_Policy\\_on\\_Material\\_subsidiaries.pdf](https://investor.gmrinfra.com/pdf/4_Policy_on_Material_subsidiaries.pdf).

Report on the highlights of performance of subsidiaries, associates and joint ventures and their contribution to the overall performance of the Company has been provided in Form AOC-1 as "**Annexure- B**" to this Report and therefore not reported here to avoid duplication.

The financial statements of the subsidiary companies have also been placed on the website of the Company at

<https://investor.gmrinfra.com/annual-account-of-subsidiaries>

## Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- a) that in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Note no. 2 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a going concern basis;
- e) that proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and are operating effectively;
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## Corporate Governance

The Company continues to follow the Business Excellence framework, based on world class Malcolm Baldrige Framework for Performance Excellence which was adopted by GMR Group in the year 2010. With over a decade now, the deployment of the GBEM framework has taken roots in over 15+ Group Businesses.

Various Continuous Improvement and Break-Through Innovation initiatives under the umbrella of GBEM have yielded tremendous benefits to various Group Companies in terms of Cost Savings and new avenues for revenue generation. The key initiatives like 5S, Kaizens, Idea Factory, CIPs [Continuous Improvement Projects] and regular BE Assessments have been implemented with lot of rigor and enthusiasm. A Governance Structure is in place along with timely Rewards and Recognitions to GMRites contributing to these initiatives, has helped to grow and sustain these initiatives. Your Company works towards continuous improvement in governance practices and processes, in compliance with the statutory requirements.

The Report on Corporate Governance as stipulated under relevant provisions of SEBI LODR forms part of this Annual Report. The requisite Certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is attached to the said Report.

## Business Responsibility and Sustainability Report

As stipulated under Regulation 34(2)(f) of SEBI LODR, read with Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021 issued by the Securities and Exchange Board of India (SEBI) the Business Responsibility and Sustainability Report describing the initiatives taken by the Company from Environmental, Social and Governance perspective is attached as part of the Annual Report.

## Contracts and arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the FY 2022-23 with related parties referred in Section 188(1) of the Companies Act, 2013 were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties referred in Section 188(1) of the Companies Act, 2013 which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Since all the related party transactions were in ordinary course of business and at arm's length basis, Form AOC-2 is not applicable.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at the link: [https://investor.gmrinfra.com/pdf/Revised\\_GIL\\_Policy\\_on\\_Related\\_Party\\_Transaction-wef\\_Feb\\_09,\\_2022-uploaded\\_on\\_website.pdf](https://investor.gmrinfra.com/pdf/Revised_GIL_Policy_on_Related_Party_Transaction-wef_Feb_09,_2022-uploaded_on_website.pdf). Your Directors draw attention of the members to Note no. 31 to the

standalone financial statement which sets out related party disclosures.

### Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Policy (CSR Policy), of the Company indicating the activities to be undertaken by the Company, may be accessed on the Company's website at the link: [https://investor.gmrinfra.com/pdf/Amendment to CSR POLICY-GIL\(9.08.pdf](https://investor.gmrinfra.com/pdf/Amendment%20to%20CSR%20POLICY-GIL(9.08.pdf) .

The details of the CSR Committee are provided in the Corporate Governance Report which forms part of this Annual Report

The Company has identified the following focus areas towards the community service / CSR activities, which inter alia include:

- Education
- Health, Hygiene & Sanitation
- Empowerment & Livelihoods
- Community Development

The Company, as per the approved policy, may undertake other need- based initiatives in compliance with Schedule VII to the Companies Act, 2013. During the year under review, the Company was not required to spend any amount on CSR as it did not have any profits. Accordingly, it has not spent any amount on CSR activities. However, the Company, through its subsidiaries/ associate companies, spent an amount of ₹ 18.47 Crores during the year on CSR activities. The details of such activities carried out with the support of GMR Varalakshmi Foundation (GMRVF), Corporate Social Responsibility arm of the GMR Group, have been highlighted in Management Discussion and Analysis. The Annual Report on CSR activities is annexed as "Annexure C" to this Report.

### Risk Management and Environmental Social and Governance (ESG) journey

The Board of Directors of the Company has a Risk Management Committee which is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has an additional oversight in the area of financial risks and controls. In addition, the updates on Enterprise Risk Management (ERM) activities are shared on a regular basis with Management Assurance Group (MAG), the Internal Audit function of the Group.

The Company has in place the Risk Management Policy duly approved by the Board of Directors designed to identify, assess and mitigate risks appropriately.

Currently, in opinion of the Board, there are no risks that threaten the existence of the Company. However, details of the risk concerns, threats Identification, assessment, profiling, treatment and monitoring including ESG concerns are covered in MDA

section, which forms part of this Report.

### Internal Financial Controls

The Company has put in place policies and procedures including the design, implementation and monitoring of internal controls over its operations to ensure orderly and efficient conduct of its businesses, including adherence to Company's policies and procedures, safeguarding of assets, prevention and detection of fraud, accuracy and completeness of accounting records and timely preparation of reliable financial disclosures under the Companies Act, 2013.

These controls and processes have been embedded and integrated with SAP and / or other allied IT applications which have been implemented. During the year under review, these controls were reviewed and tested by the Management Assurance Group of the Company. The Statutory Auditors of the Company have also tested the Internal Controls over financial reporting.

There were no reportable material weaknesses observed in the design or operating effectiveness of the controls except in few areas, where the risk has been identified as low and there is a need to further strengthen the controls. Corrective and preventive actions, as appropriate are taken by the respective functions.

### Directors and Key Managerial Personnel

During the year under review, Mr. Madhva B. Terdal upon completion of his tenure on August 07, 2022, ceased to be a whole-time Director of the Company and continues to serve as a Non-executive & Non-Independent Director of the Company. There were no other changes in the Directors and Key Managerial Personnel of the Company during the year.

In accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company, Mr. Srinivas Bommidala and Mr. G.B.S Raju, Directors, retire by rotation at the ensuing Annual General Meeting of the Company and being eligible have offered themselves for re-appointment. The Nomination and Remuneration Committee ("NRC") and the Board on the basis of performance evaluation, recommend the re-appointment of Mr. Srinivas Bommidala and Mr. G.B.S Raju as Directors of the Company, liable to retire by rotation.

The Board of Directors at its meeting held on August 14, 2023 had based on the recommendation of the NRC and considering the remarkable contribution of Mr. G.M. Rao in growth of the GMR Group and also considering that it is crucial for the Company to have Mr. G.M. Rao on the Board, had recommended for approval of the shareholders, the continuation of Mr. G.M. Rao as a Director of the Company post attaining the age of 75 years in terms of requirement of Regulation 17(1A) of the SEBI LODR. Mr. G.M. Rao is the founder of the GMR Group. Over the last 4 decades, he has successfully established GMR Group, as one of the most recognized brands in

the country.

In view of his leadership, strategic inputs, management skills, stakeholders' relationships, governance acumen as well as operational guidance towards the growth of the Company, The Board is of opinion that it is crucial for the Company to have him on the Board.

The brief resumes and other details relating to the directors who are proposed to be appointed/ re-appointed, as required to be disclosed as per the provisions of the SEBI Listing Regulations/Secretarial Standard are given in the Annexure to the Notice of the 27<sup>th</sup> AGM.

## Board Evaluation

Annual performance evaluation of the Board, its Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements under SEBI LODR have been carried out. The performance of the Board and its committees was evaluated based on the criteria like composition and structure, effectiveness of processes, information and functioning etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors on the criteria such as contribution of the Individual Directors to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

A senior non-independent Director of the Company also had a one-on-one interaction with the Independent Directors to have further insight on the governance aspects and effectiveness of the Board process.

The Independent Directors at their separate meeting held during the year had also reviewed the performance of the Non-Independent Directors, Chairman and the Board as a whole.

## Policy on Directors' Appointment and Remuneration

The Company has devised a Nomination and Remuneration Policy ("NRC Policy") which inter alia sets out the guiding principles for identifying and ascertaining the integrity, qualification, expertise and experience of the person for the appointment as Director, Key Managerial Personnel (KMP) and Senior Management Personnel. The NRC Policy further sets out guiding principles for the Nomination and Remuneration Committee for determining and recommending to the Board the remuneration of Managerial Personnel, KMP and Senior Management Personnel. There has been no change in the NRC Policy during the year.

The Company's NRC Policy for Directors, Key Managerial Personnel and Senior Management Personnel is available on the Company website at [https://investor.gmrinfra.com/pdf/1\\_Nomination\\_Remuneration\\_Policy.pdf](https://investor.gmrinfra.com/pdf/1_Nomination_Remuneration_Policy.pdf).

In recognition of the importance of having a diverse Board toward success of the organization, the Company has adopted the Board Diversity Policy. The Policy provides for having an appropriate blend of functional and industry experts on the Board, diversity in terms of cultural backgrounds, gender and skillset etc.

## Declaration of Independence

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 ("Act") and Regulation 16 of SEBI LODR and there has been no change in the circumstances affecting their status as Independent Directors of the Company. The Company has also received a declaration from all the Independent Directors that they have registered their names in the Independent Directors Data Bank.

Further, the Independent Directors have confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also complied with the Code of Conduct for Directors and Senior Management Personnel, formulated by the Company.

## Auditors and Auditors' Report

### Statutory Auditors

M/s Walker Chandio & Co. LLP, Registration No. (001076N/N500013), were appointed as Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of the 23<sup>rd</sup> Annual General Meeting (AGM) held on September 16, 2019, till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company.

The Auditors' Report does not contain any qualification, reservation, adverse remark. The notes on financial statement referred in Auditor's Report are self-explanatory and do not call for further comment.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, neither the Statutory Auditors nor Secretarial Auditors have reported any incident of fraud to the Audit Committee or Board during the period under review.

### Cost Auditors

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.

### Secretarial Auditors

The Board had appointed M/s. V. Sreedharan & Associates, Company Secretaries in Practice, to conduct Secretarial Audit for the FY 2022-23. The Secretarial Audit Report of the Company as

prescribed under Section 204 of the Companies Act, 2013 read with Regulation 24A of the Listing Regulations, for the FY ended March 31, 2023 is annexed herewith as “**Annexure D**” to this Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remarks.

Further, the Secretarial Audit reports of material unlisted subsidiaries of the Company incorporated in India, as required under Regulation 24A of the SEBI LODR for the FY ended March 31, 2023 have been annexed as “**Annexure D-1 to D-4**”.

It may be noted that based on the audited financial statements of the Company as on March 31, 2023, the Company has only 4 material subsidiaries i.e. GMR Airports Limited, Delhi International Airport Limited, GMR Hyderabad International Airport Limited and Delhi Duty Free Services Private Limited during the year under review.

#### **Secretarial Standards**

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **Disclosures:**

##### **CSR Committee**

The CSR Committee comprises Dr. Emandi Sankara Rao as Chairman, Mr. B.V.N. Rao and Mr. Sadhu Ram Bansal as members.

##### **Audit Committee**

The Audit Committee comprises of Mr. Subba Rao Amarthaluru as Chairman, Dr. Emandi Sankara Rao, Dr. Mundayat Ramachandran, Mr. Sadhu Ram Bansal, as members.

All the recommendations made by the Audit Committee were accepted by the Board during the year.

Further details on the above committees and other committees of the Board are given in the Corporate Governance Report.

##### **Vigil Mechanism**

The Company has a Whistle Blower Policy, which provides a platform to disclose information regarding any purported malpractice, fraud, impropriety, abuse or wrongdoing within the Company, confidentially and without fear of reprisal or victimization. Your Company has adopted a whistleblowing process as a channel for receiving and redressing complaints from employees, directors and third parties, as per the provisions of the Companies Act, 2013, SEBI LODR and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The details of the Whistle Blower Policy are provided in the Corporate Governance Report and also hosted on the website of the Company

[https://investor.gmrinfra.com/pdf/GMR\\_Policy\\_Whistle\\_Blower.pdf](https://investor.gmrinfra.com/pdf/GMR_Policy_Whistle_Blower.pdf).

#### **Number of Meetings of the Board**

A calendar of Board Meetings is prepared and circulated in advance to the Directors. During the year under review, Seven (7) Board Meetings were held, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between two consecutive board meetings was within the period prescribed under the Companies Act, 2013 and SEBI LODR.

#### **Particulars of Loans, Guarantees and Investments**

A statement regarding Loans/ Guarantees given and Investments made covered under the provisions of Section 186 of the Companies Act, 2013 is made in the notes to the Financial Statements.

#### **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is provided in “**Annexure E**” to this report.

#### **Annual Return**

Pursuant to Section 134 and Section 92(3) of the Companies Act, 2013, as amended, draft of the Annual Return for the FY 2022-23 has been placed on the Company website at <https://investor.gmrinfra.com/annual-reports>.

#### **Particulars of Employees and related disclosures**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including amendments thereto), is attached as “**Annexure F**” to this Report.

The information required under Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including amendments thereof), is provided in the Annexure forming part of this Report. In terms of the first proviso to Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the members excluding the aforesaid Annexure. Any member interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company.

#### **Dividend Distribution Policy**

The Board has adopted Dividend Distribution Policy in terms of Regulation 43A of SEBI LODR. The Dividend Distribution Policy is disclosed on the website of the Company at the link: <https://>

[investor.gmrinfra.com/pdf/GMR\\_Dividend\\_Distribution\\_Policy.pdf](http://investor.gmrinfra.com/pdf/GMR_Dividend_Distribution_Policy.pdf).

## **Developments in Human Resources and Organization Development**

The Company has robust process of human resources development which is described in detail in Management Discussion and Analysis section under the heading "Developments in Human Resources and Organization Development at GMR Group".

## **Changes in Share capital**

During the year under review, there is no change in the Authorized share capital of the Company and it stood at 1455,00,00,000/- divided into 1355,00,00,000 equity shares of ₹ 1/- (Rupee one only) each and 10,00,000 (Ten lakhs) preference shares of ₹ 1,000/- (Rupees One Thousand only) each.

There was no change in the issued and paid-up share capital of the Company.

## **Debentures**

During the year under review, the Company has not issued any debentures.

## **Foreign Currency Convertible Bonds**

Pursuant to the approval of the shareholders of the Company granted at the 26<sup>th</sup> Annual General Meeting held on September 27, 2022, the Board of Directors at its meeting held on March 17, 2023, had approved issuance of 3,30,817 Foreign Currency Convertible Bonds ("FCCBs) of face value Euro 1,000 each aggregating to Euro 330.817 million equivalent to ₹ 2,931.77 crore to Aeroports De Paris S.A. ("ADP"), subject to necessary regulatory approval. Upon receipt of necessary regulatory approval, the Management Committee of the Board had on March 24, 2023 allotted 3,30,817 FCCBs of face value of Euro 1,000 each aggregating to Euro 330.817 million to ADP ("FCCB Holder") with a maturity period of 10 years and 1 day. The FCCBs carry an interest rate of 6.76% p.a. on a simple interest basis. Interest will accrue on a yearly basis and first interest instalment is payable on date of expiry of five years and subsequently every year thereafter.

The FCCB holder can exercise the conversion option at any time on or after the day following the 5th anniversary of the Closing Date i.e. March 24, 2023. The price at which each of the Shares will be issued upon conversion will initially be ₹ 43.67 (calculated by reference to a premium of 10% ) over and above the Regulatory Floor Price of ₹ 39.70 per share) but will be subject to adjustment as per the terms of FCCBs. The principle amount of FCCBs together with any accrued but uncapitalised or unpaid interest upto the date of conversion may be converted into Equity Shares of the company. The principle amount of FCCBs, if converted would have accounted for 67,06,00,981 equity shares of the Company.

Further the outstanding FCCBs aggregating to US\$ 25 million issued to Kuwait Investment Authority (KIA) shall account for 111,24,16,667 equity shares of the Company (as per original entitlement) if converted.

## **Environment Protection and Sustainability**

Since inception, sustainability has remained at the core of our business strategy. Besides economic performance, safe operations, environment conservation and social well-being have always been at the core of our philosophy of sustainable business. The details of initiatives/ activities on environment protection and sustainability are described in Business Responsibility and Sustainability Report forming part of this Annual Report. The Company is also publishing Sustainability Report which is available on the website of the Company at [www.gmrinfra.com](http://www.gmrinfra.com)

## **Change in the Name and Registered office of the Company**

Pursuant to Special Resolution passed on August 27, 2022 by way of Postal Ballot, the name of the Company was changed from GMR Infrastructure Limited to "GMR Airports Infrastructure Limited" w.e.f September 15, 2022.

The Shareholders of the Company at the 26<sup>th</sup> Annual General Meeting held on September 27, 2022 had approved shifting of Registered Office of the Company from the State of Maharashtra to the State of Haryana, subject to the approval of the Central Government (Power delegated to Regional Director). Pursuant to receipt of the approval for shifting of Registered Office from the Regional Director, Western Region, the Board of Directors had approved the situation of the new Registered Office at Gurugram, Haryana with effect from June 22, 2023. Consequent to shifting of Registered Office the CIN of the Company has also changed to "L45203HR1996PLC113564"

## **Change in the nature of business, if any**

There are no changes in the nature of business of the Company.

## **Significant and Material Orders passed by the Regulators**

There are no significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **Deposits**

During the year under review, the Company has not accepted any deposit from the public. There are no unclaimed deposits/ unclaimed/ unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on March 31, 2023.

## **Compliance by Large Corporates:**

Your Company does not fall under the Category of Large

Corporates as defined under SEBI vide its Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018, as such no disclosure is required in this regard.

#### **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to address complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

There were no sexual harassment complaint pending or received during the year ended March 31, 2023.

#### **Proceeding under Insolvency and Bankruptcy Code and One-time settlement**

- a) There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.
- b) During the year under review, the Company has not made any one-time settlement

Other than the matters disclosed in this Report, there are no other events or transactions during the year that require disclosures to be made in terms of the provisions of Companies Act, 2013.

#### **Acknowledgements**

Your Directors thank the lenders, banks, financial institutions, business associates, joint venture partners and other stakeholders, Government of India, State Governments in India, regulatory and statutory authorities, shareholders and the society at large for their valuable support and co-operation. Your Directors also thank the employees of the Company and its subsidiaries for their continued contribution, commitment and dedication.

For and on behalf of the Board  
**GMR Airports Infrastructure Limited**  
(Formerly known as GMR Infrastructure Limited)

**G. M. Rao**  
Chairman  
(DIN: 00574243)

Place: New Delhi  
Date: August 14, 2023



**ANNEXURE 'A' TO THE BOARD'S REPORT  
List of Holding, Subsidiary and Associate  
companies as on the March 31, 2023**

<b>Sl. No.</b>	<b>Name*</b>	<b>Holding/Subsidiary/ <sup>†</sup>Associate</b>
1.	GMR Enterprises Private Limited	Holding Company
2.	GMR Hyderabad International Airport Limited (GHIAL)	Subsidiary
3.	GMR Hyderabad Aerotropolis Limited (GHAL)	Subsidiary
4.	GMR Hyderabad Aviation SEZ Limited (GHASL)	Subsidiary
5.	GMR Air Cargo and Aerospace Engineering Limited (GACAEL)	Subsidiary
6.	GMR Aero Technic Limited (GATL)	Subsidiary
7.	GMR Airport Developers Limited (GADL)	Subsidiary
8.	GMR Hospitality and Retail Limited (GHRL)	Subsidiary
9.	GMR Hyderabad Airport Assets Limited** (GHAAL)	Subsidiary
10.	GMR Visakhapatnam International Airport Limited (GVIAL)	Subsidiary
11.	Delhi International Airport Limited (DIAL)	Subsidiary
12.	Delhi Airport Parking Services Private Limited (DAPSL)	Subsidiary
13.	GMR Airports Limited (GAL)	Subsidiary
14.	GMR Corporate Affairs Limited (GCAL)	Subsidiary
15.	GMR Business Process and Services Private Limited (GBPSPL)	Subsidiary
16.	GMR Goa International Airport Limited (GGIAL)	Subsidiary
17.	GMR Infra Developers Limited (GIDL)	Subsidiary
18.	Raxa Security Services Limited (RSSL)	Subsidiary
19.	GMR Hospitality Limited (GHL)	Subsidiary
20.	GMR Airports International B.V. (GAIBV)	Subsidiary
21.	GMR Airports (Mauritius) Limited (GAML) *	Subsidiary
22.	GMR Airports Netherlands B.V (GAN BV)	Subsidiary
23.	GMR Airports (Singapore) Pte. Ltd. (GASPL)	Subsidiary
24.	GMR Nagpur International Airport Limited (GNIAL)	Subsidiary
25.	GMR Kannur Duty Free Services Limited (GKDFSL)	Subsidiary
26.	GMR Airport Greece Single Member SA (GAGSM SA)	Subsidiary
27.	Delhi Duty Free Services Private Limited (DDFS)®	Subsidiary
28.	Laqshya Hyderabad Airport Media Private Limited (Laqshya)	Associate
29.	Delhi Aviation Services Private Limited (DASPL)	Associate
30.	Delhi Aviation Fuel Facility Private Limited (DAFFPL)	Associate
31.	GMR Megawide Cebu Airport Corporation (GMCAC)	Associate
32.	ESR GMR Logistics Park Private Limited (EGLPPL) (Formerly known as GMR Logistics Park Private Limited)	Associate
33.	Heraklion Crete International Airport SA (Crete)	Associate



Sl. No.	Name <sup>¥</sup>	Subsidiary/ <sup>£</sup> Associate
34.	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	Associate
35.	Travel Food Services (Delhi Terminal 3) Private Limited (TFS)	Associate
36.	TIM Delhi Airport Advertising Private Limited (TIM)	Associate
37.	PT Angkasa Pura Aviasi (PT APA) ***	Associate
38.	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	Associate
39.	GlobemERCHANTS Inc. (GMI)	Associate
40.	Megawide GMR Construction JV Inc. (MGCJV)	Associate
41.	DIGI Yatra Foundation (DIGI)	Associate

£ Associate includes Joint Ventures.

¥ does not include Company limited by guarantee.

\*\*\*PT Angkasa Pura Aviasi is 49%:51% Joint Venture of GMR Airports Netherlands B.V. and PT Angkasa Pura II. It is incorporated in Indonesia for development and management of Medan Kualanamu International Airport in Indonesia.

\*\* GMR Hyderabad Airport Assets Limited has been divested by GMR Hyderabad International Airport Limited, Subsidiary of the Company w.e.f. June 06, 2023.

\* In the process of winding up.

@ Assessed as Joint venture for the purpose of Indian Accounting Standards.

ANNEXURE 'B' TO THE BOARD'S REPORT

Form No. AOC - 1

(Pursuant to First proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies(Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part 'A': Subsidiaries

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity/ Reserves	Total Assets	Total Liabilities	Investments*	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after taxation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective shareholding	Turnover net of eliminations from operations	% performance company to total revenue
1	GMR Corporate Affairs Limited (Formerly known as GMR Corporate Affairs Private Limited)	April 01, 2022 - March 31, 2023	22.12.2006	INR	5.00	(17.11)	188.80	201.91	-	-	(2.98)	-	(2.98)	-	-	-	(2.98)	-	100.00%	-	0.00%
2	GMR Hospitality and Retail Limited	April 01, 2022 - March 31, 2023	08.09.2008	INR	238.33	(107.70)	323.41	192.78	34.12	304.98	50.72	-	50.72	(0.05)	-	(0.05)	50.67	-	32.13%	295.71	4.45%
3	GMR Business Process and Services Private Limited	April 01, 2022 - March 31, 2023	19.08.2011	INR	0.01	(18.22)	7.31	25.51	-	-	(1.68)	-	(1.68)	-	-	-	(1.68)	-	100.00%	-	0.00%
4	GMR Airport Developers Limited	April 01, 2022 - March 31, 2023	22.01.2011	INR	10.20	109.61	516.93	397.13	10.04	299.77	41.95	(10.61)	31.34	(0.61)	0.21	(0.61)	30.73	-	51.00%	112.03	1.68%
5	Rava Security Services Limited	April 01, 2022 - March 31, 2023	20.10.2015	INR	38.44	31.98	418.61	350.19	2.81	282.46	3.63	0.09	3.71	(0.56)	-	(0.56)	3.15	-	100.00%	189.10	2.85%
6	GMR Hyderabad International Airport Limited	April 01, 2022 - March 31, 2023	29.10.2003	INR	378.00	1,425.07	11,403.41	9,600.34	937.49	1,246.24	58.12	(25.13)	32.99	(240.94)	99.42	(141.52)	(108.53)	-	32.13%	1,135.97	17.10%
7	GMR Hyderabad Aerotropolis Limited	April 01, 2022 - March 31, 2023	18.07.2007	INR	111.88	(37.12)	235.00	160.23	51.93	15.60	(10.32)	-	(10.32)	(0.05)	-	(0.05)	(10.37)	-	32.13%	12.86	0.19%
8	GMR Hyderabad Aviation SEZ Limited	April 01, 2022 - March 31, 2023	04.12.2007	INR	51.60	13.66	312.30	247.04	59.88	57.41	14.75	(0.57)	14.18	(0.04)	-	(0.04)	14.15	-	32.13%	52.92	0.80%
9	Delhi International Airport Limited	April 01, 2022 - March 31, 2023	19.04.2006	INR	2,450.00	(674.46)	20,673.39	18,897.87	914.43	3,989.97	(277.31)	(7.55)	(284.86)	(911.73)	-	(311.73)	(596.59)	-	32.64%	3,903.59	58.78%
10	GMR Hospitality Limited	July 25, 2022 - March 31, 2023	25.07.2022	INR	8.10	(0.86)	11.78	4.54	-	4.51	(1.15)	0.29	(0.86)	-	-	-	(0.86)	-	35.70%	4.51	0.07%
11	Delhi Airport Parking Services Private Limited	April 01, 2022 - March 31, 2023	03.03.2010	INR	81.44	8.00	386.00	246.56	53.03	181.56	33.86	(9.97)	23.88	0.01	(0.00)	0.01	23.89	-	36.74%	181.56	2.75%
12	GMR Aero Technic Limited	April 01, 2022 - March 31, 2023	12.12.2014	INR	0.10	(0.03)	0.42	0.35	-	-	(0.03)	(0.00)	(0.03)	-	-	-	(0.03)	-	32.13%	-	0.00%
13	GMR Air Cargo and Aerospace Engineering Company Limited	April 01, 2022 - March 31, 2023	12.12.2014	INR	455.85	(431.76)	552.51	528.42	55.17	382.40	10.22	-	10.22	(0.35)	-	(0.35)	9.87	-	32.13%	382.33	5.76%
14	GMR Airports Limited	April 01, 2022 - March 31, 2023	31.03.2009	INR	1,406.67	33,493.98	48,510.57	13,809.92	445.45	445.25	(180.83)	1.85	(178.98)	(4,951.09)	(4,951.09)	17,214.09	17,035.11	-	51.00%	278.31	4.19%
15	GMR Airport Singapore Pte Limited (a)	January 01, 2022 - December 31, 2022	24.07.2019	USD	3.56	20.46	33.66	9.64	-	16.54	(22.98)	-	(22.98)	(2.78)	-	(2.78)	(25.76)	-	51.00%	16.54	0.25%
16	GMR Airports (Mauritius) Limited (a) **	January 01, 2022 - December 31, 2022	21.01.2013	USD	-	-	-	-	-	-	-	-	-	-	-	-	-	-	51.00%	-	0.00%
17	GMR Infra Developers Limited	April 01, 2022 - March 31, 2023	28.02.2017	INR	0.05	8,349.28	11,728.35	3,379.02	42.05	4.14	(242.48)	(0.13)	(242.62)	6,320.52	(1,448.14)	4,874.39	4,631.77	-	100.00%	4.14	0.05%
18	GMR Nagpur International Airport Limited #	April 01, 2022 - March 31, 2023	22.08.2019	INR	0.26	(0.16)	0.11	0.00	-	-	(0.03)	-	(0.03)	-	-	-	(0.03)	-	51.00%	-	0.00%
19	GMR Kamur Duty Free Services Limited	April 01, 2022 - March 31, 2023	25.11.2019	INR	4.45	2.44	10.88	3.99	-	17.53	2.87	(0.76)	2.10	(0.00)	-	(0.00)	2.10	-	51.00%	17.53	0.25%
20	GMR International Airport BV (a)	January 01, 2022 - December 31, 2022	28.05.2016	USD	713.73	(1,364.46)	2,742.75	3,393.50	-	(745.73)	-	(745.73)	(745.73)	(85.98)	-	(85.98)	(841.71)	-	51.00%	-	0.00%
21	GMR Goa International Airport Limited	April 01, 2022 - March 31, 2023	14.10.2016	INR	657.00	(143.74)	3,117.90	2,604.64	3.74	26.80	(148.23)	0.02	(148.21)	(0.13)	-	(0.13)	(148.35)	-	50.99%	23.15	0.35%
22	GMR Vishakhapatnam International Airport Limited #	April 01, 2022 - March 31, 2023	19.05.2020	INR	60.59	(0.47)	63.72	3.61	5.83	-	(0.02)	-	(0.02)	-	-	-	(0.02)	-	51.00%	-	0.00%

**Part "A": Subsidiaries (Contd...)**

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity/Reserves	Total Assets	Total Liabilities	Investments*	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after taxation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective % of shareholding	Turnover net of eliminations (Revenue from operations)	% performance of the company to total revenue
23	GMR Hyderabad Airport Assets Limited	April 01, 2022 - March 31, 2023	25.11.2020	INR	40.72	21.25	127.52	65.55	7.09	19.60	9.23	(0.79)	8.44	-	-	-	8.44	-	32.13%	19.60	0.30%
24	GMR Airports Greece Single Member S.A. (b)	January 01, 2022 - December 31, 2022	13.01.2020	Euro	254.72	(28.92)	676.29	450.49	-	11.26	(22.97)	-	(22.97)	1.71	-	1.71	(21.26)	-	51.00%	11.26	0.17%
25	GMR Airport Neitheiland BV (a) #	January 01, 2022 - December 31, 2022	17.12.2021	USD	124.09	(2.63)	121.56	0.10	-	-	(2.51)	-	(2.51)	(0.12)	-	(0.12)	(2.63)	-	51.00%	-	0.00%
					7,092.78	40,646.07	1,02,114.18	54,373.33	2,623.07	7,266.01	(1,433.90)	(56.87)	(1,487.17)	27,633.87	(6,297.60)	21,336.26	20,049.09	-	-	6,641.01	-

**Notes:**

- The annual accounts of the Subsidiary Companies and the related detailed information will be made available to the members of the Company and the subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any member in the registered office and that of the subsidiary companies concerned.
- \* Investments except investment in Group entities (Subsidiaries / Joint ventures / Associates).
- \*\* Indicates companies under liquidation.
- Details of reporting currency and the rate used in the preparation of consolidated financial statements.

Currency	For Conversion		
	Reporting Currency Reference	Average Rate (in ₹)	Closing Rate (in ₹)
USD	a	78.82	82.73
Euro	b	82.78	88.14

- # Indicates the name of subsidiaries which are yet to commence operations.

**Part "B": Associate and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S No	Name of Associates/Joint Ventures	Latest audited Balance sheet date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Network attributable to Shareholding as per latest audited Balance Sheet	Profit / (Loss) for the year (₹ in crore)		OCI for the year (₹ in crore)	
				Number in crore	Amount of Investment in Joint Venture (₹ in crore)				Extend of Holding %	Considered in Consolidation	Not considered in Consolidation	Considered in Consolidation
<b>Associates</b>												
1	Celebi Delhi Cargo Terminal Management India Private Limited	March 31, 2023	24.08.2009	2.91	29.12	8.49%	NA	55.01	21.97	-	0.03	-
2	Travel Food Services (Delhi T3) Private Limited	March 31, 2023	23.06.2010	0.56	5.60	13.06%	NA	10.88	8.56	-	0.01	-
3	TIM Delhi Airport Advertisement Private Limited	March 31, 2023	09.07.2010	0.92	9.22	16.29%	NA	51.11	11.20	-	0.05	-
4	DIGI Yatra Foundation	March 31, 2023	20.02.2019	0.00	0.00	9.59%	NA	0.00	-	-	-	-
<b>Joint Ventures</b>												
1	GMR Bajoli Holi Hydro Power Private Limited	March 31, 2023	04.11.2016	10.83	108.33	6.57%	NA	15.53	(42.28)	-	(0.00)	-
2	Delhi Aviation Services Private Limited	March 31, 2023	30.07.2010	1.25	12.50	16.32%	NA	14.48	(3.75)	-	-	-
3	Delhi Aviation Fuel Facility Private Limited	March 31, 2023	08.01.2010	4.26	42.64	8.49%	NA	67.43	6.00	-	(0.00)	-
4	Delhi Duty Free Services Private Limited	March 31, 2023	07.06.2013	5.35	135.16	24.97%	NA	387.59	178.54	-	(0.23)	-
5	ESR GMR Logistics Park Private Limited	March 31, 2023	16.04.2020	1.77	17.72	9.64%	NA	13.69	(3.18)	-	-	-
6	Laqshya Hyderabad Airport Media Private Limited	March 31, 2023	14.05.2011	0.98	9.80	15.74%	NA	26.62	7.55	-	(0.00)	-
7	GMR Megawide Cebu Airport Corporation	December 31, 2022	13.01.2014	264.34	1,149.27	17.00%	NA	443.64	(91.58)	-	0.24	-
8	Globemercants Inc.		16.12.2022									
9	Mactan Travel Retail Group Co.		21.03.2018									
10	SSP-Mactan Cebu Corporation		13.03.2018									
11	Heraklconcrete International Airport SA	December 31, 2022	12.02.2019	3.80	618.71	11.04%	NA	332.34	0.67	-	0.01	-
12	Megawide GMR Construction JV, Inc.	December 31, 2022	31.01.2018	9.00	46.41	25.50%	NA	17.32	1.93	-	-	-
13	PT Angkasa Pura Aviast	December 31, 2022	23.12.2021	0.02	100.32	24.99%	NA	80.01	(9.75)	-	-	-

**For and on behalf of the Board of Directors**

**G. M. Rao**  
Chairman  
DIN: 00574243  
Place: Dubai

**Grandhi Kiran Kumar**  
Managing Director and Chief Executive Officer  
DIN: 00061669  
Place: Dubai

**Saurabh Chawla**  
Chief Financial Officer  
Place: Washington, D.C.

**Venkat Ramana Tangirala**  
Company Secretary  
Membership Number: A13979  
Place: New Delhi

Date: May 27, 2023

## ANNEXURE 'C' TO THE BOARD'S REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

### 1. A brief outline of the Company's CSR Policy

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

The Company is driven by Group's vision to make a difference, specifically to society by contributing to the economic development of the country and improving the quality of life of the local communities. Towards this vision, the Company intends to support corporate social responsibility initiatives across the country through GMR Varalakshmi Foundation or any other eligible implementing agency (implementing partner). The initiatives will be in the areas of education, health, hygiene, sanitation, empowerment, livelihood and community development.

In continuance to the community development initiatives being undertaken by the Company and in pursuance of the requirements of the Companies Act, 2013, the Company as part of its CSR initiatives proposes to engage and work on the following areas (with a special focus to geographical locations in India where GMR Airports Infrastructure Limited has presence), hereinafter referred to as the CSR Policy:

- i) Education;
- ii) Health, Hygiene and Sanitation;
- iii) Empowerment & Livelihoods;
- iv) Community Development;
- v) Environmental sustainability;
- vi) Heritage and Measures for the Culture;

- vii) Benefit of armed forces veterans, war widows and their dependents Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans and their dependents including widows;
- viii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- ix) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief, and funds for the welfare of the Scheduled Castes, Scheduled Tribes, other backward classes, minorities and women;
- x) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- xi) Other rural development projects;
- xii) Slum area development;
- xiii) Such other activities included in Schedule VII of the Companies Act, 2013 as may be identified by CSR Committee from time to time which are not expressly prohibited.

It may be noted that the above activities are indicative and are activities that the Company may at any point of time engages but all such activities may not be taken up by the Company during the year. While the activities undertaken in pursuance of the CSR Policy must be relatable to Schedule VII of the Companies Act 2013, the entries in the said Schedule VII must be interpreted liberally so as to capture the essence of the subjects enumerated in the said Schedule. The items enlisted in the amended Schedule VII of the Act, are broad-based and are intended to cover a wide range of activities.

### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. Emandi Sankara Rao	Chairman	1 (One)	1
2.	Mr. S.R. Bansal	Member		1
3.	Mr. B. V. N. Rao	Member		1

3. The Web-link(s) where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:
- Composition of CSR Committee: <https://investor.gmrinfra.com/committee>
- CSR Policy: [https://investor.gmrinfra.com/pdf/Amendment to CSR POLICY-GIL\(9.08\).pdf](https://investor.gmrinfra.com/pdf/Amendment%20to%20CSR%20POLICY-GIL(9.08).pdf)
- CSR Projects: **Not Applicable**
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable—**Not Applicable**
5. (a) **Average net profit/ loss of the Company as per Section 135(5)** Average net loss: ₹ 375.82 Crore.
- (b) Two percent of average net profit of the company as per Section 135(5)- **Not Applicable**
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **NIL**
- (d) Amount required to be set off for the financial year, if any- **NIL**
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]-**NIL**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - **Not Applicable**
- (b) Amount spent in Administrative Overheads- **Not Applicable**
- (c) Amount spent on Impact Assessment, if applicable- **Not Applicable**
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]- **NIL**
- (e) CSR amount spent or unspent for the Financial Year- **NIL**
- (f) Excess amount for set off, if any- **Not Applicable**
7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: **Not Applicable**
8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5)- **Not Applicable**
- Due to non-availability of profits, the Company was not required to spend any amount on CSR activities during the FY 2022-23.

**Emandi Sankara Rao**  
Chairman, CSR Committee  
(DIN: 05184747)

**Grandhi Kiran Kumar**  
Managing Director & CEO  
(DIN: 00061669)

## ANNEXURE 'D' TO THE BOARD'S REPORT

Form No. MR-3

### SECRETARIAL AUDIT REPORT

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

To,  
The Members,  
**GMR Airports Infrastructure Limited**  
**(Formerly GMR Infrastructure Limited)**  
Unit No. 12, 18<sup>th</sup> Floor, Tower A,  
Building No. 5, DLF Cyber City,  
DLF Phase- III, Gurugram- 122002,  
Haryana, India.  
CIN: L45203MH1996PLC281138

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GMR Airports Infrastructure Limited** (formerly *GMR Infrastructure Limited*) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives and during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2023 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015;

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the audit period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period)**; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**.

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

- (i) Secretarial Standards (SS-1) on meetings of the Board of Directors and Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

We have not examined compliance by the Company with applicable financial laws, such as direct and indirect tax laws, since the same have been subject to review by other designated professionals.

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



We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except for the meetings held at short notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the Board/ Board Committees' meetings duly recorded and signed by the respective Chairman, the decisions of the Board/ Board Committees were unanimous and no dissenting views have been recorded.

We further report that based on the statutory compliance certificates furnished by the Managing Director & CEO and Company Secretary & Compliance Officer and taken on record at various board meetings of the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with other applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period, the Company has undertaken the following actions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines, etc.

- (i) Change in the name of the Company from 'GMR Infrastructure Limited' to 'GMR Airports Infrastructure Limited' w.e.f. September 15, 2022.
- (ii) The Company has obtained approval for shifting of its Registered Office, from the State of Maharashtra to the State of Haryana, from the shareholders of the Company by special resolution at their annual general meeting held on September 27, 2022 and subsequently from Central Government (Power delegated to Regional Director). The Company's registered office is situated in the State of Haryana w.e.f June 22, 2023.
- (iii) The Company has obtained approval from the shareholders of the Company by special resolution at the annual general meeting held on September 27, 2022 for raising funds through issuance of equity shares/ other eligible securities through Qualified Institutional Placement /Foreign Currency Convertible Bonds for an amount not exceeding ₹ 6,000 crores.  
  
Pursuant to the above, the Board in its meeting held on March 17, 2023 has issued Foreign Currency Convertible Bond (FCCBs) for an amount of ₹ 2,900 crores (about EUR 330.817 million) to Aéroports de Paris S.A. ("ADP").
- (iv) The Board has approved a Composite Scheme of Amalgamation and Arrangement involving amalgamation of GMR Airports Infrastructure Limited into and with GMR Infra Developers Limited ("GIDL") and amalgamation of merged GIDL into and with the Company, subject to necessary approvals.

For **V SREEDHARAN & ASSOCIATES**

**(V Sreedharan)**

Partner

FCS: 2347; C.P. No.: 833

Place: Bengaluru

Date: July 19, 2023

UDIN Number: F002347E000641251

Peer Review Certificate No: 589/2019

This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

To,  
The Members

**GMR Airports Infrastructure Limited**  
**(formerly GMR Infrastructure Limited)**  
**Unit No. 12, 18<sup>th</sup> Floor, Tower A,**  
**Building No. 5, DLF Cyber City, DLF Phase- III,**  
**Gurugram- 122002, Haryana, India.**

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of the management of the Company. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have partly conducted online verification and examination of records, as facilitated by the Company for the purpose of issuing this report.

For **V SREEDHARAN & ASSOCIATES**

**(V Sreedharan)**

Partner

FCS: 2347; C.P. No.: 833

Place: Bengaluru

Date: July 19,2023

UDIN Number: F002347E000641251

Peer Review Certificate No: 589/2019

**ANNEXURE 'D-1' TO THE BOARD'S REPORT**

Secretarial Audit Report of Delhi International Airport Limited

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies*

*(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
**The Members,**  
**Delhi International Airport Limited**  
New Udaan Bhawan, Opposite Terminal-3,  
Indira Gandhi International Airport,  
New Delhi-110 037

I was appointed by Delhi International Airport Limited (hereinafter referred to as "**the Company**") to conduct Secretarial Audit as per the provisions of Section 204 of Companies Act, 2013, for the financial year ended March 31, 2023.

I have conducted the Secretarial Audit in respect of compliances as per applicable statutory provisions and adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided me/us with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

**Management's Responsibility for Secretarial Compliances**

The Company's management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

**Auditors Responsibility**

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances, based on our audit.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

The secretarial audit report is neither an assurance to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Opinion**

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as may be applicable;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as may be applicable;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – **Not applicable to the Company during the year under review,**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ,
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable to the Company during the year under review;**
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not applicable to the Company during the year under review;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
  - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
  - (g) The Securities and Exchange Board of India (Registrars to

an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not applicable to the Company during the year under review;**

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable to the Company during the year under review;** and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable to the Company during the year under review;**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2023, complied with the aforesaid laws, material compliances are listed in the Annexure attached to this report.

We also confirmed that the Company is in compliance with the requirements of maintaining Structured Digital Database (SDD) as per the Regulations 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.

AERA has issued tariff order no 57/2020-21 for third control period ("CP3") starting from April 1, 2019 to March 31, 2024 on December 30, 2020 allowing the Company to continue with BAC+10% tariff for the balance period of third control period. AERA has also allowed compensatory tariff in lieu of Fuel Throughput Charges w.e.f. February 01, 2021 for the balance period of third control period. The Company had also filed an appeal against some of AERA's decision in third control period order on January 29, 2021 with TDSAT.

The Company's appeal against the second control period ("CP2") is pending before the TDSAT and the same is still to be heard which shall be heard in due course. Also, the Company in respect of the Company order against first Control period appeal dated April 23, 2018 has filed a limited appeal in the Hon'ble Supreme Court of India on July 21, 2018 and same is still to be heard.

TDSAT at the request of AERA and concurred by the Company has agreed and tagged CP2 appeal with CP3 appeal. The matter is being sub judice at TDSAT.

Based on information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
2. Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in compliance of the Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. The Company has proper Board processes.

I further report that during the Audit period there were following Specific events/actions having a major bearing on Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. which are :

1. Pursuant to the issue of listed Non-Convertible Debentures (NCDs), the Company had got listed on June 23, 2022.

Based on the compliance mechanism established by the Company in the form of Legatrix Software and Compliance Certificate(s) issued by the Function Head(s) of all the Departments to the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company and on the basis of said certificate(s) the Compliance Certificate(s) signed by Chief Executive Officer (CEO) and Chief Financial Officer (CFO) taken on records by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Maneesh Gupta**

FCS No. 4982

C P No. 2945

UDIN: F004982E000323795

PR No.- 2314/2022

Place : New Delhi  
Date : 17/05/2023

## ANNEXURE TO SECRETARIAL AUDIT REPORT

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished, and representations made to us by the Company, its officers and agents, we report that the Company has during the financial year under review, complied with the provisions of the Acts, Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:

1. Maintenance of various statutory registers and documents and making necessary entries therein;
2. Contracts, Common Seal and Registered Office and publication of name of the Company;
3. Forms, returns, documents and resolutions wherever required to be filed with the Registrar of Companies, Regional Director, Central Government, National Company Law Tribunal (NCLT) or such other authorities;
4. Service of documents by the Company on its Members, Directors, Auditors and Registrar of Companies;
5. Re-constitution of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee;
6. Constitution of Risk Management and Environment, Social and Governance (ESG) Committee.
7. Appointment, re-appointment and Retirement of Directors and payment of remuneration to them;
8. Disclosure of interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interest in other entities by Directors;
9. Disclosure requirements in respect to their eligibility for appointment, declaration of their independence,
10. All transactions with related parties were in the ordinary course of business and arms length and were placed before the Audit Committee periodically;
11. Establishing a vigil mechanism and providing to complainants, if any, unhindered access to the Chairman of the Audit Committee.
12. Constituting the Corporate Social Responsibility Committee formulating and adopting Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company;
13. Appointment of persons as Key Managerial Personnel;
14. Appointment and remuneration of Statutory Auditor and Cost Auditor;
15. Appointment of Internal Auditor;
16. Notice of meetings of the Board and Committee thereof;
17. Minutes of meetings of the Board and Committees thereof including passing of resolutions by circulations;
18. Notice convening Annual General Meeting held on September 05, 2022 and Extraordinary General Meeting held on February 06, 2023, and holding of the meetings on that dates;
19. Minutes of General meeting;
20. Approval of members, Board of Directors, Committee of Directors and government authorities, wherever required;
21. Form of balance sheet as at March 31, 2022 as prescribed under Schedule III Part I of the Companies Act, 2013;
22. Report of the Board of Directors for the financial year ended March 31, 2022;
23. Borrowings and registration of charges;
24. Investment of the Company's funds including inter corporate loans and investments.

Place : New Delhi  
Date : 17/05/2023

**Maneesh Gupta**  
FCS No. 4982  
C P No. 2945  
UDIN: F004982E000323795  
PR No.- 2314/2022

## ANNEXURE 'D-2' TO THE BOARD'S REPORT

Secretarial Audit Report of GMR Airports Limited

Form No. MR-3

### SECRETARIAL AUDIT REPORT

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2023**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies*

*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,

**GMR AIRPORTS LIMITED**

BCCL, Times Internet Building, Second Floor,  
Plot No. 391, Udyog Vihar Phase - III,  
Gurugram, Haryana-122016

We have conducted the secretarial audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **GMR AIRPORTS LIMITED** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **GMR AIRPORTS LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. Other material compliances are listed in Annexure A attached to this report.

We have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **GMR AIRPORTS LIMITED** for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021; **Not Applicable**
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **Not Applicable**
- g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not Applicable**; and
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are:
  - (a) The Income Tax Act, 1961;
  - (b) Goods and Service Tax (GST) Laws;
  - (c) The Reserve Bank of India Act, 1934 (Chapter IIIB) read with the extant Master Circular and prudential norms issued by the Reserve Bank of India ('RBI') and as applicable to a systemically important non-deposit accepting core investment company registered with RBI under section 45-IA of the RBI Act as a non-banking financial company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015: **The Company listed with BSE Limited on**

## July 8, 2019 on issuance of denominated, rated and listed Non-Convertible Bonds.

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

### Based on the information received and records maintained by the Company, We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act., changes are as follows:
  - (a) Regularization of Appointment of Mr. Alexandre Ziegler Guillaume Roger as a Non-Executive Independent Director of the Company w.e.f. September 28, 2022.
  - (b) Appointment of Ms. Bijal Tushar Ajinkya as a Non-Executive Independent Director of the Company w.e.f. September 28, 2022.
  - (c) Retirement of Ms. Siva Kameswari Vissa from the position of a Non-Executive Independent Director of the Company w.e.f. September 28, 2022 due to completion of second term of her appointment as an Independent Director.
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (in the case of meeting held on shorter notice, one independent Director was present in the meeting in terms of the compliance of the Act) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. We further report that the Company has been sending agenda notes to Directors as per the provisions contained in its Articles of Association, which is in compliances with the provisions of the Act. Majority decision is carried through while the dissenting member's views, if any, are captured and recorded as part of the minutes.
3. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of

the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### 4. We further report that during the audit period:

- (a) The Board of Directors in its meeting held on August 30, 2022 approved for the withdrawal of the scheme of amalgamation under Section 233 read with other applicable provisions of the Companies Act, 2013 and rules thereunder between GMR Airport Developers Limited and GMR Airports Limited and their respective shareholders:
- (b) The Board of Directors in its meeting held on March 17, 2023 granted its in-principle approval for the Merger of (i) GMR Airports Limited (GAL) into and with GMR Infra Developers Limited (GIDL) and (ii) thereafter Merger of GMR Infra Developers Limited (GIDL) into and with the GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) (GIL) as a going concern basis.
- (c) The Board of Directors in its meeting held on March 19, 2023 approved the Composite scheme of amalgamation under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder, involving amalgamation of GMR Airports Limited (GAL) into and with GMR Infra Developers Limited (GIDL) in 1<sup>st</sup> Part and GMR Infra Developers Limited (GIDL) into and with GMR Airports Infrastructure Limited (GIL) in 2<sup>nd</sup> Part.
- (d) The Company has obtained consent of the Members by way of Special resolution in their Extra Ordinary General meeting held on **June 09, 2022** on following resolutions:
  - Approval for Increase the borrowing Limits of the Company upto ₹ 5,500 Crores.
  - Approval for creation of charge over the assets of the Company for Securing the Borrowings.
- (e) During the financial Year 2022-23, the Company had not made any Corporate Social Responsibility (CSR) contribution, as based on the calculation of average net profits of the Company during the three immediately preceding financial years viz. 2021-22, 2020-21 and 2019-20, the Company was not mandatory required to spent on CSR.

For **ARUN KUMAR GUPTA & ASSOCIATES**  
COMPANY SECRETARIES

**(ARUN KUMAR GUPTA)**

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551E000388771

Place: Delhi

Date: 26/05/2023

**Annexure to the Secretarial Audit Report**

In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, We report that the Company has, during the financial year under review, complied with the provisions of the Act, the Rules made there under and the Memorandum and Articles of Association of the Company with regard to:

1. Maintenance of various statutory registers and documents and making necessary entries therein;
2. Contracts, Common Seal, Registered Office and Publication of name of the Company;
3. Forms, Returns, Documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, and such other authorities;
4. Service of documents by the Company on its Members, Directors, Auditors and Registrar of Companies;
5. Constitution of the Board, Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee;
6. Appointment, Re-appointment, Retirement of Directors and payment of remuneration is in compliance of the Act.
7. Shareholders have given their consent for increase in borrowing limits of the Company and creation of charge over the assets of the Company for securing the borrowings of the Company by way of special resolution and various other matters by way of ordinary resolution.
8. Disclosures requirements in respect of their eligibility for appointment, declaration of their independence, compliance with the code of conduct for Directors of GMR Airports Limited;
9. Related party transactions which were in the ordinary course of business and at arm's length basis and were placed before the Audit Committee for their review/approval as and when required;
10. Appointment and remuneration of Statutory Auditors;
11. Notice of the meetings of the Board and Committees thereof;
12. Minutes of the meeting of the Board and Committees thereof;
13. Notice convening 30<sup>th</sup> Annual General Meeting held on September 28, 2022 and the Extra Ordinary General Meetings held during the year and holding of the meeting on those date(s);
14. Minutes of General Meeting(s);
15. Approval of the Members, Board of Directors, Committees of the Board of Directors and Government Authorities, wherever required;
16. Form of the Balance Sheet as at March 31, 2022 as prescribed under Part I of Division II of schedule III of the Companies Act, 2013 and requirements as to Profit & Loss Account for the year ended -on that date are as per Part II of Division II of the said schedule and the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 is in conformity with the format prescribed under schedule III of the Act;
17. Report of the Board of Directors for the financial year ended March 31, 2022;
18. Annual Return as per the provisions of Section 92 of the Companies Act, 2013;
19. Borrowings and registration of charges;
20. Investment of Company's funds and inter-corporate loans and investments.



**ANNEXURE 'D-3' TO THE BOARD'S REPORT**

Secretarial Audit Report of Delhi Duty Free Services Private Limited

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.-9 of the Companies*

*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,**

**The Members**

**DELHI DUTY FREE SERVICES PRIVATE LIMITED**

CIN: U52599DL2009PTC191963

Building No. 301, Ground Floor,

Opposite Terminal-3, Indira Gandhi International Airport,

New Delhi- 110037.

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **DELHI DUTY FREE SERVICES PRIVATE LIMITED** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2023-("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure A** attached to this report:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 (the "**Act**") and the Rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder; (**Not applicable to the Company during the Audit Period**)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment ("FDI"), Overseas Direct Investments ("ODI") and External Commercial Borrowings ("ECB"); (**No FDI and ECB were taken and no ODI was made by the Company during the**

**Audit Period)**

- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); (**Not applicable to the Company during the Audit Period as the Company is an Unlisted Company**)

(vi) **OTHER LAWS:**

**(A) ACTS SPECIFICALLY APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT:**

- (a) Delhi Shop and Establishment Act, 1954 and Rules made thereunder;
- (b) Custom Act, 1962 and Rules made thereunder;
- (c) Delhi Excise Act, 2009 &-Rules made thereunder.

**(B) LABOUR/OTHER LAWS APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT:**

- a. The Payment of Wages Act, 1936 and Rules made thereunder;
- b. Minimum Wages Act, 1948 and the Rules made thereunder;
- c. Employees' State Insurance Act, 1948 and Rules made thereunder;
- d. The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the Rules made thereunder;
- e. Payment of Bonus Act, 1965 and Rules made thereunder;
- f. The Payment of Gratuity Act, 1972 and Rules made thereunder;
- g. The Contract Labour (Regulation and Abolition) Act, 1970 and Rules made thereunder;
- h. The Equal Remuneration Act, 1976 and Rules made thereunder;
- i. State Labour Welfare Fund, 1953;
- j. The Employees Compensation Act, 1923 and Rules made thereunder;
- k. Maternity Benefit Act, 1961 and Rules made there under;

- l. State Industrial (Establishments & National Holidays) Act, 1961;
- m. The Sexual Harassment of Women at Work Place (Prevention & Prohibition) Act, 2013.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 and SS-2).
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges. **(Not applicable to the Company during the Audit Period as the Company is not listed with any of the stock exchange(s)).**

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i. *On the scrutiny of the records of the Company and explanations provided to us, the Legal Metrology Act, 2009 and rules made thereunder is not applicable on the Company as the sales made by the Company is considered as deemed export. However, the Legal Metrology Department has rejected the representation made by the Company regarding non applicability of the Legal Metrology Act. The Company has filed a Writ Petition bearing W.P.(C) No. 5503/2013 before the Hon'ble High Court of Delhi challenging order passed by the Assistant Controller/Controller and challenging the applicability of the provisions of the Legal Metrology Act, 2009 on the Company. The Court vide its order dated February 17, 2014 stayed the proceedings initiated by*

*the Legal Metrology Department before the Metropolitan Magistrate in CCM No. 9/13. The said stay is still continuing and the next date of hearing in the matter is October 4, 2023.*

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company was duly constituted during the Audit Period. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.
2. Adequate notices of at least seven days were given to all the Directors to schedule the Board Meetings along with agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting in compliance of the Act.
3. All decisions at Board Meetings were carried out with requisite majority and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any Director in respect of resolutions passed in the Board meetings.

**We further report** that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report** that during the Audit Period, the Company has not incurred any specific event/ action that can have major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc.

FOR **DMK ASSOCIATES**  
 COMPANY SECRETARIES  
 UDIN: F004140E000325010

**(DEEPAK KUKREJA)**

FCS, LLB., ACIS (UK), IP.  
 PARTNER  
 FCS 4140  
 C P 8265

Peer Review No. 779/2020

Place : New Delhi  
 Date : 17.05.2023

**To,  
The Members**

**DELHI DUTY FREE SERVICES PRIVATE LIMITED**

CIN: U52599DL2009PTC191963  
Building No. 301, Ground Floor,  
Opposite Terminal-3, Indira Gandhi International Airport,  
New Delhi- 110037.

**Sub: Our Report for the Audit Period is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. As per the information provided by the Company, there are no pending cases filed by or against the Company which will have major impact on the Company.

FOR **DMK ASSOCIATES**  
COMPANY SECRETARIES  
UDIN: F004140E000325010

**(DEEPAK KUKREJA)**  
FCS, LLB., ACIS (UK), IP.  
PARTNER  
FCS 4140  
C P 8265

Peer Review No. 779/2020

Place : New Delhi  
Date : 17.05.2023

## ANNEXURE 'D-4' TO THE BOARD'S REPORT

Secretarial Audit Report of GMR Hyderabad International Airport Limited

Form No. MR-3

### Secretarial Audit Report

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

To  
The Members of  
**GMR Hyderabad International Airport Limited**  
**CIN: U62100TG2002PLC040118**  
GMR Aero Towers  
Rajiv Gandhi International Airport, Shamshabad,  
Hyderabad, Telangana, India – 500 018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GMR Hyderabad International Airport Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023; complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the following provisions:

1. The Companies Act, 2013 ("the Act") and the Rules made thereunder;
2. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
3. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings;
4. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder, as may be applicable;
5. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

6. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ;)
7. The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
8. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
9. We have also examined compliance with the applicable clauses of the Secretarial Standard-1 on Meetings of the Board of Directors and Secretarial Standard-2 on the General Meetings ("Standards"), issued by The Institute of Company Secretaries of India. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

1. Under the Companies Act, 2013

- A. Based on our examination and verification of the records produced to us and according to the information and explanations given to us by the Company's officers, we report that the Company has, in our opinion, complied with the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Memorandum and Articles of Association of the Company, inter alia with regard to:
  - a. Maintenance of various statutory registers and documents and making necessary entries therein;
  - b. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India;
  - c. Service of documents by the Company on its Members, Directors and Registrar of Companies and other Statutory Authorities;
  - d. Notices, Agenda and Minutes of proceedings of the General Meetings and of the Board and its Committee Meetings including Circular Resolutions;
  - e. The meetings of:
    - i) the Board of Directors held on 28<sup>th</sup> April, 2022; 18<sup>th</sup> July, 2022; 20<sup>th</sup> October, 2022 20<sup>th</sup> January, 2023 and 24<sup>th</sup> March, 2023;

- ii) Audit Committee held on 28<sup>th</sup> April, 2022; 18<sup>th</sup> July, 2022; 17<sup>th</sup> October, 2022; 20<sup>th</sup> January, 2023 and 24<sup>th</sup> March, 2023;
  - iii) Nomination and Remuneration Committee held on 28<sup>th</sup> April, 2022, 18<sup>th</sup> July, 2022 and 20<sup>th</sup> January 2023;
  - iv) CSR Committee held on 28<sup>th</sup> April, 2022;
  - v) Risk Management and Environment, Social and Governance (ESG) Committee held on 24<sup>th</sup> March, 2023;
  - vi) Stakeholders Relationship Committee held on 29<sup>th</sup> March, 2023;
  - vii) Other Board Sub-Committees held on 29<sup>th</sup> November, 2022 and 20<sup>th</sup> February, 2023;
  - f. The Nineteenth (19<sup>th</sup>) Annual General Meeting held on 15<sup>th</sup> September, 2022 and the Twenty-Sixth (26<sup>th</sup>) Extraordinary General Meetings held on 16<sup>th</sup> February, 2023 during the year;
  - g. Approvals of the Members, the Board of Directors, the Committees of Directors wherever required;
  - h. Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors;
  - i. Payment of remuneration to the Executive Chairman and Managing Director and payment of sitting fees to other Directors (including Independent Directors);
  - j. Appointment and remuneration of Auditors i.e. joint Statutory Auditors M/s. K. S. Rao & Co., Chartered Accountants, Bengaluru and M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Hyderabad;
  - l. Declaration and distribution of dividends- No dividend was declared during the year under review;
  - m. Transfer of Unpaid and Unclaimed dividend to the Investor Education and Protection Fund: - Not applicable as the Company does not have any unpaid and unclaimed dividend;
  - n. Borrowings and registration, modification and satisfaction of charges wherever applicable;
  - o. Investment of the Company's funds including investments and loans to others;
  - p. Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act; further, we have been given to understand that the Annual Accounts prepared as per Ind-AS and I-GAAP provisions, have been adopted by the Board.
  - q. Board's Report;
  - r. Contracts, common seal, registered office and publication of name of the Company.
- B Under the Companies Act, 2013, we further report that**
- i. The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors and Key Managerial Personnel (KMP) that took place during the period under review were carried out in compliance with the provisions of the Act as stated below:
    - a. Mr. Kiran Kumar Manikwar (FCS:- 9062) was appointed as the Company Secretary and a Key Managerial Person as per Section 203 wef 28<sup>th</sup> April, 2022.
    - b. Mr. Anup Kumar Samal (FCS:- 4832) resigned as the Company Secretary and Key Managerial Person as per section 203 wef 6<sup>th</sup> April, 2022.
    - c. Mr. Madhu Ramachandra Rao (DIN:- 02683483) was reappointed as an Independent Director in the 19<sup>th</sup> AGM held on 15<sup>th</sup> September, 2022, for the 2<sup>nd</sup> term of five (5) years effective 15<sup>th</sup> September 2022.
    - d. Ms. Siva Kameswari Vissa (DIN: 02336249) retired as an Independent Director after completion of her 2<sup>nd</sup> term, on 20<sup>th</sup> August 2022.
    - e. Ms. Bijal Tushar Ajinkya (DIN:- 01976832) was appointed as Independent Director in the 19<sup>th</sup> AGM held on 15<sup>th</sup> September, 2022, for the 1<sup>st</sup> term of five (5) years effective 15<sup>th</sup> September 2022
    - f. Mr. Dharmendra Bhojwani (DIN:- 08826067) who was appointed as Additional Director wef 6<sup>th</sup> January, 2022 was appointed as Director in the 19<sup>th</sup> AGM held on 15<sup>th</sup> September, 2022.

- g. Mr. Iskandar Mizal Bin Mahmood (DIN:- 09479519) who was appointed as Additional Director wef 2<sup>nd</sup> February, 2022 was appointed as Director in the 19<sup>th</sup> AGM held on 15<sup>th</sup> September, 2022.
  - h. Mr. H J Dora (DIN: 02385290) appointment Non-Executive Director was taken up with members in their meeting held on 16<sup>th</sup> February, 2023 and members approval was accorded in this regard as per Regulation 17 (1A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
  - ii. Adequate notices were given to all directors to convening the Board Meetings and the Board Committee Meetings, and the agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
  - iii. All the decisions at Board Meetings and Committee Meetings were carried out on requisite majority and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
  - iv. The meetings of the shareholders were conducted in a proper manner and adequate notices of the meetings were given to the Shareholders and others entitled.
  - v. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, Depositories Act, and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
  - vi. The Directors (including the Independent Directors) of the Company have complied with the disclosure requirements in respect of their eligibility of appointment, initial & annual, subsequent disclosures and declarations. Pursuant to Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered with the Independent Directors Databank, maintained by the Indian Institute of Corporate Affairs and they are also exempted from proficiency self-assessment test.
  - vii. Further, we have been given to understand that the Directors of the Company have completed the Annual Board Evaluation under Dess Digital Platform.
2. **Under the Depositories Act, 1996, we report that:**  
The Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of the securities and reconciliation of records of dematerialized securities with all the securities issued by the Company.
  3. **Under FEMA, 1999, we report that:**  
We have been given to understand that the Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act with respect to forex exposure / hedge transactions and other applicable provisions of the FEMA, 1999.
  4. **Under other applicable laws, we report that:**  
Based on the Quarterly Compliance Certificate issued by the Chief Executive Officer of the Company for all the four quarters of the financial year 2022-23 and noted by the Board at the Board Meetings, we are of the opinion that there has been due compliance of all the Laws to the extent applicable including the Aircraft Act, 1934, the Aircraft Rules, 1937, the AERA Act, 2008, other Civil Aviation Requirements (CAR) Rules, Labour Laws, Finance & Taxation Laws, Corporate Laws and Pollution Laws, Orders, Rules, Regulations, Guidelines and other legal requirements of the Central and State Government as well as Local Authorities concerning the business and affairs of the Company.  
  
We have been given to understand that an IT-enabled Legatrix compliance management tool has been implemented for the compliance monitoring and management of all the laws applicable to the Company.
  5. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
  6. We further report that the Company being a subsidiary of a Listed Company, has shared relevant information to the Holding Company for its compliance requirements with the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  7. During financial year 2022-23, the Company had issued Rated, Listed, Secured, Redeemable, Non-Convertible Debentures ("NCDs") on private placement basis in December 2022 for an amount of ₹ 1150.00 cr and in March 2023 for an amount of ₹ 840.00 cr; aggregating upto ₹ 1990.00 cr. The proceeds of NCD issues were utilised for

part-refinancing of the Foreign Currency Bonds. The NCDs are listed on BSE Limited and the Company is a High Value Debt Listed Entity.

Further, based on the verification of reporting made by the Company with BSE Limited and information furnished

to us, we report that the Company has complied with applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For **KBG Associates**

Company Secretaries

Firm Regn No # P2009AP006100

**Srikrishna Chintalapati**

Partner

CP No: 6262

UDIN : F005984E000655479

Place : Hyderabad

Date : 20th July, 2023

**Note:** This report is to be read with our letter of even date which is annexed as "ANNEXURE-A" and Forms an integral part of this report.

To  
The Members of

**GMR Hyderabad International Airport Limited**  
GMR Aero Towers, Rajiv Gandhi International Airport  
Shamshabad, Hyderabad, Telangana, India – 500108

Our report for the even date to be read with the following Letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place:- Hyderabad  
Date:- 20<sup>th</sup> July, 2023

For **KBG Associates**  
Company Secretaries  
Firm Regn No # P2009AP006100

**(Srikrishna Chintalapati)**  
Partner  
CP: 6262  
UDIN : F005984E000655479



**ANNEXURE 'E' TO THE BOARD'S REPORT**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

**(A) Conservation of energy:**

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

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

- (ii) the steps taken by the company for utilising alternate sources of energy:

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

- (iii) the capital investment on energy conservation equipments:

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

**(B) Technology absorption:**

- (i) the efforts made towards technology absorption:

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

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

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the FY):

- (a) the details of technology imported:

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

- (b) the year of import:

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

- (c) whether the technology been fully absorbed:

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

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

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

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

Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

\*However, various steps taken by the Group towards energy efficiency, utilizing alternative resources and technology absorption are covered under the Business Responsibility and Sustainability Report forming part of the Annual Report 2023.

**(C) Foreign exchange earnings and Outgo during the year:**

- (i) The Foreign Exchange earned in terms of actual inflows:-

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Interest / Miscellaneous income	2.25	12.44
Profit on sale of Investment(include exchange Gain/Loss and buy of back of shares)	Nil	Nil
Income from Management and other services / Management Consulting Services	Nil	Nil

- (ii) Foreign Exchange outgo in terms of actual outflows:

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Other Expenses	9.37	4.44
Interest on FCCB	0.41	Nil

## ANNEXURE 'F' TO THE BOARD'S REPORT

### Disclosure of Managerial Remuneration for Financial Year ended March 31, 2023 (Ref.: Board's Report under the head "Particulars of Employees and related disclosures")

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name of the Director (Mr./Ms./Dr.)	Ratio of Director's remuneration to the median remuneration of the employees of the Company for the financial year
G.M. Rao, Non-Executive Chairman	Not Applicable
Grandhi Kiran Kumar, Managing Director & CEO	36.34
Srinivas Bommidala, Group Director	Not Applicable
B.V.N. Rao, Group Director	Not Applicable
G. B. S. Raju, Group Director	Not Applicable
Madhva B. Terdal, Non-Executive Director <sup>#</sup>	Not Applicable
Suresh Narang, Independent Director	0.30
Emandi Sankara Rao, Independent Director	1.06
Mundayat Ramachandran, Independent Director	0.97
Sadhu Ram Bansal, Independent Director	1.09
Subba Rao Amarthaluru, Independent Director	1.12
Bijal Tushar Ajinkya, Independent Director	0.39

<sup>#</sup> Was paid remuneration only till August 07, 2022, post which he ceased to be Executive Director.

- b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of the Director and Key Managerial Personnel (Mr./Ms./Dr.)	Percentage increase/ (decrease) in remuneration in the financial year
G.M. Rao, Non-Executive Chairman	Not Applicable
Grandhi Kiran Kumar, Managing Director & CEO <sup>*</sup>	Nil <sup>*</sup>
Srinivas Bommidala, Group Director	Not Applicable
B.V.N. Rao, Group Director	Not Applicable
G. B. S. Raju, Group Director	Not Applicable
Madhva B. Terdal, Non-Executive Director	Not Applicable
Suresh Narang, Independent Director	(28.57)%
Emandi Sankara Rao, Independent Director <sup>§</sup>	Not Applicable
Mundayat Ramachandran, Independent Director <sup>§</sup>	Not Applicable
Sadhu Ram Bansal, Independent Director <sup>§</sup>	Not Applicable
Subba Rao Amarthaluru, Independent Director <sup>§</sup>	Not Applicable
Bijal Tushar Ajinkya, Independent Director <sup>§</sup>	Not Applicable
Saurabh Chawla, Chief Financial Officer <sup>#</sup>	(4.69)%
T. Venkat Ramana, Company Secretary <sup>#</sup>	(1.20)%

<sup>§</sup> The Independent Directors are paid sitting fee for each of the meeting attended. The Independent Director were appointed during September 2021 and as such the sitting fee paid during FY 2021-22 and FY 2022-23 are not comparable.

<sup>\*</sup> Mr. Grandhi Kiran Kumar was paid remuneration for a period of only 8 month in the FY 2022-23. Further, on a proportionate basis also, their was no increase in remuneration paid to him during the FY 2022-23.

- # While there was no actual decrease in remuneration, the percentage decrease reflected above is owing to the fact that during the part of FY 2021-22, employees were paid deferred remuneration that was deducted during the Covid-19 period.
- c) The percentage **decrease** in the median remuneration of employees in the financial year: **72.87% \***
- \*The percentage decrease in the median remuneration of employees is largely on reorganization of employees within the Group on account of Demerger of the EPC business of the Company into another Group Entity and also on account of on-boarding of new employees for the Shared Service Centre (SSC) business of the Company. As such the % decrease would not be an accurate indicator.
- d) The number of permanent employees on the rolls of the company as on March 31, 2023: **137**
- e) Average percentile/ percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentile increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- There was no increase in managerial remuneration and as such, the justification asked for it is not relevant. The Average percentage increase in salaries of other employee was about 16.50%.
- f) Affirmation that the remuneration is as per the remuneration policy of the Company:
- It is affirmed that the remuneration is as per the Remuneration Policy adopted by the Company, for Directors, Key Managerial Personnel and other employees.**

# Report on Corporate Governance

## I. Company's Philosophy on Code of Governance

The chosen vision of your Company is an institution in perpetuity. The Company is deeply conscious that while doing business successfully it will actively cater to the building of the nation and society around it. The long-term interest of the Company, particularly in the infrastructure domain, is closely woven with stakeholders' alignment. Your Company has a large number of stakeholders in all spheres of business and society. It will be our endeavor to constantly promote and enhance the stakeholders' legitimate interests.

### Ethics / Governance Policies

The Company endeavors to conduct its businesses and strengthen relationships in a manner that is dignified, distinctive and responsible. The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all the stakeholders. Therefore, the Company has adopted various codes and policies to carry out its duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct for Board Members
- Code of Conduct for Senior Management
- Code of Business Conduct and Ethics applicable to all employees
- Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information

- Corporate Social Responsibility Policy
- Dividend Distribution Policy
- Nomination and Remuneration Policy
- Policy on Whistle Blower
- Policy on Related Party Transactions
- Enterprise Risk Management (ERM) Framework Policy and Guidelines
- Policy on Preservation of Documents and Archival of Documents
- Policy on Disclosure of Material Events and Information
- Policy on Material Subsidiaries
- Policy Against Sexual Harassment
- Business Responsibility Policy
- Anti-Bribery and Anti-Corruption Policy
- Board Diversity Policy
- Climate Resilience Policy

## II. Board of Directors

### a. Board composition and category of Directors

The Company's policy is to maintain the optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors is as follows:

Category	Name of the Directors
Promoter Directors	Mr. G. M. Rao (Non-Executive Chairman) Mr. Grandhi Kiran Kumar (Managing Director and CEO) Mr. Srinivas Bommidala (Non-Executive Director) Mr. G.B.S. Raju (Non-Executive Director)
Non-Executive & Non-Independent Directors	Mr. B.V. N. Rao Mr. Madhva B. Terdal*
Independent Non-Executive Directors	Mr. Subba Rao Amarthaluru Dr. Mundayat Ramachandran Mr. Sadhu Ram Bansal Dr. Emandi Sankara Rao Mr. Suresh Lilaram Narang Ms. Bijal Tushar Ajinkya

\* Whole-time Director up to August 7, 2022

Mr. G. M. Rao is the father of Mr. G. B. S. Raju and Mr. Grandhi Kiran Kumar and Mr. Srinivas Bommidala is the son-in-law of Mr. G.M. Rao and, therefore, are deemed to be related to each

other. None of the other Directors are related to any other Director on the Board.

### b. Selection of Independent Directors

Taking the requirement of skill sets on the Board into

consideration, eminent persons having independent standing in their respective field or profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee considers qualification, positive attributes, area of expertise, the skillset required for Directors of the Company and number of Directorships and Memberships held in various committees of other companies by such persons for selection of directors and determining directors' independence. The Board considers the Committee's recommendations, takes appropriate decisions and recommends to the shareholders, the appointment of Independent Directors.

The Independent Directors, at the first meeting of the Board in which they participate as Directors, thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect their status as an Independent Director, give a declaration that they meet the criteria of independence as provided under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR") as amended from time to time.

### c. Familiarization programs for Board Members

The Board members are provided with necessary documents, viz., Company's corporate profile, its Mission, Vision, Values and Beliefs, Organization Structure, the Company's history and milestones, Annual Reports, a brief background on the business of the Company, Institutional Building and highlights of its performance, major policies of the Company, Code of Conduct, fund raising history etc. Periodic presentations are made to the Board on business and performance updates of the Company, global business environment, risk management, company policies, subsidiaries information and changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates and other relevant issues. The details of such familiarization programs for Independent Directors are posted on the website of the Company and can be accessed at <https://investor.gminfra.com/pdf/GILFamiliarizationProgrammeforIndependentDirectors2023.pdf>.

### d. Meetings of Independent Directors

As per the requirement of Regulation 25 of SEBI LODR and Schedule IV of the Companies Act, 2013, the Independent Directors of the Company meet at least once every financial year without the presence of Non-Independent Directors and management personnel. Such meetings enable Independent

Directors to discuss matters pertaining to the Company's affairs and the matters mentioned in Regulation 25 of SEBI LODR and Schedule IV to the Companies Act, 2013. The Independent Directors take appropriate steps to present their views to the Chairman. Two meetings of the Independent Directors were held during the FY 2022-23 i.e., on August 26, 2022 and March 19, 2023.

The meeting of Independent Directors held on March 19, 2023 was in compliance with the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 (as amended from time to time) on "(i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-Rule (7) of Rule 19 of the Securities Contracts (Regulation) Rules, 1957" ("SEBI Scheme Circular"). In this meeting, the Independent directors discussed and had recommended the draft Composite Scheme of Amalgamation and Arrangement amongst GMR Airports Limited and GMR Infra Developers Limited and the Company to the Board of Directors for their approval.

### e. Code of Conduct

As per the requirement of Regulation 26(3) of SEBI LODR, the Board has laid down a Code of Conduct ("the Code") for all Board members and Senior Management Personnel of the Company. The Code is posted on the website of the Company (<https://investor.gminfra.com/code-of-conduct>). All Board members and Senior Management Personnel affirm compliance with the Code on an annual basis and the declaration to that effect by Managing Director and CEO - Mr. Grandhi Kiran Kumar, is attached to this report.

A Code of Business Conduct and Ethics applicable to all the employees of the Group is communicated and affirmed by them periodically, which is to be followed in the day to day work life and which enables the employees to maintain highest standards of values in their conduct to achieve organizational objectives.

The Company recognizes that sexual harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures have been taken to eliminate any act of sexual harassment (which includes unwelcomed sexually determined behavior) and to take necessary penal action, if required. The Company has taken initiatives to create wide awareness amongst the employees about the policy for prevention of sexual harassment by displaying posters at all the prominent places in the offices of the Company and organising awareness sessions.

**f. Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various Companies and shareholding in GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited):**

Sl. No.	Name of Director	DIN ^	Category@	Number of other Directorships held in other Public Limited Companies as on March 31, 2023#		Number of committee Chairmanships/ memberships held in Public Limited Companies as on March 31, 2023##		Board Meetings during the period from April 01, 2022 to March 31, 2023		Whether present at the Previous AGM held on September 27, 2022	No. of shares held as on March 31, 2023\$\$
				Chairman	Director	Chairman	Member	Held during the tenure	Attended\$		
1.	Mr. G.M. Rao	00574243	NEC	8	-	-	-	7	6	No	17,32,330 <sup>á</sup>
2.	Mr. Grandhi Kiran Kumar	00061669	MD & CEO	1	6	1	-	7	7	Yes	8,73,160 <sup>á</sup>
3.	Mr. Srinivas Bommidala	00061464	NEPD	1	7	-	1	7	5	Yes	4,52,660 <sup>á</sup>
4.	Mr. G.B.S. Raju	00061686	NEPD	3	5	-	1	7	5	Yes	5,45,160 <sup>á</sup>
5.	Mr. B.V.N. Rao	00051167	NENID	3	1	-	-	7	7	Yes	1,82,142
6.	Mr. Madhva B. Terdal	05343139	NENID**	-	5	-	1	7	7	Yes	10,000
7.	Mr. Suresh Lilaram Narang	08734030	NEID	-	1	-	-	7	5	Yes	NIL
8.	Mr. Subba Rao Amarthaluru	00082313	NEID	-	4	4	1	7	7	Yes	NIL
9.	Dr. Mundayat Ramachandran	01573258	NEID	-	9	3	6	7	7	Yes	NIL
10.	Mr. Sadhu Ram Bansal	06471984	NEID	-	5	2	4	7	7	Yes	NIL
11.	Dr. Emandi Sankara Rao	05184747	NEID	-	6	-	3	7	7	Yes	NIL
12.	Ms. Bijal Tushar Ajinkya	01976832	NEID	-	4	1	3	7	6	Yes	NIL

^ DIN – Director Identification Number

@ NEC – Non-Executive Chairman, MD & CEO - Managing Director and Chief Executive Officer, NEPD – Non-Executive Promoter Director, NENID - Non-Executive Non-Independent Director, NEID - Non-Executive Independent Director.

# Other companies include directorship in deemed public companies and do not include directorship(s) of this Company, private limited companies, Section 8 companies and companies incorporated outside India.

## Committee means Audit Committee and Stakeholders' Relationship Committee.

\$ Attendance includes participation through video conference

\$\$ No convertible instrument was held by the Directors

á Shareholding includes shares held as Karta of HUF and Trustee of Trust

Seven Board Meetings were held during the FY ended March 31, 2023, i.e., on May 17, 2022, July 29, 2022, September 02, 2022, November 14, 2022, February 14, 2023, March 17, 2023 and March 19, 2023. At least one board meeting was held in each quarter and the gap between any two consecutive board meetings did not exceed 120 days.

## GMR Airports Infrastructure Limited

- g. Name of the listed entities, other than GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited), where a director of the Company, is a director:

Sl. No.	Name of Director	Directorship in other listed entities as on March 31, 2023	
		Name of other listed entities	Category
1.	Mr. G.M. Rao	GMR Power and Urban Infra Limited	Non-Executive Chairman
		GMR Enterprises Private Limited*	Non-Executive Chairman
		GMR Airports Limited*	Non-Executive Chairman
		GMR Hyderabad International Airport Limited*	Executive Chairman
		Delhi International Airport Limited*	Executive Chairman
2.	Mr. Grandhi Kiran Kumar	GMR Enterprises Private Limited*	Non-Executive Director
		GMR Power and Urban Infra Limited	Non-Executive Director
		GMR Airports Limited*	Joint Managing Director & CEO
		GMR Hyderabad International Airport Limited*	Non-Executive Director
		Delhi International Airport Limited*	Non-Executive Director
3	Mr. Srinivas Bommidala	GMR Enterprises Private Limited*	Non-Executive Director
		GMR Power and Urban Infra Limited	Managing Director
		GMR Airports Limited*	Joint Managing Director
		GMR Hyderabad International Airport Limited*	Non-Executive Director
		Delhi International Airport Limited*	Non-Executive Director
4	Mr. G.B.S. Raju	GMR Enterprises Private Limited*	Non-Executive Director
		GMR Airports Limited*	Non-Executive Vice Chairman
		GMR Hyderabad International Airport Limited*	Managing Director
		Delhi International Airport Limited*	Managing Director
5.	Mr. B.V.N. Rao	GMR Enterprises Private Limited*	Non-Executive Director
		GMR Power and Urban Infra Limited	Non-Executive Director
6.	Dr. Emandi Sankara Rao	Coastal Corporation Limited	Non-Executive Independent Director - Chairman
		GMR Power and Urban Infra Limited	Non-Executive Independent Director
		Delhi International Airport Limited*	Non-Executive Independent Director
7.	Dr. Mundayat Ramachandran	GMR Warora Energy Limited*	Non-Executive Independent Director
		Delhi International Airport Limited*	Non-Executive Independent Director
		GMR Hyderabad International Airport Limited*	Non-Executive Independent Director
8	Mr. Sadhu Ram Bansal	KEI Industries Limited	Non-Executive Independent Director
		Hindusthan Urban Infrastructure Limited	Non-Executive Independent Director
		JK Lakshmi Cement Limited	Non-Executive Independent Director
9	Mr. Subba Rao Amarthaluru	GMR Airports Limited*	Non-Executive Independent Director
		Delhi International Airport Limited*	Non-Executive Independent Director
		GMR Hyderabad International Airport Limited*	Non-Executive Independent Director
10	Mr. Madhva B. Terdal	GMR Power and Urban Infra Limited	Executive Director**
11	Mr. Suresh Lilaram Narang	GMR Power and Urban Infra Limited	Non-Executive Independent Director
12	Ms. Bijal Tushar Ajinkya	GMR Airports Limited*	Non-Executive Independent Director
		Delhi International Airport Limited*	Non-Executive Independent Director
		GMR Hyderabad International Airport Limited*	Non-Executive Independent Director

\* Debt listed Company

\*\* Designation changed from Non-Executive Director to Executive Director with effect from August 08, 2022.

**h. The following is the list of core skills/expertise/competencies identified by the Board of directors required for effective functioning as required in the context of the business(es) and sectors for it to function effectively, which are available with the Board. The names of directors who have such skills/expertise/competencies as identified by the Board are given below:**

Area of Skills/ Expertise	Mr. G.M. Rao	Mr. Grandhi Kiran Kumar	Mr Srinivas Bommidala	Mr. G.B.S Raju	Mr. B.V.N Rao	Mr. Madhva B. Terdal	Mr. Suresh Lilaram Narang	Mr. A Subba Rao	Mr. S R Bansal	Dr. Emandi Sankara Rao	Dr. M Ramachandran	Ms. Bijal Tushar Ajinkya
Project Management	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	-
Domain/ Industry Specialist	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Asset Management/ Operational Excellence	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-
Business Development & Business Strategist	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Organizational Learning and Institutional Memory	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-
Governance Consciousness												✓
Functional expertise	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Information Technology												
Finance & Banking, etc.												
Networking	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
General Attributes	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Entrepreneurship												
Understanding of Domestic, Economic, Environment, & Global Issue												
Interpersonal Communication skills, Leadership Skills												
Soundness of Judgment, People & Process Orientation												

**i. The Independent Directors, in the opinion of the Board, fulfill the conditions specified in SEBI LODR and are independent of the management.**

### III. Audit Committee

**a. Composition of Audit Committee:**

The Audit Committee comprises of the following Directors:

Name	Designation
Mr. Subba Rao Amarthaluru (Non-Executive Independent Director)	Chairman
Dr. Emandi Sankara Rao (Non-Executive Independent Director)	Member
Dr. Mundayat Ramachandran (Non-Executive Independent Director)	Member
Mr. Sadhu Ram Bansal (Non-Executive Independent Director)	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the Audit Committee.

Mr. Subba Rao Amarthaluru, Chairman of the Audit Committee, had attended the last Annual General Meeting held on September 27, 2022 and was available to address the queries of the shareholders.

**b. Meetings and attendance during the year:**

During the FY ended March 31, 2023, eight meetings of the Audit Committee were held i.e., on April 14, 2022, May 16, 2022, July 29, 2022, August 30, 2022, November 11, 2022, February 13, 2023, March 17, 2023 and March 19, 2023.



The attendance of the Audit Committee members is as under:

Name	No. of the Meetings	
	Held during tenure	Attended
Mr. Subba Rao Amarthaluru	8	8
Dr. Emandi Sankara Rao	8	8
Dr. Mundayat Ramachandran	8	8
Mr. Sadhu Ram Bansal	8	8

**c. The terms of reference of the Audit Committee are as under:**

- i. Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; and
  - (g) Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up thereon;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc., of the candidate;

- xx. Review the utilization of loans and/ or advances from/ investment in any subsidiary exceeding ₹ 100 Crore or 10% of the asset size of such subsidiary, whichever is lower including existing loans / advances / investments;
- xxi. Review compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;
- xxii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and shareholders and such other as may be specified by Securities and Exchange Board of India from time to time in respect of any type of restructuring;
- xxiii. Any other item or subject that may be required by the Companies Act, 2013 or SEBI Listing Regulations, as amended from time to time or under any other applicable law or statute;

#### IV. Nomination and Remuneration Committee

##### a. Composition of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Directors:

Name	Designation
Dr. Mundayat Ramachandran (Non-Executive Independent Director)	Chairman
Mr. Subba Rao Amarthaluru (Non-Executive Independent Director)	Member
Mr. B.V.N. Rao (Non-Executive Non-Independent Director)	Member
Ms. Bijal Tushar Ajinkya (Non-Executive Independent Director)*	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as the Secretary to the Nomination and Remuneration Committee.

\*Co-opted by the Board as a member of committee w.e.f. August 14, 2023.

Dr. Mundayat Ramachandran, who was the Chairman of the Nomination and Remuneration Committee had attended the last Annual General Meeting held on September 27, 2022 and was available to address the queries of the shareholders.

##### b. Meetings and Attendance during the year:

During the FY ended March 31, 2023, one meeting of the Nomination and Remuneration Committee was held on August 29, 2022.

The attendance of the Nomination and Remuneration Committee members is as under:

Name	No. of the Meetings	
	Held during tenure	Attended
Dr. Mundayat Ramachandran	1	1
Mr. Subba Rao Amarthaluru	1	1
Mr. B.V.N. Rao	1	1
Ms. Bijal Tushar Ajinkya	-	-

##### c. The terms of reference of the Nomination and Remuneration Committee are as under:

- i. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- ii. Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance and to review the performance of Independent Directors;
- iii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
  - For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- iv. Formulation of criteria for evaluation of Independent Directors and the Board;
  - v. Devising a policy on Board diversity;
  - vi. Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;
  - vii. All information about the Directors/ Managing Director / Whole time Directors / Key Managerial Personnel i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders, where required;
  - viii. The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole time Directors;
  - ix. While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
  - x. Recommending to the Board, all remuneration, in whatever form, payable to senior management;
  - xi. The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders.

#### **d. Performance evaluation criteria for Independent Directors and Board**

The Nomination and Remuneration Committee oversees the annual self-evaluation of the Board including committees thereof and of individual directors. It reviews and discusses all matters pertaining to the performance of all directors including independent directors, periodically as may be necessary on the basis of the detailed performance parameters set forth. The Committee also periodically evaluates the usefulness of such performance parameters and makes necessary amendments.

The Nomination and Remuneration Committee has laid down the criteria/questionnaires for performance evaluation of Board, Committees and Directors (including Chairman and Independent Directors) which is based on certain parameters inter-alia including the following:

- i. Frequency of meetings and attendance of Directors.
- ii. Timeliness of circulating Agenda for meetings.

- iii. Quality, quantity and timeliness of flow of information to the Board.
- iv. Promptness with which Minutes of the meetings are drawn and circulated.
- v. Opportunity to discuss matters of critical importance, before decisions are made.
- vi. Familiarity with the objects, operations and other functions of the Company.
- vii. Level of monitoring of Corporate Governance Regulations and compliance.
- viii. Involvement of Board in Strategy evolution and monitoring.
- ix. Performance of the Chairperson of the Company including leadership qualities.
- x. Directors' contribution for enhancing the governance, regulatory, legal, financial, fiduciary and ethical obligations of the Board.
- xi. Directors' adherence to high standards of integrity, confidentiality and ethics.
- xii. Overall performance and contribution of directors at the meetings.
- xiii. Overall performance of the Board/Committees.

#### **e. Nomination and Remuneration Policy**

In terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification, positive attributes and independence of Directors. The NRC is also responsible for recommending to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management. In line with this requirement, the Board has adopted the Nomination and Remuneration Policy, copy of which is available on the website of the Company at [https://investor.gmrinfra.com/pdf/1\\_Nomination\\_Remuneration\\_Policy.pdf](https://investor.gmrinfra.com/pdf/1_Nomination_Remuneration_Policy.pdf).

#### **V. Details of remuneration paid during the FY ended March 31, 2023 to the Directors are furnished hereunder:**

- a. There was no pecuniary relationship or transaction between the Non-Executive Directors and the Company during the FY 2022-23.
- b. Criteria for making payments to Non-Executive Directors: - The Independent Directors receive remuneration by way of fees for attending meetings of Board or Committees thereof. The sitting fee as decided by the Board is reasonable and sufficient to attract, retain and motivate Independent Directors aligned to the requirements of the Company (taking into consideration the

challenges faced by the Company and its future growth imperatives). However, it is ensured that the amount of such fees does not exceed the amount prescribed by the Central

Government from time to time.

Other than the below, no other payments are made to the Non-Executive Directors of the Company.

**c. Details of Remuneration to Directors:**

Name	Category	Salary, Commission and allowance(s) (₹)	Perquisites (₹)	Sitting Fees (₹)	Total (₹)
Mr. G.M. Rao	NEC	-	-	-	-
Mr. Grandhi Kiran Kumar <sup>§</sup>	MD & CEO	2,23,50,000	16,50,000	-	<b>2,40,00,000</b>
Mr. Srinivas Bommidala	NEPD	-	-	-	-
Mr. G.B.S. Raju	NEPD	-	-	-	-
Mr. B.V.N. Rao	NENID	-	-	-	-
Mr. Suresh Lilaram Narang	NEID	-	-	2,00,000	<b>2,00,000</b>
Mr. Madhva B Terdal <sup>§§</sup>	NENID	96,97,805	39,600	-	<b>97,37,405</b>
Dr. Emandi Sankara Rao	NEID	-	-	7,00,000	<b>7,00,000</b>
Dr. Mundayat Ramachandran	NEID	-	-	6,40,000	<b>6,40,000</b>
Mr. Sadhu Ram Bansal	NEID	-	-	7,20,000	<b>7,20,000</b>
Mr. Subba Rao Amarthaluru	NEID	-	-	7,40,000	<b>7,40,000</b>
Ms. Bijal Tushar Ajinkya	NEID	-	-	2,60,000	<b>2,60,000</b>

§ No service contracts, notice period and severance fee are applicable.

§§ Due to change in designation from Executive Director to Non- Executive Director w.e.f. August 08, 2022, remuneration is paid from April 01, 2022 to August 07, 2022.

Note : The Company does not have any stock option plan or performance- linked incentive for the Director(s).

**VI. Stakeholders' Relationship Committee**

**a. Composition of the Committee:**

The Stakeholders' Relationship Committee comprises of the following Directors:

Name	Designation
Mr. B.V.N. Rao (Non-Executive Non-Independent Director)	Chairman
Mr. Subba Rao Amarthaluru (Non-Executive Independent Director)	Member
Mr. Sadhu Ram Bansal (Non-Executive Independent Director)	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the Stakeholders' Relationship Committee.

Mr. B. V. N. Rao, who was the Chairman of the Stakeholders' Relationship Committee, had attended the last Annual General Meeting held on September 27, 2022 and was available to address the queries of the shareholders.

**b. Meetings and attendance during the year:**

During the FY ended March 31, 2023, four meetings of the Stakeholders' Relationship Committee were held i.e., on May 13, 2022, July 28, 2022, November 07, 2022 and February 08, 2023.

The attendance of the Stakeholders' Relationship Committee members is as under:

Name	No. of the Meetings	
	Held during tenure	Attended
Mr. B.V.N. Rao	4	4
Mr. Subba Rao Amarthaluru	4	4
Mr. Sadhu Ram Bansal	4	4

**c. The terms of reference of the Stakeholders’ Relationship Committee are as under:**

- i. Allotment of all types of securities to be issued by the Company;
- ii. Transfer, transposition and transmission of securities;
- iii. Issuance of duplicate shares or other securities;
- iv. Resolving the grievances of the security holders including complaints about transfer/transmission of shares, non-receipt of declared dividend, non-receipt of Annual Reports, issue of new/duplicate certificates, general meetings etc.;
- v. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends, if any, and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders;
- vi. Investigate into security holders/ other investor’s complaints and take necessary steps for redressal thereof;
- vii. Review of measures taken for effective exercise of voting rights by shareholders;
- viii. To perform all functions relating to the interests of shareholders / security holders/ investors of the Company as

may be required by the provisions of the Companies Act, 2013, Listing Agreements with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority;

- ix. Authorise Company Secretary or other persons to take necessary action;
- x. Appointment and fixation of remuneration of the Registrar and Share Transfer Agent and Depositories and to review their performance;
- xi. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

**d. The details of the complaints received during the FY 2022-23 and the status of the same are as below:**

- i) Number of complaints pending as on April 1, 2022 : NIL
- ii) Number of shareholder complaints received : 146
- iii) Number of complaints resolved : 146
- iv) Number of complaints not resolved to the satisfaction of shareholders: NIL
- v) Number of complaints pending as on March 31, 2023 : NIL

**VII. Risk Management Committee**

**a. Composition of Risk Management Committee:**

The Risk Management Committee comprises of the following:

Name	Designation
Mr. Grandhi Kiran Kumar (Managing Director & CEO)	Chairman
Mr. B.V.N. Rao (Non-Executive Non-Independent Director)	Member
Dr. Emandi Sankara Rao (Non- Executive Independent Director)	Member
Mr. Saurabh Chawla (Chief Financial Officer)	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the Risk Management Committee.

**b. Meetings and attendance during the year:**

During the FY ended March 31, 2023, two meetings of the Risk Management Committee were held i.e., on August 01, 2022 and January 24, 2023.

The attendance of Risk Management Committee members is as under:

Name	No. of the Meetings	
	Held during tenure	Attended
Mr. Grandhi Kiran Kumar (Managing Director & CEO)	2	1
Mr. B.V.N. Rao (Non-Executive Non-Independent Director)	2	1
Dr. Emandi Sankara Rao (Non- Executive Independent Director)	2	2
Mr. Saurabh Chawla (Chief Financial Officer)	2	2

**c. The terms of reference of the Risk Management Committee are as under:**

- (i) To formulate a detailed Risk Management Policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
- (ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- (iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (vi) Performing such other functions as may be necessary or appropriate for the performance of its oversight function and do other activities related to this Charter as may be requested by the Board of Directors or to address issues related to any significant subject within its term of reference;
- (vii) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

**VIII. Other Committees:**

**1. Corporate Social Responsibility (CSR) Committee**

**a. Composition of CSR Committee:**

The CSR Committee comprises of the following Directors:

Name	Designation
Dr. Emandi Sankara Rao (Non-Executive Independent Director)	Chairman
Mr. Sadhu Ram Bansal (Non-Executive Independent Director)	Member
Mr. B. V. N. Rao (Non-Executive Non-Independent Director)	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the CSR Committee.

**b. Meetings and attendance during the year:**

During the FY ended March 31, 2023, one meeting of CSR Committee was held i.e., on August 29, 2022. The attendance of the CSR Committee members is as under:

Name	No. of the Meetings	
	Held during tenure	Attended
Dr. Emandi Sankara Rao	1	1
Mr. Sadhu Ram Bansal	1	1
Mr. B. V. N. Rao	1	1

**c. The terms of reference of the CSR Committee are as follows:**

- i. Preparation of Corporate Social Responsibility Policy for the Company and to recommend the Board for its approval;
- ii. Recommendation of projects or programmes relating to activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- iii. To recommend on CSR activities to be undertaken by the Company on its own or in collaboration with any registered

- trust / society or a company established under Section 25 of the Companies Act, 1956 or under Section 8 of the Companies Act, 2013;
- iv. Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely: -
  - a. the list of CSR projects or programmes to be undertaken in areas or subjects specified in Schedule VII of the Act;

- b. the manner of execution of such projects or programmes;
- c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- d. monitoring and reporting mechanism for the projects or programmes; and
- e. details of need and impact assessment, if any, for the projects undertaken by the company.
- v. To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company or trust / society / company mentioned in point no.(iii);
- vi. To report periodically on the CSR activities of the Company to the Board and in the Board’s report;
- vii. To seek expert advice on CSR activities of the Company that may be appropriate to discharge its responsibilities; and
- viii. To take up any other roles and responsibilities delegated by the Board from time to time.

**2. Management Committee**

**a. Composition of Management Committee:**

The Management Committee comprises of the following Directors:

Name	Designation
Mr. G.M. Rao (Non-Executive Chairman)	Chairman
Mr. Grandhi Kiran Kumar (Managing Director & CEO)	Member
Mr. Srinivas Bommidala (Non-Executive Promoter Director)	Member
Mr. G.B.S. Raju (Non-Executive Promoter Director)	Member
Mr. B.V. N. Rao (Non-Executive Non-Independent Director)	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the Management Committee.

**b. Meetings and attendance during the year:**

During the FY 2022-23, eight meetings of the Management Committee were held i.e., on April 05, 2022, June 10, 2022, August 25, 2022, September 26, 2022, October 27, 2022, December 17, 2022, January 24, 2023 and March 24, 2023.

The attendance of Management Committee members is as under:

Name	No. of the Meetings	
	Held	Attended/Participated*
Mr. G.M. Rao	8	8
Mr. Grandhi Kiran Kumar	8	8
Mr. Srinivas Bommidala	8	8
Mr. G.B.S. Raju	8	8
Mr. B.V. N. Rao	8	8

\*includes participation through audio

**c. The terms of reference of the Management Committee are as under:**

Approval relating to operational matters such as investments in new projects, financial matters, providing loans, borrowings, giving corporate guarantees, providing securities, capital expenditure, purchases and contracts –

non-capital (including services), long-term contracts, HR related matters, establishment and administration, writing-off of assets, etc. within the authority delegated by the Board.

The Board of Directors from time-to-time delegates specific powers to the Management Committee.

### 3. Debentures Allotment Committee

#### a. Composition of Debentures Allotment Committee:

The Debentures Allotment Committee comprises of the following Directors:

Name	Designation
Mr. B.V. N. Rao (Non-Executive Non-Independent Director)	Member
Mr. Srinivas Bommidala (Non-Executive Promoter Director)	Member
Mr. G.B.S. Raju (Non-Executive Promoter Director)	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the Debentures Allotment Committee.

#### b. Meetings and attendance during the year:

No meeting of Debenture allotment committee was held during the FY ended March 31, 2023.

conditions as may be prescribed from time to time in this regard and to discharge functions delegated by the Board from time to time.

#### c. The terms of reference of the Debentures Allotment Committee are as under:

Issuance and allotment of debentures on such terms and

### 4. Environment Social & Governance (ESG) Committee

#### a. Composition of Committee:

The ESG Committee comprises of the following Directors:

Name	Designation
Mr. Grandhi Kiran Kumar (Managing Director & CEO)	Chairman
Mr. B.V.N. Rao (Non-Executive Non-Independent Director)	Member
Mr. Subba Rao Amarthaluru (Non-Executive Independent Director)	Member
Dr. Emandi Sankara Rao (Non-Executive Independent Director)	Member
Ms. Bijal Tushar Ajinkya (Non-Executive Independent Director)*	Member

Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the ESG Committee.

\*Co-opted by the Board as a member of the committee w.e.f. August 14, 2023.

#### b. Meetings and attendance during the year:

During the FY 2022-23, one meeting of the ESG Committee was held i.e., on January 24, 2023.

The attendance of ESG Committee members is as under:

Name	No. of the Meetings	
	Held during tenure	Attended
Mr. Grandhi Kiran Kumar	1	1
Dr. Emandi Sankara Rao	1	1
Mr. Subba Rao Amarthaluru	1	1
Mr. B.V. N. Rao	1	0
Ms. Bijal Tushar Ajinkya	-	-

#### c. The terms of reference of the ESG Committee are as under:

- Oversee the development of and make recommendations to the Board regarding the Company's ESG policies, strategy, initiatives, priorities and best practices;
- Oversee the effective implementation and adoption of ESG practices into the business;
- Identify the relevant ESG matters that are likely to affect the business, operation, performance of the Company;

- Identify opportunities related to ESG matters impacting the Company;
- Monitor and reviews current and emerging ESG trends, key risks and stakeholder priorities;
- Set appropriate strategic goals/targets related to ESG matters, road map to achieve those targets;
- Oversee and review the Company's progress on ESG targets, initiatives and best practices;



- Work in conjunction with the Risk Management Committee to oversee the identification and mitigation of risks relating to ESG matters;
  - Report to the Board on a periodic basis on ESG matters
- including Committee’s reviews and assessments on ESG Matters and make appropriate recommendations;
- Perform such other duties, tasks and responsibilities relevant to ESG matters as may be suggested by the Board of Directors from time to time.

### IX. General Body Meetings

#### a. Annual General Meetings

The venue, date and time of the Annual General Meetings held during the preceding three years and the Special Resolutions passed thereat are as under:

Year*	Venue	Date and Time	Special Resolutions passed
2021-22	Through Video Conferencing (VC)	Tuesday, September 27, 2022 at 3.00 p.m.	<ol style="list-style-type: none"> <li>1. Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.</li> <li>2. Approval for shifting of the registered office of the Company from the State of Maharashtra to the State of Haryana and consequent alteration in the Memorandum of Association of the Company.</li> </ol>
2020-21	Through Video Conferencing (VC)	Thursday, September 09, 2021 at 3.00 p.m.	<ol style="list-style-type: none"> <li>1. Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.</li> <li>2. Re-appointment of Mr. Grandhi Kiran Kumar (DIN 00061669) as Managing Director of the Company and designated as "Managing Director and CEO."</li> <li>3. Create charge / mortgage / hypothecation / pledge on assets/ Investment for the purpose of Borrowings.</li> </ol>
2019-20	Through Video Conferencing (VC)	Monday, September 21, 2020 at 3.00 p.m.	<ol style="list-style-type: none"> <li>1. Approval for raising of funds through issuance of Equity Shares and/or other Eligible Securities through Qualified Institutions Placement.</li> </ol>

#### b. Extraordinary General Meeting

No Extraordinary General Meeting (EGM) was held during the three years preceding the FY 2022-23.

NCLT Convened Meetings for Equity shareholders and Secured Creditors were held on September 29, 2021 for the purpose of considering and approving the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited, GMR Infrastructure Limited (Currently GMR Airports

Infrastructure Limited) and GMR Power and Urban Infra Limited and their respective Shareholders pursuant to the provisions Sections 230 to 232, Section 66 and other relevant provisions of the Companies Act, 2013.

The resolution was passed with requisite majority of equity shareholders/creditors in number having more than three-fourths in value of shareholding/outstanding amounts, through remote e-voting and e-voting during the meeting.

**c. Special Resolution passed through postal ballot on August 27, 2022:**

The Special Resolution for approval for change of name of the Company from “GMR Infrastructure Limited” to “GMR Airports Infrastructure Limited” and consequent alteration in Memorandum and Articles of Association of the Company, was

No. of Votes Polled	No. of Votes Cast in Favor	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled
499,66,34,158	499,66,06,890	27268	99.9995	0.0005

There is no immediate proposal for passing any resolution through postal ballot. However, if required, the same shall be passed in compliance of the provision of Companies Act, 2013, the SEBI LODR or any other applicable laws.

**d. Procedure for postal ballot**

The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either by physical ballot or through e-voting. The postal ballot notice is sent to shareholders in electronic form to the email addresses registered with the depository (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the postal ballot notice are sent by permitted mode along with a postage prepaid self-addressed business reply envelope. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013. The Company fixes a cut-off date to reckon the voting rights of the members. Shareholders may cast their votes through e-voting during the voting period fixed for this purpose. Alternatively, shareholders may exercise their votes through physical ballot by sending duly completed and signed forms so as to reach the scrutinizer before a specified date and time. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by postal ballot are announced by the Chairman or any other authorized person within 48 hours of conclusion of the voting period. The results are also displayed on the website of the Company ([www.gmrinfra.com](http://www.gmrinfra.com)) and on the notice board of the Company at its Registered office and Corporate office, besides being communicated to the Stock Exchanges, and Registrar and Share Transfer Agents. The resolution(s), if passed by the requisite majority are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

**X. Means of Communication**

The Company has been sending Annual Reports, Notices and

passed by way of postal ballot on August 27, 2022. Mr. V. Sreedharan, (FCS 2347) partner, M/s V. Sreedharan & Associates acted as scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

The details of the voting pattern in respect of the Special Resolution passed was as under:

other communications to each shareholder through e-mail, post and/or courier. However, owing to the COVID-19 Pandemic situation and in accordance with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Notice and Annual Report for FY 2021-2022 were sent to the shareholders only through e-mail. Further, in terms of circulars of the MCA and SEBI, the Notice of AGM and Annual Report for FY 2022-23 are also being sent through e-mail only, to all those members whose email addresses are registered with the Company/ Depository Participants (“DPs”). Notice and Annual Report shall also be available on the website of the Company.

The quarterly/annual results of the Company as per the requirement of SEBI LODR, are generally published in the ‘Business Line’ and ‘Nav Shakti’ (a regional daily in Marathi language). However, post shifting of registered office of the company from the state of Maharashtra to State of Haryana, quarterly / annual results of the company as per requirement of SEBI LODR, will be published in ‘Business line’ and ‘Punjab Kesari’. Quarterly and Annual Financial Results, along with segment report, if any, and Quarterly Shareholding Pattern are posted on the Company's website ([www.gmrinfra.com](http://www.gmrinfra.com)), and intimated to stock exchanges. The presentations made to analysts and others including official news release are also posted on the Company's website and intimated to stock exchanges. All periodical and other filings including the price sensitive information, press release etc., are filed electronically through NSE Electronic Application Processing System (NEAPS), BSE Corporate Compliance & Listing Centre (BSE Listing Centre) and are updated on Company's website. Investor complaints are redressed through SEBI Complaints Redress System (SCORES).

**XI. General Shareholder Information**

**a. 27<sup>th</sup> Annual General Meeting to be held for the FY 2022-23:**

Day : Monday  
 Date : September 18, 2023  
 Time : 03.00 P.M. (IST)  
 Venue : Through Video conferencing as set out in the Notice convening the AGM

**b. Financial Calendar:**

The FY is 1<sup>st</sup> April to 31<sup>st</sup> March every year and for the FY 2023-24, the financial results are proposed to be declared as per the following tentative schedule:

Particulars	Schedule
Financial reporting for the quarter ended June 30, 2023	Declared on August 14, 2023
Financial reporting for the quarter / half year ending September 30, 2023	By First fortnight of November 2023
Financial reporting for the quarter / nine months ending December 31, 2023	By First fortnight of February 2024
Financial reporting for the quarter / year ending March 31, 2024	By Second fortnight of May 2024
Annual General Meeting for the year ending March 31, 2024	August / September 2024

**c. Book Closure Date:**

The Register of Members and Share Transfer Books of the Company will be closed from Monday, September 11, 2023 to Monday, September 18, 2023 (both days inclusive) for the purpose of the 27<sup>th</sup> Annual General Meeting.

**d. Dividend Payment Date:**

The Board has not recommended any dividend for the FY 2022-23.

**e. Listing on Stock Exchanges:**

**(i) Equity Shares:**

The Company's equity shares are listed on the following Stock Exchanges with effect from August 21, 2006:

Name of the Stock Exchange	Address	Stock Code
National Stock Exchange of India Limited	Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.	GMRINFRA
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	532754

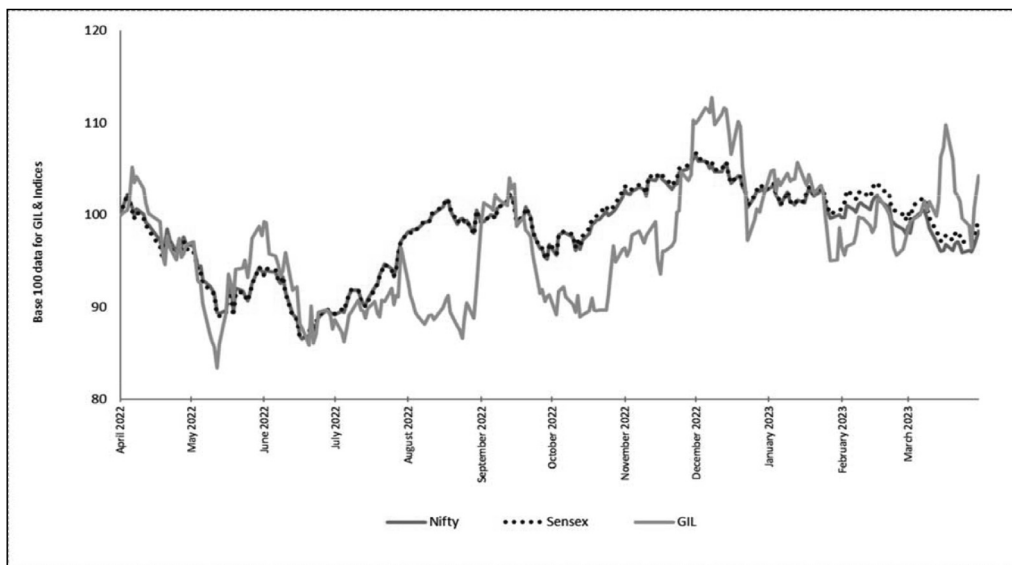
The Company has paid Annual listing fees for the FY 2023-24 to both Stock Exchanges.

**f. Market Price Data – high, low during each month in last FY relating to Equity Shares listed.**

(Amount in ₹)

Month	BSE		NSE	
	High	Low	High	Low
Apr-2022	41.30	36.40	41.30	36.40
May-2022	39.00	31.70	39.00	31.75
Jun -2022	38.85	32.30	38.90	32.30
Jul -2022	38.05	33.30	38.05	33.25
Aug-2022	37.50	33.35	37.50	33.25
Sep -2022	41.75	34.45	41.80	34.35
Oct-2022	38.70	34.10	38.75	34.10
Nov-2022	43.25	36.15	43.20	35.60
Dec-2022	44.30	37.15	44.30	37.15
Jan-2023	41.30	36.00	41.35	36.00
Feb-2023	40.00	36.45	40.05	36.40
Mar-2023	42.87	37.25	43.25	37.20

**Performance of the share price of the Company in comparison to BSE Sensex and S & P CNX Nifty.**



**g. Registrar & Share Transfer Agent (RTA)**

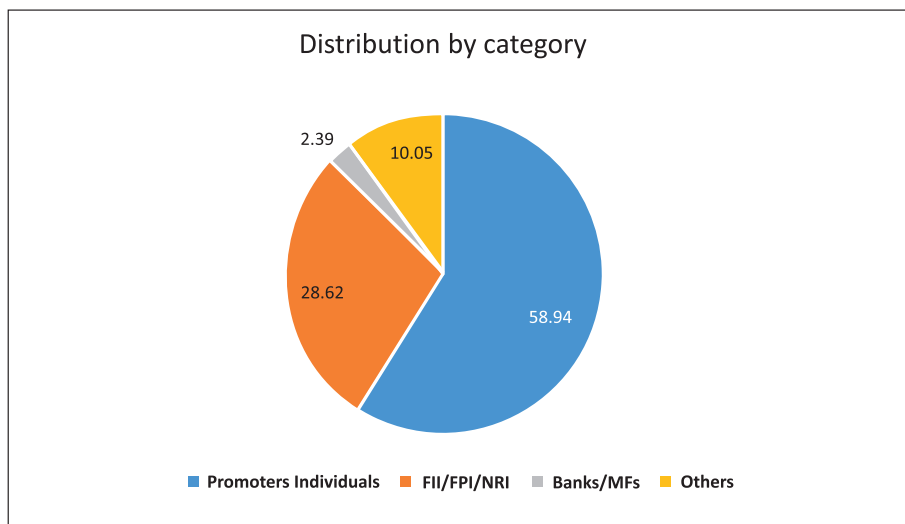
KFin Technologies Limited  
 (Formerly KFin Technologies Private Limited)  
 KFinTech Selenium Tower B,  
 Plot 31-32, Financial District, Nanakramguda, Serilingampally,  
 Hyderabad Rangareddi, Telangana - 500 032  
 Toll free no. 1800-309-4001  
 Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
 Website: [www.kfintech.com](http://www.kfintech.com)

**h. Share Transfer System:**

In terms of Regulation 40 of SEBI LODR, as amended, no transfer of shares in physical mode is permitted. Transfer of shares is permitted only in dematerialized form. The dematerialised shares are directly transferred by the depositories to the beneficiaries.

A summary of the de-materialization request / re-materialization requests is placed before the meetings of the Stakeholders Relationship Committee. The Company obtains certificate from a practicing Company Secretary in terms of Regulation 40(9) of the SEBI LODR certifying that the certificates, if any required, have been issued within 30 days of the date of lodgment and thereafter submit the same to the stock exchanges.

**i. Distribution of equity shareholding as on March 31, 2023**



**Distribution by category**

Description	No. of Cases*	Total Shares	% Equity
Alternative Investment Fund	1	45,000	0.00
Banks	8	7,40,88,444	1.23
Clearing Members	74	9,85,442	0.02
Foreign Institutional Investors	3	3,80,36,706	0.63
Foreign Portfolio - Corp	135	167,39,32,132	27.73
H U F	5,874	1,28,80,109	0.21
I E P F	1	59,82,188	0.10
Bodies Corporates	1,185	16,06,06,400	2.66
Mutual Funds	26	6,99,53,437	1.16
NBFC	5	5,91,950	0.01
Non Resident Indians	4,151	1,58,92,492	0.26
Overseas Corporate Bodies	1	9,999	0.00
Promoters	40	355,73,51,686	58.94
Resident Individuals	4,62,601	32,18,96,805	5.33
Qualified Institutional Buyer	2	10,36,73,136	1.72
Trusts	7	19,349	0.00
<b>Total</b>	<b>4,74,114</b>	<b>603,59,45,275</b>	<b>100.00</b>

\*Calculated on folio basis.

**Distribution by size**

Sl. No.	Category (Shares)	March 31, 2023				March 31, 2022			
		No of Share Holders*	% to holders	No. of Shares	% to Equity	No of Share Holders*	% to holders	No. of Shares	% to Equity
1	1 - 500	388916	82.03	50545876	0.84	426436	80.97	58304908	0.97
2	501-1000	42504	8.96	35306776	0.58	50128	9.52	41609439	0.69
3	1001 - 2000	21345	4.50	33334221	0.55	25142	4.77	39240868	0.65
4	2001 - 3000	7184	1.52	18692938	0.31	8403	1.60	21782230	0.36
5	3001 - 4000	3327	0.70	12205944	0.20	3996	0.76	14625327	0.24
6	4001 - 5000	3115	0.66	14972703	0.25	3705	0.70	17750039	0.29
7	5001 - 10000	4207	0.89	32067379	0.53	5018	0.95	38284123	0.63
8	10001 and above	3516	0.74	5838819438	96.73	3846	0.73	5804348341	96.16
	<b>TOTAL:</b>	<b>474114</b>	<b>100.00</b>	<b>6035945275</b>	<b>100.00</b>	<b>526674</b>	<b>100.00</b>	<b>6035945275</b>	<b>100.00</b>

\*Calculated on folio basis.

**j. Dematerialization of Shares and Liquidity**

The Company's shares are available for dematerialization with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

99.99% of total shares of the company have been dematerialized as on March 31, 2023.

ISIN: INE776C01039 (Fully Paid Shares)

Description	No. of Shareholders*	No. of Shares	% Equity
Physical	73	226181	0.00
NSDL	198389	5654847534	93.69
CDSL	275652	380871560	6.31
<b>Total</b>	<b>474114</b>	<b>6035945275</b>	<b>100.00</b>

\*Calculated on folio basis.

The Company's shares are regularly traded on BSE Limited and the National Stock Exchange of India Limited and were never suspended from trading.

**k. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

**i. GDRs / ADRs:**

The Company has not issued any GDRs / ADRs in the past and hence as on March 31, 2023, the Company does not have any outstanding GDRs / ADRs.

**ii. Warrant:**

During the year under review, the Company has not issued any warrant and there is no warrant outstanding for conversion which is likely to impact on equity.

**iii. Foreign Currency Convertible Bonds (FCCBs):**

The Company, on March 24, 2023, has issued and allotted 330,817 Foreign Currency Convertible Bonds ("FCCBs") of a face value of EUR 1,000 each, aggregating to a sum of EUR 330.817 mn to Aéroports de Paris S.A. (ADP). The said FCCBs may be converted into 670,600,981 equity shares (approximately) in accordance with the terms of the Bonds.

Further the outstanding FCCBs aggregating to US\$ 25 million (adjusted on account of Demerger) issued to Kuwait Investment Authority (KIA) on December 10, 2015 shall account for 111,24,16,667 equity shares of the Company (as per original entitlement) if converted.

**l. Commodity Price Risk/ Foreign Exchange Risk and Hedging activities:**

The details of foreign currency exposure and hedging are disclosed in note no. 35 to the standalone financial statements.

**m. Plant locations:**

In view of the nature of the Company's business viz. providing infrastructure facilities, the Company, through its subsidiaries / associates / joint venture, operates from various offices in India and abroad.

The international locations where the Company operates by itself or through its subsidiaries / associates / joint venture are Indonesia, Philippines, Greece, Singapore and Dubai. National

locations (States) where the Company operates by itself and through its subsidiaries, JVs, Associates in India are Haryana, Delhi, Telangana, Maharashtra, Goa, Andhra Pradesh, Karnataka, Kerala etc.

**n. Address for correspondence:**

GMR Airports Infrastructure Limited  
(formerly known as GMR Infrastructure Limited)  
CIN: L45203HR1996PLC113564  
Company Secretary and Compliance Officer  
(Corporate Secretarial Department)  
Unit No 12, 18<sup>th</sup> Floor, DLF Cyber City, Building No. 5,  
Tower A, Phase – III, Gurugram, Haryana – 122002, India  
T +91 124 6637750  
E-mail: [Gil.Cosecy@gmrgroup.in](mailto:Gil.Cosecy@gmrgroup.in)

**o. Prevention of Insider Trading:**

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has instituted a comprehensive Code of Conduct for prevention of insider trading, in the Company's shares and Code of practices and procedures for fair disclosure of unpublished price sensitive information. The Code is available on the website

<https://investor.gmrinfra.com/pdf/GILCodeofConductforPITandCodeofPracticesProcedures-final.pdf>.

**p. Reconciliation of Share Capital:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL, physical shares and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the Stock Exchanges and is placed before the Stakeholders' Relationship Committee and the Board of Directors of the Company. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

**q. Equity Shares in the Suspense Account:**

As per Schedule V read with Schedule VI, Regulation 34(3), 53(f) and 39(4) of the SEBI LODR, the details in respect of equity shares lying in the suspense / escrow account are as under:

Particulars	Number of share holders	Number of equity shares held
Aggregate number of shareholders and the outstanding shares in the suspense / escrow account (maintained with CDSL & NSDL) lying as on April 1, 2022.	13	17,924
Number of shareholders who approached the Company for transfer of shares from suspense / escrow account (maintained with NSDL) during the year	0	0

<b>Particulars</b>	<b>Number of share holders</b>	<b>Number of equity shares held</b>
Number of shareholders to whom shares were transferred from the suspense / escrow account (maintained with NSDL) during the year	0	0
Aggregate Number of shareholders and the outstanding shares in the suspense account (maintained with CDSL & NSDL) lying as on March 31, 2023	13	17,924

The voting rights on the shares outstanding in the aforesaid suspense account as on March 31, 2023 shall remain frozen till the rightful owner of such shares claims the shares. There were no unclaimed equity shares issued in physical form.

**r. List of all credit rating obtained for debt:**

Since there are no Debt Instruments outstanding in the Company, no credit rating was obtained during the FY ended March 31, 2023 for debt instrument.

**s. Investor Education and Protection Fund (IEPF)**

In accordance with the applicable provisions of the Companies Act, 2013 (Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (IEPF Rules), all unclaimed dividends, if not claimed for a period of seven (7) years from the date of transfer to Unclaimed Dividend Account of the Company, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

Further, according to the IEPF Rules, all the share in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more from the respective date of transfer to Unpaid Dividend Account shall also be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific Order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

The members can claim the dividends and shares transferred to the IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) as per the procedure prescribed under the Act. No claim shall lie against the Company in respect of the shares and dividend so transferred.

In accordance with IEPF Rules, the Board of Directors have appointed Mr. T. Venkat Ramana, Company Secretary of the Company, as the Nodal Officer for the purpose of verification of claims and for co-ordination with IEPF Authority.

Details of the Nodal Officer for the purpose of co-ordination with the IEPF Authority are available on the website of the Company at <https://investor.gmrinfra.com/contact-us>.

Shares and Dividends have been transferred to IEPF Authority for the FY 2012-13 and 2013-14 and Company is processing the claim requests as and when received from shareholders who are filing the IEPF 5 available on the website.

**XII. Subsidiary Companies**

The Company reviews the performance of its subsidiary companies, *inter-alia*, by the following means:

- i. The financial statements, including the investments made by subsidiary companies, are reviewed by the Audit Committee of the Company, periodically;
- ii. The minutes of the Board / Audit Committee Meetings of the subsidiary companies are noted at the Board / Audit Committee Meetings respectively of the Company;
- iii. The details of significant transactions and arrangements entered into by the subsidiary companies are placed periodically before the Board of the Company;
- iv. Detailed update on various businesses carried out by the subsidiaries of the Company and joint ventures, is presented to the Board of directors of the Company, on a quarterly basis;
- v. Utilization of loans/advances given or investment made in Subsidiary Companies, exceeding ₹ 100 crores or 10% of asset size of subsidiary, whichever is lower is reviewed periodically by the Audit Committee of the Company.

**XIII. Other Disclosures**

**a. Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, Directors or their relatives, management, its subsidiaries etc., that may have potential conflict with the interests of the Company at large:**

None of the transactions with related parties were in conflict with the interests of the Company at large. The transactions with related parties are mentioned in note no. 31 of the financial statements.

**b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:**

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence, no penalty or stricture was imposed by the Stock Exchanges or SEBI or any statutory authority.

**c. Whistle Blower Policy/ Vigil Mechanism:**

To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to voice concern in a responsible and effective manner about serious malpractice, impropriety, abuse or wrongdoing within the organization, the Company has a Whistle Blower Policy/Vigil Mechanism in place, applicable to the Company and its subsidiaries.

This mechanism has been communicated to all concerned and posted on the Company's website

[https://investor.gmrinfra.com/pdf/GMR\\_Policy\\_Whistle\\_Blower.pdf](https://investor.gmrinfra.com/pdf/GMR_Policy_Whistle_Blower.pdf)

The Company has set up an "Ethics Helpline", with a toll free number and entrusted the running of the said helpline to an external agency so as to address issues relating to protection of confidentiality of information and identity of the whistle blower.

We affirm that during the year under review, no one has been denied access to the Chairman of the Audit Committee under the Whistle Blower Policy.

**d. The Company has complied with the mandatory requirements of listing regulations. Further, the Company has also put its best endeavor to comply with non-mandatory requirement(s).**

**e. The Company has framed a Material Subsidiary Policy and the same is placed on the Company's website and the web link for the same is**

[https://investor.gmrinfra.com/pdf/4\\_Policy\\_on\\_Material\\_subsidiaries.pdf](https://investor.gmrinfra.com/pdf/4_Policy_on_Material_subsidiaries.pdf)

**f. The Company has framed Related Party Transaction Policy, and the same is placed on the Company's website and the web link for the same is**

[https://investor.gmrinfra.com/pdf/RevisedGIL\\_PolicyonRelatedPartyTransaction-wefFeb09\\_2022-uploadedonwebsite.pdf](https://investor.gmrinfra.com/pdf/RevisedGIL_PolicyonRelatedPartyTransaction-wefFeb09_2022-uploadedonwebsite.pdf)

**g. During the FY ended March 31, 2023, the Company did not engage in commodity price risk and commodity hedging activity.**

**h. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified**

**under Regulation 32(7A):** The Company has not raised any fund during the year through preferential allotment or qualified institutional placement. However, during the year, the Company had raised funds aggregating to EUR 330,817,000 equivalent to about ₹ 2,930 crores through issue of 330,817 Foreign Currency Convertible Bonds (FCCBs) of Euro 1,000 each. The FCCBs were raised to reduce the debt of subsidiaries and fellow subsidiaries for which the Company had provided security/ Corporate Guarantees. During the year ended March 31, 2023, an amount of about ₹ 542 crores were utilized for the purpose of which the FCCBs were raised. Post March 31, 2023, an amount of about ₹ 2335 crores has also been utilized for the purpose of which the FCCBs were raised.

**i. Certificate from Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed hereinafter.**

**j. The Board has accepted all recommendations of the Board committees which are mandatorily required in the relevant FY.**

**k. Total fees for all services paid by the listed entity & its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/ network entity of which the statutory auditors are a part, is ₹ 5.18 Crore.**

**l. Disclosure in relation to the Sexual Harassment of Women at Workplace (prevention, prohibition, & redressal) Act, 2013:**

- i. Number of complaints filed during the financial year : Nil
- ii. Number of complaints disposed of during the financial year : Nil
- iii. Number of complaints pending as on end of the financial year : Nil

**XIV. Disclosure of loans and advances by the Company and its subsidiaries in the nature of loans to firms/companies in which directors are interested are as follows:-**

During the FY 2022-23, no loans/advances in the nature of loans were given to firms/companies in which directors are interested.



**n. Details of material subsidiaries of the listed entity.**

S. No.	Name of material subsidiary	Date of incorporation	Place of incorporation	Name of the statutory auditor(s)	Date of appointment of the statutory auditor(s)
1.	GMR Airports Limited	February 6, 1992	Madras	M/s. KS Rao & Co., Chartered Accountants M/s Manohar Chowdhry & Associates, Chartered Accountants	September 16, 2021  September 28, 2022
2.	Delhi International Airport Limited	March 01, 2006	Delhi	M/s. KS Rao & Co., Chartered Accountants M/s. Walker Chandiook & Co LLP, Chartered Accountants	September 5, 2022  September 25, 2019
3.	GMR Hyderabad International Airport Limited	December 17, 2002	Hyderabad	M/s. KS Rao & Co., Chartered Accountants M/s. Walker Chandiook & Co LLP, Chartered Accountants	September 15, 2022  September 27, 2019
4	Delhi Duty Free Services Private Limited	July 07, 2009	New Delhi	M/s. Walker Chandiook & Co LLP, Chartered Accountants	September 17, 2021

**XV. There has been no instance of non-compliance of any requirement of Corporate Governance Report as prescribed under SEBI LODR.**

**XVI. Adoption of Non-Mandatory Requirements as stipulated in Part E of Schedule II of SEBI LODR:**

**a. The Board**

The Company has maintained an office for its Non-Executive Chairman.

**b. Reporting of Internal Auditor**

The Head, Management Assurance Group, Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings and reports the findings of the internal audit, directly to the Audit Committee.

**XVII. THE COMPANY HAS FULLY COMPLIED WITH THE APPLICABLE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSE B TO CLAUSE I OF SUB-REGULATION 2 OF REGULATION 46 OF THE SEBI LODR.**

**Declaration on compliance with Code of Conduct**

To,  
The Members of **GMR Airports Infrastructure Limited**  
(formerly known as GMR Infrastructure Limited)

Sub: Declaration by the Managing Director & CEO under Para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Grandhi Kiran Kumar, Managing Director & CEO of GMR Airports Infrastructure Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2023.

Place : Dubai  
Date : May 27, 2023

Grandhi Kiran Kumar  
Managing Director & CEO



## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE :

Corporate Identity Number: L45203HR1996PLC113564

Nominal Capital: ₹ 1,455 Crores

### The Members of

#### **GMR Airports Infrastructure Limited**

(Formerly known as GMR Infrastructure Limited)

Unit No. 12, 18th Floor, Tower A,

Building No. 5, DLF Cyber City,

DLF Phase- III, Gurugram- 122002,

Haryana, India.

We have examined all the relevant records of GMR Airports Infrastructure Limited (*Formerly known as GMR Infrastructure Limited*) for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the said Regulations during the period under review.

As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has complied with item No. A and No. E.

**For V Sreedharan & Associates**

**(V. Sreedharan)**

Partner

FCS : 2347 CP.No. 833

UDIN: F002347E000800870

Peer Review Certificate No. : 589/2019

Date : August 14, 2023

Address : Plot No. 293, No. 201, 2nd Floor,

10th Main, 3rd Block, Jayanagar-560011, Bangalore

**Managing Director & CEO and CFO certification pursuant to Regulation 17(8) read with Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Board of Directors

**GMR Airports Infrastructure Limited**

(Formerly GMR Infrastructure Limited)

Unit No. 12, 18th Floor, Cyber City, Building No. 5,  
Tower A, Phase – III, Gurugram– 122002, India

We hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2023 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee (wherever applicable):
  - i. significant changes in internal controls over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; wherever applicable; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **GMR Airports Infrastructure Limited**  
(formerly known as GMR Infrastructure Limited)

**Grandhi Kiran Kumar**  
Managing Director & CEO  
DIN: 00061669

**Saurabh Chawla**  
CFO

Date : May 27, 2023

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To,**  
**The Members of**  
**GMR AIRPORTS INFRASTRUCTURE LIMITED**  
*(formerly GMR INFRASTRUCTURE LIMITED)*  
 Unit No. 12, 18<sup>th</sup> Floor, Tower A,  
 Building No. 5, DLF Cyber City,  
 DLF Phase- III, Gurugram- 122002,  
 Haryana, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GMR AIRPORTS INFRASTRUCTURE LIMITED (formerly GMR INFRASTRUCTURE LIMITED)** having CIN: L45203MH1996PLC281138 and having registered office at Unit No. 12, 18<sup>th</sup> Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India. (hereinafter referred to as 'the Company'), produced before us by

the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status] at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and the explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company (as stated below) for the Financial Year ended March 31, 2023 has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) or any such statutory authority.

**Details of Directors:**

Sl. No.	Name of the Director	Director Identification Number (DIN)	Date of appointment in the Company
1.	Mr. Mallikarjuna Rao Grandhi	00574243	22/05/1999
2.	Mr. Buchisanyasi Raju Grandhi	00061686	22/05/1999
3.	Mr. Kiran Kumar Grandhi	00061669	05/12/1999
4.	Mr. Srinivas Bommidala	00061464	10/05/1996
5.	Mr. Boda Venkata Nageswara Rao	00051167	10/05/1996
6.	Mr. Madhva Bhimacharya Terdal	05343139	08/08/2019
7.	Mr. Suresh Lilaram Narang	08734030	22/04/2020
8.	Mr. Subba Rao Amarthaluru	00082313	09/09/2021
9.	Dr. Mundayat Ramachandran	01573258	09/09/2021
10.	Ms. Bijal Tushar Ajinkya	01976832	09/09/2021
11.	Dr. Emandi Sankara Rao	05184747	09/09/2021
12.	Mr. Sadhu Ram Bansal	06471984	09/09/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For V Sreedharan and Associates**

**(V. Sreedharan)**

Partner

FCS: 2347; C.P. No. 833

UDIN: F002347E000641414

Peer Review Certificate No: 589/2019

Place : Bengaluru  
 Date : July 19,2023

# Management Discussion & Analysis

## Forward-looking Statements

This document contains certain forward-looking statements based on the currently held beliefs and assumptions of the management of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ("GIL"), which are expressed in good faith, and in its opinion and judgment, are fairly reasonable. For this purpose, forward-looking statements mean statements, remarks or forecasts that address activities, events, conditions or developments that the Company expects or anticipates could occur in the future. Because of the inherent risks and uncertainties in the social and economic scenarios, the actual events, results or performance can differ materially and substantially from those indicated by these statements. GIL disclaims any obligation to update these forward-looking statements to reflect future events or developments.

## Introduction

The FY 2022-23 was an important year in the journey of GIL. While grappling with a number of headwinds, the overall direction of the Indian economy and the renewed growth prospects of the Indian aviation sector have helped strongly re-establish the opportunity available for GIL to emerge as a leading airport platform.

Early during the year, vaccination drives around the globe resulted in pandemic waves becoming shorter and less impactful. Further, World Health Organization (WHO) re-classified covid as endemic from pandemic, thus indicating that, while covid may never go away completely, the intensity of the virus is expected to weaken.

While on one hand, the receding pandemic fears resulted in a strong post-COVID recovery, on the other hand, the geo-political scenario turned negative. The continuing Russian invasion of Ukraine coupled with weakened supply chains triggered high inflation globally. This resulted in Central banks across the world acting in unison to tighten liquidity mainly through increasing interest rates in order to rein in inflation. However, this sudden change in monetary policy stance from accommodative to tightening caught many off-guard. While it did lead to difficulties for many countries and corporates, it also triggered the collapse of a few regional banks in United States and a major bank in Europe.

China continued with its drastic "Zero Covid" policy long after other economies had opened up and only towards December 2022 did it start relaxing this policy. As a consequence, China's manufacturing sector continued to be disrupted with some companies closing down their China operations, which in turn resulted in a slowdown of China's economy and disruption of global supply chains.

## Global economic scenario

While post-pandemic recovery in CY2021 witnessed a GDP growth

of 6% on a low base in CY2020, Global GDP growth rate normalized to 3.4% for CY2022 International Monetary Fund (IMF). At the same time, Global inflation rose from 4.7% in 2021 to 8.7% in 2022 (IMF). Rise in inflation was fueled by various factors including the release of pent-up demand post pandemic and supply chain disruptions due to after-effects of pandemic and US-China economic war. Excessive monetary easing by various countries post pandemic intensified the impact. Finally, the Russia Ukraine conflict exacerbated the inflation issue due to disruptions in natural gas, wheat and fertilizer supply.

In order to fight rising inflation central banks around the world reversed their policies from monetary easing and started tightening liquidity. Given such developments, while inflation levels have recently started to soften, an adverse impact on global growth is to be expected. IMF has revised downward the global GDP growth forecast for CY2023 to 2.8%.

United States recorded an inflation rate of 8.3% during CY2022. To counter the same, US Federal Reserve have hiked interest rates to 5.00 – 5.25% from 0.25% during COVID. Such an unprecedented rise in interest rates has been designed to slow down the economic growth. However, despite the actions by the Central Banks, inflation has proved to be rather sticky, and economic activity, particularly in USA, has not slowed adequately in line with Federal Reserve estimates. However, it also resulted in the collapse of three regional banks in United States including First Republic bank, Silicon Valley Bank and Signature Bank. United States recorded a GDP growth of 2.1% during 2022, which is expected to further slowdown to 1.6% in 2023 as per IMF.

Europe seems to be among the worst impacted by the Russia Ukraine conflict. Initial expectations did not envisage a prolonged war, but the continuing conflict created scarcity of many products and disrupted the still recovering supply chains. Europe, in particular, was deeply impacted on account of its strong dependence on natural gas and food supplies from Russia and Ukraine. The European Central Bank (ECB) has also been hiking interest rates to counter rising inflation, which has compounded the negative impact on economic activities. Interest rate as declared by ECB now stands at 4%. Euro area GDP growth for 2022 was recorded at 3.5%, while as a result of above-mentioned factors, the same is projected by IMF at 0.8% for 2023. Germany is expected to record a degrowth of 0.1% during 2023.

China recorded a GDP growth of 3% during 2022, mainly because of its very delayed repeal of zero COVID policy. Given the gradual economic recovery and easing supply chain disruptions, China's GDP is expected to grow at 5.2% during 2023 as per IMF. However, this growth forecast may undergo a downward revision given weak recent macro-economic indicators coming out of China, including stagnation in investments, shrinking trade numbers, falling prices etc.

## Indian economic scenario

Among all the global economic and geo-political turmoil, India has remained a bright spot in the world economy. India ended FY 2022-23 on a strong footing with a GDP growth of ~7% despite headwinds from ongoing Russia-Ukraine conflict, high levels of inflation and rate hikes by RBI.

FY 2022-23 began in the backdrop of the challenges posed by the rising inflation brought on by the Russia Ukraine conflict. Globally, pricing for crude oil, natural gas, food and fertilizers rose substantially. While India has traditionally been playing a balancing act in line with its policy of non-alignment, it has not been immune to negative economic consequences of such conflicts. India was particularly hit due to high crude oil prices. However, the government proactively mitigated this challenge by sourcing crude oil supplies from Russia at a significant discount to prevailing crude oil prices.

With the third COVID wave receding in Q1 2022, fears of pandemic took a back seat. As such consumer demand for a large variety of goods and services gained momentum. In particular, strong traction was witnessed in travel and hospitality, allowing the aviation sector to recover strongly during FY 2022-23. Such additional demand also fueled the supply side driven inflation. Despite the mitigation measures taken by the government, India still had to suffer an initial inflation shock, which took consumer inflation to a level of 7 to 8%. To counter such high levels of inflation, Reserve Bank of India sprang into action and started increasing interest rates from May 2022 and ended FY 2022-23 with the repo rate at 6.5%, a 250 bps rise during the year. Fruits of these actions are now becoming visible with inflation starting to soften.

Simultaneously, in order to mitigate negative impact on economic growth from rate hikes, Government of India continued to enhance spending via infrastructure investments, subsidies, performance linked incentive scheme, etc. To push growth in the economy and revive private capex, the government's capex spending target was increased by around 33% to ₹ 7.5 lakh crore for FY 2022-23, with major emphasis on infrastructure and technology.

During the first half of FY 2022-23, India's forex reserves fell from around USD 600 Bn to USD 530 Bn mainly due to high crude oil prices and foreign investors pulling out money from India equity markets amid interest rate hikes. However, during the second half investor confidence seemed to have been restored and coupled with falling crude oil prices, India's forex reserves zoomed again to above USD 590 Bn mark.

Performance of Indian rupee also remained satisfactory, depreciating from around ₹ 76 to around ₹ 82 per USD in 1<sup>st</sup> half of FY 2022-23, largely due to effects of Russia-Ukraine war but remaining within the range of INR80 to ₹ 82 per USD since the 2<sup>nd</sup> half of FY 2022-23. Despite this currency depreciation, the Indian Rupee remained among the best performing currencies in the world.

Inflation numbers remained high during the year and only started softening during the second half as a result of normalization of commodity prices and high interest rates. WPI (Wholesale price index) inflation came down from a high of 13.88% during June 2022 to around -3.5% in June 2023. Similarly, CPI (Consumer price index) inflation came down from as high as 7.8% in May 2022 to 4.25% in June 2023.

GST collections continued to grow throughout the year indicating good economic activity. Monthly GST collections improved from ₹ 1.41 Trillion in May 2022 to ₹ 1.87 Trillion in April 2023. Other indicators like Manufacturing PMI and Services PMI also saw marked improvement throughout the year indicating robust economic and investment climate in India.

## Way forward

As the world moves ahead of the pandemic, the geo-political context is characterized by a more multi-polar world, where countries are driven more by their individual requirements rather than through their traditional strategic partnerships. The Russian-Ukraine conflict is a consequence of the brinkmanship between Russia and NATO and no easy solution appears to be in sight. In addition, China's ambitions have also created friction with the US and other major economies in the Asia Pacific region. The US-China economic war on Technology and Chip related issues have further exacerbated an already fragile supply chain. China's BRI (Belt and Road initiative) has left a number of developing countries, already struggling to recover from the pandemic, on the verge of bankruptcy.

With rising oil prices, the Middle East has once again emerged with capital surpluses, ready to play a greater role moving ahead. Both United Arab Emirates and Saudi Arabia have significant plans to grow infrastructure and strengthen their economies.

India has emerged stronger during this period. As India was able to roll-out vaccines to cover a large part of the population, and through its ability to keep the domestic economy going after the initial covid period, it was in a strong position to grow in the post pandemic era. In this emerging post pandemic multi-polar context, many global corporations are wary of continuing to depend substantially on China for their sourcing and manufacturing requirements. Over the past few years, India has rolled out various taxation incentives and specific Production-Linked-Incentive (PLI) Schemes for manufacturing in specified sectors. With the strong domestic market poised for strong growth as India per capital increases, combined with the young demography and trained technical manpower available in India, these additional incentives have been a key reason for many global corporations to consider India as a manufacturing destination. Given the complexity of decision making and gestation period for manufacturing investments, these investments are likely to be rolled out over the medium term.

As such, the recent accelerated pace of economic reforms of the last few years in the domains of fiscal, digital and physical infrastructure, has positioned India for higher and sustainable growth. This, together with the largest, broadest and deepest labor pool, with a relatively inelastic labor market, provides a long runway for improving productivity at a pace faster than growth in wages. This enhances the global competitiveness of enterprises doing business in India.

The digital public infrastructure and its adoption by people, provides India a unique competitive advantage of not only reducing the cost of doing business, but also formalizes the economy and supports financial inclusion and creates new business opportunities.

The spurt of new-age companies across technology and other sectors on the back of rapid digitalization and strong capital availability would be instrumental in delivering differential growth to the Indian economy.

Acceleration in infrastructure investment, especially transportation and logistics, is directly boosting growth while steadily improving competitiveness for enterprises. After massive upgrades in roadways, the focus is now on rail, air, water transport along with the 'Gati Shakti' initiative which is aimed to improve intermodal visibility and synergies. Investment in physical infrastructure is being supplemented by IT-based ease-of-doing-business initiatives such as the National Logistics Policy which aims to increase the speed and lower the cost of movement.

The National Infrastructure Pipeline (NIP) of USD 1.4 trillion underpins the large infrastructure investment opportunity in India, duly supported with tax concessions for Sovereign Wealth and Pension Funds and an enabling market for Infrastructure Investment Trusts (InViTs) to monetize developed infrastructure assets and free up capital.

Improving the ease-of-doing-business parameters and reducing the regulatory and compliance burdens for enterprises in India, would be key to enhancing competitiveness.

### **Infrastructure initiatives announced**

The financial budget for FY 2023-24 aimed to serve as a blueprint for future growth and building an inclusive and empowered economy. The budget prioritized growth in infrastructure and investment, last mile connectivity, green growth and financial sector growth among other targets.

In a major boost to infrastructure and economy, the budget entails a 33% growth in capital expenditure outlay at ₹ 10 lakh crore. Further, in order to spur growth in priority sectors, the Union Budget 2023-24 earmarked ₹ 8,083 crore for Production-Linked Incentive (PLI) schemes, a major allocation going towards large-scale electronics manufacturing, pharmaceuticals, automotive and automotive components, and food processing.

The Union Budget 2023-24 also highlighted 'Green Growth' among the key priorities in the economic agenda. With a clear intent to boost investment in the green energy space, the budget provides a capital outlay of ₹ 35,000 crore for energy transition. A Green Credit Program is to be notified under the Environment (Protection) Act to incentivize and mobilize additional resources for environmentally sustainable and responsive actions. These steps are aimed to create a sustainable energy mix and the required energy infrastructure framework attracting further investments.

Additionally, in a bid to boost the MSME sector, a revamped credit guarantee scheme has taken effect through infusion of ₹ 9,000 crore in the corpus. This scheme is expected to enable additional collateral-free guaranteed credit of ₹ 2 lakh crore and reduce the cost of the credit by about 1 per cent.

Despite the above-mentioned major capital allocation, the government intends to improve fiscal discipline. In this direction, the fiscal deficit target for FY 2023-24 has been set at 5.9%, a 50bps reduction over the past year's target.

### **Impact on sectors in which GIL operates.**

The civil aviation industry in India has been one of the fastest growing industries. With exception of the pandemic period related disruption, the industry has grown by leaps and bounds in the recent years. India is the third largest domestic aviation market in the world and is expected to overtake UK to become the third largest overall (domestic + international) air passenger market in the world by FY 2023-24. Further, as per International Air Transport Association (IATA), Indian aviation market is expected to overtake US and China by 2030.

Aviation sector plays a significant role in economic development of a country. Indian aviation contributes approx. 5% of nation's GDP. It offers global connections, which are crucial in advancing international business and trade. Further, it boosts tourism and thus is a major driver for the travel and tourism industry. It not only transports passengers, but also air cargo, which boosts trade of high value and perishable products. The government recognizes this and the need to accommodate the fast-growing aviation traffic in India. Thus, various steps are being taken to boost growth of the sector.

The government, in 2017 introduced the UDAN regional connectivity scheme, which aimed to make air travel more accessible and affordable for public and thus increase air traffic in Tier II and Tier III cities. This initiative has had impressive results and has led to a significant increase in air traffic from Tier II and Tier III cities. The Government has further planned to revive 50 airports to improve regional air connectivity around India. Apart from this, there are also plans to make additional heliports, advanced landing grounds and water aerodromes. Ministry of Civil Aviation anticipates growing number of airports in India from current 148 to 230-240 by the year 2030. Further, the government is also taking appropriate steps to develop large scale airports (including Delhi International Airport) as

global air traffic hubs.

Given the attractive sector growth prospects, the airline players are also charting their investments in line with sector growth forecasts. Various airlines operators including TATA and Indigo have planned a massive expansion of their fleets. Air India signed agreements to purchase 250 Airbus planes, split between 210 single-aisle A320neos and 40 wide body A350s, and 220 Boeing aircrafts including 190 narrow body 737 MAX jets, 20 wide body 787 and 10 777Xs. Similarly, Indigo placed order for 500 Airbus A320 aircrafts. Airlines are expediting addition of wide body planes to enhance reach and contribute towards developing Indian airports as global air traffic hubs. In fact, the current fleet size in India is expected to grow from current ~700 to 1200-1400 by 2030.

### Key developments at GIL

Over the past few years, we have consolidated our position, focused on addressing, rationalization and management of corporate debt and stressed assets while building a platform for growth for the future. We have taken many significant steps in implementing our stated strategy to strengthen the balance sheet through improved cash flows from increased profitability, debt reduction through asset monetization, value unlocking and prudent working capital management while creating avenues for growth.

In this direction, last year in a bid to create value for investors and attracting sector focused investor capital, GIL had completed its restructuring initiative, under which, the group underwent a vertical de-merger of its airport and non-airport businesses. Post the de-merger, GIL emerged as India's only pure-play listed airport company.

This year too, the company has taken up various initiatives to strengthen its position as one of the largest private airport developers in the world.

As you are aware, in 2020 we had entered into strategic partnership with Paris based Groupe ADP to create a world-class airport platform, whereby Groupe ADP had purchased 49% stake in GMR Airports Limited (GAL), a subsidiary of GIL. At the time of the agreement, it was our endeavor not only to raise capital, to strengthen our balance sheet, but also to simplify the corporate structure as we go forward. Thus, the company has undertaken a significant decision to restructure GIL and prepare for a new growth phase through Composite Scheme of Amalgamation and Arrangement whereby GMR Airports Limited, the existing airport platform, would be merged into GIL in a step approach. The said Scheme will be filed with the National Company Law Tribunal (NCLT), in terms of the applicable laws.

The merger would result in cementing further the relationship between GMR and Groupe ADP. In addition, it will enable an earlier settlement of the earnouts for GIL, which were agreed at the time of investment by Groupe ADP in GAL.

As part of the understanding related to the merger, **Groupe ADP has subscribed to FCCBs** issued by GIL, which will be used to further deleverage the company and settle most of the contingent liabilities related to GPUIL/its subsidiaries, which are a legacy of the pre-merger period. As part of this transaction, GIL has raised approximately €331 million, or about ₹ 2,930 crores, from Groupe ADP through a 10-year 6.76 % per annum simple interest coupon FCCB due in 2033.

The approval/NoC from Competition Commission of India, stock exchanges and Reserve Bank of India have been obtained for the Scheme of Merger.

In another boost to our expansion targets, **GMR Airports Limited and National Investment and Infrastructure Fund (NIIF), in December 2022 announced a financial partnership** under which NIIF will invest in three airport projects. In this direction, NIIF has already invested ₹ 631 crores in GMR Goa International Airport Limited in the form of Compulsory Convertible Debentures (CCD).

In line with our strategy of deleveraging and redeployment of capital, GIL announced in September 2022, **sale of its stake in GMCAC (CEBU airport Philippines) to Aboitiz InfraCapital**. The transaction was completed by December 2022 and consideration with respect to the same was received. GIL will continue to hold 33% stake in the asset until September 2024 and will also operate the airport as technical services provider till December 2026. It will also be eligible to receive additional consideration as earnouts linked to the financial performance achieved by GMCAC over the period until December 2026.

In terms of business development GMR had emerged as the winner for the bid to develop and operate **Kualanamu International Airport in Medan, Indonesia** in November 2021. GMR Group holds **49% equity in the airport SPV**, while the remaining 51% is held by PT Angkasa Pura II, a state-owned airport operator of Indonesia. The project scope includes operation, development, and expansion of the airport over a period of 25 years. In July 2022, post completion of all conditions precedent, **the SPV started operating the airport**. Traffic recovery post COVID at Kualanamu airport has been impressive and it handled a total of 5.8mn passengers in CY2022.

On the domestic front, in a major development, we **commissioned the Mopa international airport project at Goa on December 07, 2022**. The project was inaugurated by the Hon'ble Prime Minister of India on December 11, 2022. The airport **commenced domestic operations on January 5, 2023**, while the international operations began in July 2023.

In another development, we are soon to start construction at our **Bhogapuram airport project**. The **foundation stone for the project was laid by the Hon'ble Chief minister of Andhra Pradesh in May 2023**. With a joint survey of land in progress, construction works are expected to start soon.



In terms of organic expansion at our existing airports, a few years ago we had taken up massive expansion projects at our Delhi and Hyderabad airports. These expansion projects are in the advanced stages and expected to be completed within FY 2023-24. **With these projects completed, passenger handling capacity at Delhi International Airport will stand at 100mn passengers per year, while Hyderabad International Airport capacity will be enhanced to 34mn passengers per year.**

With respect to Nagpur airport, where GMR had emerged as the highest bidder in March 2019 and subsequently the bidding process was annulled by the authority in March 2020, Hon'ble Bombay high court had quashed the award cancellation letter and directed the concerned authority to sign concession agreement for Nagpur Airport with GMR. In another relief to GMR, Hon'ble Supreme Court too had upheld the High Court order. In further developments during FY 2022-23, on August 12, 2022, Hon'ble Supreme Court dismissed the Review Petitions filed by MIHAN India Limited, Government of Maharashtra & AAI upholding the earlier order of Supreme Court to execute the concession agreement for Nagpur Airport. Review Petition was subsequently filed by MoCA in Hon'ble Supreme Court challenging the Supreme Court Order that got dismissed by Court in its Order dated May 11, 2023.

On an overall basis, GMR Group operated airports, during **FY 2022-23 handled a total of more than 100mn passengers** (Including passengers handled at Delhi, Hyderabad, Mopa, CEBU and Medan airports). Our Indian portfolio of airport assets handled 87mn passengers during FY 2022-23, thus **forming a 26.6% market share of all India traffic (Domestic traffic share of 25.1%; International share of 33.5%)**. With a lot of organic and inorganic expansion on the way, we expect to improve this share in coming years.

While we expand our footprint across India and other geographies, we continue to ensure and strive for operational excellence at all our airport assets. Both Delhi International Airport & Hyderabad International Airport continue to maintain an ASQ (service quality rating) of 5.00. Further, **Delhi International Airport improved its Global Skytrax airport ranking to 36<sup>th</sup> in the world, while Hyderabad improved its ranking to 65<sup>th</sup>**. Delhi International Airport was conferred with "Best Airport in India and South Asia" in the World Airport Awards by Skytrax, for 5th year in a row, while it was adjudged the "Cleanest airport in India and South Asia" for 3<sup>rd</sup> year in a row. Delhi International Airport was also recognized and awarded by ACI as the "Best Airport in Asia Pacific" by ACI-ASQ for 2022 along with the accolade on Cleanest Airport in the region. Similarly, Hyderabad International Airport was recognized as the winner of the 2022 Airport Service Quality (ASQ) Award for Best Airport of 15 to 25 Million Passengers in Asia-Pacific. It was also conferred the "Best regional airport in India and South Asia" by Skytrax rankings.

At GMR, our commitment to the cause of Nation building is through creation of quality assets. We are proud to be associated with

landmark infrastructure projects in India like Delhi International Airport, Hyderabad International Airport & Goa Airport at Mopa etc. We strive to continue developing more such marquee infrastructure assets in service of the nation.

### Airport Sector Outlook and Future Plan

#### Airport Sector

The aviation industry across the globe faced an unprecedented situation due to the COVID-19 outbreak. This resulted in near wipe out of passenger traffic across airports in India and across most parts of the world before a gradual opening up and recovery. FY 2022-23 was the first year after Covid where we had unrestricted scheduled operation for domestic and international movement. While domestic traffic recovery exceeded the pre-COVID level, international traffic reached to about 85% - 90% of pre-COVID level by fiscal year end.

In addition to the pandemic, Russia – Ukraine conflict has also presented significant impact on global aviation industry in the form of restrictions on travel related air-space usage. However, as per our assessment, while impact in terms of passenger traffic to Russia, CIS and Eastern Europe was limited, we had a significant impact on cargo volume led by supply chain impact and higher inflation.

Globally, Airlines have struggled with weak Balance Sheets post Covid, and the impact of geo-political issues like the Ukrainian conflict, high oil prices, high inflation, supply chain issues and regulatory cost burdens being added to address sustainability issues. Airlines have struggled to bring back full capacity over the period, and parts of the world, including in particular South-East Asia, took time to fully open up. IATA reported that the aviation sector reported deepest net losses in history to an extent of US \$183.3 billion for 2020 to 2022. IATA has however projected a much better outlook for FY 2022-23 as China and Southeast-Asia has opened up and fuel cost has become more manageable.

As a consequence of the above supply side issues, while post pandemic demand has been high, constraints such as limited visa availability and high ticketing costs have been a dampener for most international flyers.

Given that India has a large domestic market, its' recovery has been relatively stronger. Further, given that air travel was established as a safe mode of travel, it appeared to encourage many first-time travelers to travel by air. International travel has also picked up across the world given easing of restrictions imposed by various governments. These restrictions were particularly stringent in Asia Pacific region, as a result of which while inter-region international traffic recovered well, intra-region traffic recovery was sluggish.

During the year, we were also able to expand the network to new destinations. This will further accelerate growth trends post recovery as new destinations and flyers join the system.

While the Indian aviation sector rebounded well from pandemic lows, the sector faces a number of headwinds. Due to maintenance and engine issues, about 10% of Indian airlines fleet was grounded during the year. Worst affected due to this issue were airlines like GoFirst and Spice Jet. The demand from passengers was high, but shortage of aircraft created a supply side constraint, and along with high aviation fuel pricing, lead to high air fares. This situation is however expected to be mitigated in due course as major airlines including Air India and Indigo have placed huge orders for both narrow and wide body aircrafts. Due to such investment initiatives by airlines, India's fleet size is expected to increase from current ~700 to >1400 by 2030. While domestic recovery in India has been strong, it has been achieved despite the challenges of high tariffs caused by these supply side constraints.

Looking back, it may be noted, that amid rapidly changing regulations across countries in view of the pandemic, airports were forced to adopt and implement new regulations at a very short notice. Our airports excelled in implementing such protocols while also ensuring passenger convenience, operational efficiency and financial stability. Such challenges have instilled a spirit of operational flexibility at our airports.

GMR is proud to mention that it has done exceedingly well in the current situation and has proactively implemented contingency plans and adapted wherever needed by developing new ones. We have focused all our efforts towards facilitating a safe and reliable journey for our passengers. GMR airports have been one of the first airports to implement DigiYatra, which is contactless biometric passenger processing by leveraging technology.

Further, in a bid to foster a culture of innovation within the organization and build a philosophy of open innovation that enables free flow of ideas and resources between GMR and external ecosystem partners, the Group had earlier launched a platform called GMR Innovex. To pursue such goals, we continue to interact, engage and collaborate with start-ups, academic research Institutes, ecosystem players and other companies in developing both digital & non-digital next generation solutions.

### Airport Land Development (ALD)

ALD's business model has been evolving in the past couple of years. There has been a paradigm shift from a pure land lease monetization model to adding more investment / self-development / partial development projects that help in value maximization.

Infrastructure development will continue to remain our key focus area with integration of smart city principles in the same. The quality and turnaround time for our development projects is expected to improve as we continue to expand our portfolio of projects.

Our focus on creating independent financing capabilities and creation of multi-airport asset platforms viz. for hospitality and retail remains and expected to take shape by the end of FY 2024/2025.

Building on the capability created within the ALD team for all facets of the project cycle, we foresee expansion of ALD footprint in Goa and Bhogapuram airports.

### Economic Regulation & Airport Tariffs

#### Tariff at Delhi International Airport:

**Control Period 3 Order:** The Airports Economic Regulatory Authority (AERA) earlier issued order no. 57/2020-21 for third control period on December 30, 2020, allowing the Company to continue with BAC+10% tariff for the balance period of third control period plus compensatory tariff in lieu of Fuel Throughput Charges. AERA has allowed the Company to levy compensatory tariff in lieu of Fuel Throughput Charges on ticket issued on or after February 01, 2021, at the rate of ₹ 65.98 per embarking passenger up till March 31, 2021, and ₹ 53.00, ₹ 52.56 and ₹ 51.97 for FY 2021-22, FY 2022-23, and FY 2023-24 respectively.

#### DIAL Appeals

- DIAL had filed appeal before Hon'ble Supreme Court on July 21, 2018 against TDSAT order dated April 23, 2018 with respect to First Control period. The Judgement was pronounced by Hon'ble SC on July 11, 2022 where all appeals were dismissed, except on issue relating to aeronautical tax, where DIAL's contention has been accepted basis the below Para:
- Para 117 form SC order "Thus, the aforesaid is the only aspect on which we are inclined to interfere with the impugned orders and find merit in the contention of the Airport Operators that the Annual Fee paid by them should not be deducted from expenses pertaining to aeronautical services before calculating the 'T' element in the formula".
- Further, the Judgement on DIAL's appeal related Cargo handling (CHS) and Ground Handling (GHS) was pronounced by TDSAT on January 13, 2023, where TDSAT referring to its own judgment dated April 23, 2018 and Hon'ble SC Order dated July 11, 2022 reiterated that CHS and GHS are non-Aeronautical services in nature as per OMDA. Since, CHS and GHS are non-aeronautical as per the OMDA and SSA, DIAL also has the power to determine tariff for both the services. In view of the order issued by TDSAT, AERA has further appealed before the Hon'ble Supreme Court where hearing is scheduled for August 2023.

In respect to CP-2 & CP-3 appeal at TDSAT, TDSAT has pronounced its order on July 21, 2023 in which TDSAT has allowed certain claims of DIAL. Implementation of these claims will result in higher aeronautical tariff at Delhi International Airport.

#### Tariff at Hyderabad International Airport:

**Control Period 3 Order:** AERA had earlier issued tariff order no 12/2021-22 for third control period i.e. 1st April 2021 to 31st March 2026 on 31st August' 2021. AERA decided to consider YPP (Yield per

passenger) for CP-3 as ₹ 429.74. AERA approved UDF from INR 281 to ₹ 750 per domestic departing passenger and from ₹ 393 to ₹ 1,500 per departing international passenger. Due to the pandemic scenario, authority had restricted increase in tariff and allowed GHIAL to recover the shortfall of eligible ARR for third control period to the tune of ₹ 669 crore in fourth control period as part of true-up exercise.

**GHIAL Appeals:** GHIAL had filed an appeal against some of AERA's decision in third control period order on September 30, 2021 with TDSAT. The appeal was listed on March 08, 2022 for preliminary hearing. TDSAT has admitted the appeal and AERA has filed its reply on April 22, 2022. The hearing has been adjourned to July 17, 2023.

### **Tariff at Goa Airport at Mopa:**

**Control Period 1 Status:** GGIAL filed its MYTP for tariff determination on January 07, 2022. GGIAL also requested for an ad-hoc tariff on April 18, 2022 due to long lead time for final tariff order. AERA in view of the request, had issued an Ad-hoc tariff for GGIAL on August 26, 2022 where, Landing and Parking charges including VTP (Variable tariff plan) was approved, and UDF (User development fee) of ₹ 450 per departing domestic passenger and ₹ 1,100 per departing international passenger was also approved.

Since, the Ad-hoc tariff for GGIAL was valid till March 31, 2023, AERA on March 22, 2023, had extended the tariff for Mopa, Goa airport at same rates for a period of 6 months ending September 30, 2023 or till the determination of tariff whichever is earlier.

### **Tariff at Medan Airport:**

Post completion of all the Conditions Precedents, the Airport operations commenced on July 07, 2022. Simultaneously, Ministry of Transport, Indonesia approved increase in Passenger Services Charges (PSC) effective from August 01, 2022. **As a result, Domestic PSC increased by 28% and international PSC increased by 16%.**

### **Growth Outlook – New Opportunities**

Though aviation sector has been going through unprecedented challenges this year due to post pandemic effects and Russia-Ukraine conflict, at GMR Airports we have strategized to convert these challenges into opportunities. Group's resilience and agile strategies have been helpful in navigating through the current challenges and at the same time charter new growth territories.

In line with our larger strategy for airports business, we believe that Airport business has huge underlying strength. Now with combined expertise and reach of both GMR and Groupe ADP, we are strategically much better placed to further scale of the airports business both in international and domestic markets.

As part of our Growth Strategy, we are actively looking to add Airport Concessions to our portfolio, both in India as well as overseas. In addition, we are also looking at an asset-light Operations & Maintenance (O&M) Business Model. In particular, in the Middle East,

we are actively tracing and pursuing a number of emerging opportunities on the O&M model. Given our strong Airport Know-how/ Expertise, and availability of cost-effective talent in India, we believe we should be well positioned to target such opportunities. Further, in line with our strategy, growth will also be driven by greater participation in the Airport adjacency businesses.

Domestically, GMR is actively pursuing opportunities for new airports as and when they arise. As per the national monetization plan, Government is planning for privatization of 25 airports in four phases. In our immediate sight is the opportunity of next round of regional airports privatization. We will be actively pursuing the upcoming round of airport privatization.

Outside India, the Group is strategically focusing in promising geographies of South Asia, South East Asia, Middle East, Africa, Central Asia and Eastern Europe. We are actively evaluating and participating in multiple airports privatization opportunities in these geographies. Given our track record in Cebu, Clarke and Medan, we are very well positioned in South-East Asia. We have already created a very healthy pipeline of airport concessions and O&M opportunities in these regions. We anticipate that a number of Concession and O&M opportunities are likely to come up for bidding in the next two-year period, as countries recovering from Covid, plan for the next phase of airport infrastructure enhancement.

GMR Airports Business is conceptualized as a platform with airport concessions being the core and a range of adjacent businesses built around the same. Our rich experience over the past decade of operating in diverse markets in the developing world has given us a unique understanding of drivers and a rich understanding of the various adjacency businesses.

As a result, we pushed forward with Group's vision to diversify and expand in the airport adjacency space. We are currently evaluating multiple opportunities in the cargo, duty free and services business across the geographies and believe that in the short to medium term we will have more adjacency businesses to add to our overall portfolio. We have created a richly experienced team at GMR Airports to drive our vision for airport adjacencies.

We broke ground in this direction with launch of Kannur Duty Free operations in February 2021, notwithstanding challenges due to the COVID pandemic. We also evaluated duty free opportunities in Mumbai, Indonesia, South Korea, and other geographies and this has enhanced the group's understanding of international duty-free space.

At the same time, Group is also looking to unlock value from its existing non-aero commercial businesses. This year, we launched a range of initiatives to enhance the value creation in our non-aero businesses. As a first step, we have launched non-aero Centre for Excellence (CoE) for duty-free and cargo businesses. Under the CoE initiative, we are going to channel the collective non-aero wisdom of

the group to achieve commercial excellence.

As we look forward into post-COVID future, we have a robust pipeline of airports and five strategic business units of adjacency opportunities and we believe that they will add significant value to the Group and all stakeholders.

### **Indira Gandhi International Airport (Delhi International Airport) – operated by DIAL**

#### **Focus Areas for FY 2023-24**

In FY 2022-23, Delhi International Airport handled 65.3 Mn passengers and 0.90 MMT of cargo volume. It recorded a 66% increase in passenger traffic and 3% decrease in cargo volume over previous year. During the year, Delhi International Airport passenger and cargo market share was 20.0% and 28.4% respectively amongst all Indian airports. DIAL was once again recognized as the 'Best Airport' for service quality in the region by ACI and 'Best Airport in South Asia' by Skytrax. Delhi International Airport continues to be the leading Airport among all Indian airports in both passenger traffic and cargo handled. During the year, Delhi International Airport has retained its Global 4 Star Airport rating by Skytrax based on Airport Quality audit conducted in the month of November 2022. Also, in the newest category in ACI ASQ award, DIAL has been bestowed with 'Cleanest Airport' in the Asia Pacific region award.

During the year, Delhi International Airport was able to enhance the domestic connectivity within India by connecting to several new destinations, and further passenger surveys showed that highest ever number of first-time passengers started flying over the past year. Towards the end of fiscal year FY 2022-23, recovery in the domestic traffic reached beyond pre-pandemic levels. As Government had removed restrictions on operation of scheduled international flights, international passenger traffic has also witnessed robust recovery barring countries such as China and Hong Kong.

DIAL domestic traffic nearly reached the pre-pandemic level on an annual basis in FY 2022-23. It is expected to surpass the international traffic of pre pandemic level by end of FY 2023-24. DIAL will continue with the necessary capacity expansion initiatives of its airside infrastructure and terminal capacity as per the approved Major Development Plan in order to cater to the future growth in passenger and air traffic. Phase 3A expansion, which includes, among others, expansion of Terminal 1 and Terminal 3, construction of a fourth runway along with enhancement of airfields and construction of taxiways, will expand Delhi International Airport capacity to around 100 Mn passengers annually is to be completed during FY 2023-24.

DIAL continues to work with all stakeholders including the airlines to further establish Delhi International Airport as an international hub airport for passengers and cargo. The Government of India is very keen and supportive of Delhi International Airport emerging as the leading hub in India, and a number of initiatives have been launched

to achieve the same. In line with this goal, DIAL will continue to work towards reopening key international destinations gradually in alignment with the removal of international border restrictions. DIAL will continue to work with domestic and international carriers to boost long haul flights as well as dedicated freighters coming into Delhi.

The airport has also taken up various ESG initiatives with special focus on Net Carbon Neutrality. With India pledging to reach the Net Zero Carbon status by 2070, MoCA has started directing airports to plan for the same. DIAL has thus updated its Environmental Sustainability Policy in line with ESG requirements. DIAL is currently at Level 4+ of the ACI Carbon Accreditation level and has set a target to become a net zero carbon emission airport by 2030.

### **Rajiv Gandhi International Airport (Hyderabad International Airport) operated by GHIAL**

#### **Focus Areas for FY 2023-24**

During the financial year, Hyderabad International Airport handled 21.00 million passengers, 1,60,597 Air Traffic Movements ("ATMs") and 1,42,338 Metric Tonnes ("MTs") of Cargo. On a year-on-year basis, passenger movements and ATMs witnessed a growth of 69% and 40%, respectively. Cargo witnessed around 2% YoY growth.

At GHIAL, during FY 2022-23 we achieved a domestic traffic which surpassed the pre-COVID levels on an annual basis despite lower ATMs indicating a higher PAX/ ATM on account of higher utilization and bigger aircrafts. International traffic has remained robust, growing steadily and we expect to exceed pre-COVID levels during FY 2023-24.

We leveraged opportunities like Medical tourism to start operations to Dhaka and Baghdad but at the same time destinations like Chicago and Male were stopped by airlines due to their internal business cases for the routes vis-à-vis other routes.

By end of the year, Hyderabad International Airport was connected to 66 domestic destinations as compared to pre-COVID level of 55 domestic destinations and 18 international destinations as compared to 16 pre-COVID destinations.

We are also in talks with several international carriers to start their operations from Hyderabad for the first time / resume operations. For example, Lufthansa has officially confirmed a direct flight between Frankfurt and Hyderabad from January 2024 and we are hopeful to start several others as well.

With its strong business fundamentals, strategic and competitive advantages, and initiatives to sustain and grow the business, GHIAL is well-positioned to return to the growth path.

In order to accommodate future traffic growth, GHIAL continues with necessary capacity expansion initiatives to its airside infrastructure and terminal as per approved development plan. In this direction, we are nearing completion of a major expansion phase, which will

enhance the current passenger handling capacity at Hyderabad International Airport to 34 million passengers per year.

Passenger experience has always been at the forefront of our operations and this year we have planned several initiatives regarding the same with many of them being in the final stages of implementation. In FY 2023-24 we have planned the Skytrax Audit with an aim of increasing our rating from the current 3 Star to 4 Star.

We continue to provide the exceptional service quality that has earned us the award for the 'Best Airport Staff' in the region. Our focus would be to continue with the ACI ASQ score of 5.00 which we have been maintaining for the last few years. Further, GHIAL has applied for Level 1 of ACI's Airport Customer Accreditation which we aim to achieve within Q1 of FY 2023-24 and subsequently we will apply for Level 2.

Hyderabad International Airport was recently ranked as the 'Most Punctual Airport' in the world by the aviation analytical firm Cirium, which is a testament to our operational excellence and our continuous efforts towards achieving the best.

ESG initiatives have been taken up and Net Carbon Neutrality in particular. With India pledging to reach the Net Zero Carbon status by 2070, MoCA has started directing airports to plan for the same. GHIAL is currently at Level 3+ of the ACI Carbon Accreditation level and we have submitted our application for Level 4+. We are in the process of finalizing our Net Carbon Zero plan for Scope 1, 2 & 3. Further, GHIAL is the first airport in India to have Integrated Online Environmental Monitoring Station.

## **Manohar International Airport – Mopa (Goa Airport at Mopa) operated by GGIAL**

### **Focus Areas for FY 2023-24**

GGIAL has started the domestic operations on January 05, 2023 and the international Operations in July 2023.

As per the performance of Q4 FY 2022-23 and so far in the Q1 FY 2023-24, GGIAL is handling 75 ATMs per day. With the usual high traffic in Goa during the winter season, the airport is expecting demand from the airlines in the Winter Schedule 24 and we are expecting to handle 7 MPPA annualized traffic by FY 2023-24.

Considering, growing demand from airlines and high passenger footfall, we are already planning expansion in the terminal capacity from the existing 4.4 MPPA to 7.7 MPPA.

The construction of a 6-lane expressway connecting the airport to the NH-66 is scheduled to be completed by March 2024. Upon completion, the expressway will provide a seamless transition for passengers to and from the airport.

With commencement of international operations on horizon and with a hopeful terminal expansion plan to be executed, GGIAL is focusing on providing best-in-class services to passengers and generating

maximum value to its shareholders.

### **Mactan-Cebu International airport**

In Philippines, as part of Southeast Asia, the impact of COVID-19 pandemic continued in CY2022 also. As such, the recovery path was much slower and longer than what we experienced at our airports in India. The passenger footfall for CY 2022 was recorded at 5.5 Mn, constituting of 4.8 Mn Domestic passengers and 0.7 Mn International passengers, witnessing a 420% growth from 1.3 Mn overall traffic in CY 2021. However, the total traffic for CY22 recovered to only 44% of pre-pandemic levels.

Philippines consistently eased Covid-19 restrictions, reaching the least restrictions by Q4 CY22. Philippines also witnessed brisk economic recovery, clocking 7.6% GDP growth in 2022. Supported by the relaxations & strong economic recovery, air traffic bounced back recovering to 60-65% of pre-pandemic levels in December 2022. This was aided by the re-instatement of routes and ramping-up of seat capacities by domestic airlines and re-starting of major international routes. The recovery has continued in CY 2023 with total traffic at 72% of pre-pandemic levels in March 2023.

GMCAC continued to follow the Zero-based budgeting approach to optimize costs as we prepared for the recovery. As part of it, GMCAC continued to be under slab-based pricing with the key service providers and a consolidated single-party facilities management to achieve further savings.

The rectification work for the Typhoon works was completed on-time and as traffic recovered, we resumed two-terminal operations in a phased manner with all Domestic sectors moved to T1 and International sectors to T2 by October 2022.

GMCAC also regularly worked on initiatives that can effectively utilize our infrastructure with activities such as Bazaar Concepts, and other events to improve Retail and F&B sales. As traffic recovered, majority of the commercial outlets were re-opened in both T1 and T2. We also refreshed our commercial offerings in T1 after the typhoon rectification works adding multiple F&B and retail options in the Terminal 1 Airport village and North-wing.

**In line with our strategy to churn assets and redeploy capital in high growth opportunities, GMR Airports International BV (GAIBV), a stepdown subsidiary of Company holding stake in GMCAC on December 16, 2022, entered into a transaction with Aboitiz InfraCapital Inc (AIC) for sale of stake. This transaction has now been completed and upfront consideration was received. GMR Group though will continue to hold 33% stake in the asset until September 2024 and will also operate the airport as technical services provider till December 2026. It will also be eligible to receive additional consideration as earnouts linked to the financial performance achieved by GMCAC over the period until December 2026.**

In 2023, while global economy is expected to stabilize with headwinds from inflation and other macro-economic factors, Philippines continues to be a bright spot with a forecasted GDP growth of 6-7%, highest among the ASEAN countries. With all restrictions eased for domestic travel, outlook looks robust with Domestic Traffic targeted to surpass pre-pandemic levels by Q4 CY 2023. Similarly, International Traffic recovery will be aided by countries such as South Korea, Japan and Singapore adapting to the 'new normal' with minimal restrictions. Further, China is moving away from the 'Zero-Covid' policy, easing significant border restrictions that were in place since the start of the pandemic. The management is expecting a robust recovery in CY 2023 both in international and domestic sectors aided by supply and demand side drivers.

### Kualanamu Airport, Medan

As outlined earlier, GMR Airports Limited had entered into a strategic partnership with Angkasa Pura II to operate, maintain and develop Kualanamu International Airport (KNO), Medan, Indonesia for 25 years. The JV entity between GMR Airports and Angkasa Pura II took over the commercial operations on July 7, 2022.

The traffic outlook for Kualanamu Airport is promising based on recent developments. There was a robust recovery in CY2022 with traffic reaching 5.9 Mn despite negligible international traffic during the first four months due to COVID restrictions. This recovery was supported by the Indonesian government's removal of most COVID travel restrictions in April 2022. By the end of the year, the traffic had reached 72% of the CY2019 levels. **As a positive development, the domestic passenger service charge (PSC) increased by 27% and the international PSC increased by 16% after the takeover.** Further, more than 75% of the routes operational in 2019 were restored by the end of 2022, which will provide impetus for traffic in 2023.

The airport's performance was recognized when Medan Airport was shortlisted for the Routes Asia award. Furthermore, management has been able to attract new routes with Qatar Airways announcing a flight between Qatar and Medan in January 2024 and Batik Air has started selling direct flight tickets to Chennai with operations scheduled to start in August 2023. Airlines have increased frequencies on the existing routes and new airlines have also started operating on existing routes.

With the overall robust traffic performance and the introduction of new routes, the management is confident that the traffic performance in CY2023 will continue to be strong. The management's focus is on executing the company's vision to develop Kualanamu International Airport as the Western International Hub of Indonesia and emerge as a key economic growth engine for the region.

### Crete International Airport

The consortium of GMR Airports and TERNAL attained the concession commencement date for the design, construction, financing,

operation, maintenance of the new international airport of Heraklion at Crete in Greece on February 6, 2020. The concession period is 35 years including the design and construction phase.

The passenger traffic at existing Crete airport reached 8.1mn for CY 2022, which is 2% higher than 2019 (pre-covid data), demonstrating a strong recovery in leisure traffic.

During the year, Concreting works at terminal building and apron area have started. Base laying and compaction for runway and taxi way is progressing well. Overall construction progress is about 20%.

### Environmental, Social and Governance (ESG) Focus

As the Company operates in an increasingly resource-constrained world, being environmentally conscious and efficient are key to our operations. The Company has a Corporate Environment, Health, Safety and Quality (EHSQ) Policy to articulate, guide, and adopt an integrated approach towards implementing EHSQ objectives and the Company remains committed towards the said policy. The Company has also adopted Climate Resilience Policy towards its commitment to reduce the carbon footprints and minimizing impacts with climate resilience programs.

These established systems certified by reputable certifying agencies have helped to monitor and manage our operations systematically, safely and in an environmentally friendly manner. The Company continues to abide by regulations concerning the environment by allocating substantial investments and resources on a continuous basis to adopt and implement pollution control measures. Our continuous endeavor to go beyond compliance and conserve natural resources helps to march towards attaining excellence in environmental management and efficient and sustainable operations as well. On Social front, the company not only takes care of well-being of its employees but also health & safety of its value chain partners. The company always tries to keep its employees updated by imparting cutting edge knowledge through various Learning and development initiatives. Human Rights protection is given topmost priority in the company. Inclusive growth and equitable development are embedded in the value system of the company. Ethics and Accountability forms bed rock of our Governance system. The company has an Anti-Corruption and Anti-Bribery policy and separate Code of Business Conduct & Ethics. The said policy is applicable to all employees, Board of Directors, subsidiaries, and Business Associates (suppliers, contractors, service providers and other key business partners) of the company and states zero tolerance towards any form of bribery and corruption. Data protection and leakage are viewed very seriously, and the company has a very robust system on cyber security. The details of ESG initiatives are provided in the Business Responsibility and Sustainability Report (BRSR) forming part of Annual Report.

### Discussion and analysis of financial conditions and operational performance

The consolidated financial position as at March 31, 2023 and

performance of the Company and its subsidiaries, joint ventures and associates during the financial year ended on that date are discussed hereunder:

## 1. NON-CURRENT ASSETS

### 1.1 Property Plant and Equipment (PPE)

PPE has increased from ₹ 9,400.91 crore as at March 31, 2022 to ₹ 14,136.49 crore as at March 31, 2023 primarily due to expension in Delhi International Airport Limited (DIAL), Hyderabad International Airport Limited (GHIAL) and COD achieved in GMR Goa International Airport Limited ("GGIAL") offset by depreciation charge for the year.

### 1.2 Right of use asset

Right of use asset has increased from ₹ 94.33 crore as at March 31, 2022 to ₹ 182.05 crore as at March 31, 2023 primarily due to additions of leased assets in GGIAL and GMR Airport Developers Limited ("GADL") offset by amortisation during the year.

### 1.3 Capital work-in-progress

Capital work-in-progress has increased from ₹ 10,162.63 crore as at March 31, 2022 to ₹ 11,172.92 crore as at March 31, 2023 primarily on account of expansion of existing airport at New Delhi, Hyderabad and Goa.

### 1.4 Other Intangible Assets

There is no significant increase in other Intangible Assets

### 1.5 Investments accounted for using equity method

Investments accounted for using equity method have increased from ₹ 1,773.91 crore as at March 31, 2022 to ₹ 1,841.52 crore as at March 31, 2023 primarily due to share of profits from Joint Ventures / Associates, conversion of loan given to equity investments offset by dividend received from joint venture and partial stake sale of investment in GMCAC during the year.

### 1.6 Loans

Loans and advances have increased from ₹ 1,263.35 crore as at March 31, 2022 to ₹ 1,474.55 crore as at March 31, 2023 mainly due to loan given to Group companies offset with conversion of loan to equity investment.

### 1.7 Other financial assets

Other financial assets have increased from ₹ 1,867.75 crore as at March 31, 2022 to ₹ 2,262.45 crore as at March 31, 2023 mainly due to increase in carrying value of derivative instruments due to Mark to Market valuation offset by reclassification of security deposit to current financial assets.

### 1.8 Other non-current assets

Other non-current assets have decreased from ₹ 3,727.33 crore as at March 31, 2022 to ₹ 2,327.90 crore as at March 31, 2023 primarily on account of reduction in balances with Government authorities, decrease in capital advances offset by increase in lease equalization receivables.

## 2. CURRENT ASSETS

### 2.1 Financial assets – Investments

Investments have increased from ₹ 1,686.70 crore as at March 31, 2022 to ₹ 2,538.26 crore as at March 31, 2023 due to investment of surplus funds in mutual funds/ commercial papers.

### 2.2 Financial assets – Trade receivables

Trade receivables have decreased from ₹ 375.53 crore as at March 31, 2022 to ₹ 368.93 crore as at March 31, 2023 due to realisation of trade receivables in normal course of business.

### 2.3 Financial assets – Cash and cash equivalents

Cash and cash equivalents have increased from ₹ 1,619.45 crore as at March 31, 2022 to ₹ 3,277.71 crore as at March 31, 2023 mainly due to fund raised from Groupe ADP through issuance of FCCB in GIL.

### 2.4 Financial assets – Bank balances other than cash and cash equivalents

Bank balances other than cash and cash equivalents decreased from ₹ 1,496.38 crore as at March 31, 2022 to ₹ 742.96 crore as at March 31, 2023 primarily due to utilization of funds for project expansion in DIAL and GHIAL.

### 2.5 Loans

Loans and advances have increased from ₹ 252.71 crore as at March 31, 2022 to ₹ 465.52 crore as at March 31, 2023 mainly due to loan given to Group companies.

### 2.6 Other financial assets

Other financial assets have increased from ₹ 666.57 crore as at March 31, 2022 to ₹ 993.38 crore as at March 31, 2023 primarily due to reclassification of security deposit from non-current financial assets to current financial assets and increase in unbilled revenue.

### 2.7 Other current assets

Other current assets have decreased from ₹ 452.06 crore as at March 31, 2022 to ₹ 356.57 crore as at March 31, 2023 primarily due to decrease in balances with Government Authorities and other advances/ receivables in the normal course of business.

### 3. EQUITY

Equity share capital remains the same at ₹ 603.59 crore. Other equity has increased from ₹ (1,421.41) crore as at March 31, 2022 to ₹ (1,396.37) crore as at March 31, 2023 primarily due to recognition of equity component on financial instruments of ₹ 479.35 crore and offset by loss for the year of ₹ 459.38 crore.

Non-controlling interest has decreased from ₹ 2,735.97 crore to ₹ 1,761.63 crore on account of share of minority interest loss in subsidiaries.

### 4. NON-CURRENT LIABILITIES

#### 4.1 Non-Current Borrowings

Non-current borrowings have increased from ₹ 24,404.59 crore as at March 31, 2022 to ₹ 28,176.48 crore as at March 31, 2023, primarily due to increase in borrowings in GAL, GGIAL, DIAL, GHIAL and GIL, partially offset due to repayment of Senior secured notes (USD Bonds) in GHIAL and NCBs in GAL. Further currency value of INR depreciated against USD led to increase in borrowings.

#### 4.2 Lease Liabilities

Lease liabilities have increased from ₹ 108.10 crore as at March 31, 2022 to ₹ 190.19 crore as at March 31, 2023 due to additions of leased assets in GGIAL and GADL.

#### 4.3 Other Financial Liabilities

Other financial liabilities have increased from ₹ 1,632.07 crore as at March 31, 2022 to ₹ 2,877.07 crore as at March 31, 2023, mainly due to exchangeable bonds issued by GAIBV as part of GMCAC transactions and advance received against sale of financial assets.

#### 4.4 Provisions

There is no significant movement in the provisions.

#### 4.5 Deferred tax liabilities (net)

Deferred tax liability (DTL) increased from ₹ 22.88 crore as at March 31, 2022 to ₹ 190.43 crore as at March 31, 2023

due to DTL recognized on equity component of FCCB in GIL.

#### 4.6 Other non-current Liabilities

Other non-current liabilities have increased from ₹ 2544.78 crore as at March 31, 2022 to ₹ 2,583.80 crore as at March 31, 2023 primarily due to advance received from customer in the normal course of business.

### 5. CURRENT LIABILITIES

#### 5.1 Current Borrowings

Borrowings have increased from ₹ 2,111.17 crore as at March 31, 2022 to ₹ 3,767.00 crore as at March 31, 2023 primarily due to reclassification of borrowings from non-current to current based on the repayment schedule offset by repayment of short term loan from financial institution and other short term borrowings.

#### 5.2 Trade Payables

Trade payables have increased from ₹ 543.38 crore as at March 31, 2022 to ₹ 850.78 crore as at March 31, 2023 in the normal course of business.

#### 5.3 Other current financial liabilities

Other current financial liabilities have increased from ₹ 2,930.73 crore as at March 31, 2022 to ₹ 3,535.30 crore as at March 31, 2023. The increase is mainly due to capital creditors (included in non-trade payables) for capital work in process and accrued interest on borrowings.

#### 5.4 Provisions

Provisions have increased from ₹ 236.29 crore as at March 31, 2022 to ₹ 237.71 crore as at March 31, 2023 in the normal course of business.

#### 5.5 Other current liabilities

Other current liabilities have increased from ₹ 562.69 crore as at March 31, 2022 to ₹ 644.26 crore as at March 31, 2023 mainly due to increase in statutory dues payable.



## Overview of our results of operations

The following table sets forth information with respect to our revenues, expenditures and profits/(loss) on a consolidated basis:

	(₹ in crore)	
Particulars	March 31, 2023	March 31, 2022
<b>Continuing operations</b>		
<b>Income</b>		
Revenue from operations (including other operating income)	6,693.40	4,600.72
Other income	595.59	358.44
<b>Total income</b>	<b>7,288.99</b>	<b>4,959.16</b>
<b>Expenses</b>		
Revenue share paid / payable to concessionaire grantors	1,914.72	224.02
Operating and other administrative expenditure	3,054.89	2,274.13
Depreciation and amortisation expenses	1,042.44	889.40
Finance costs	2,343.11	2,018.66
<b>Total expenses</b>	<b>8,355.16</b>	<b>5,406.21</b>
<b>Loss before share of profit of investments accounted for using equity method, exceptional items and tax from continuing operations</b>	<b>(1,066.17)</b>	<b>(447.05)</b>
Share of profit of investments accounted for using equity method	85.97	70.70
<b>Loss before exceptional items and tax from continuing operations</b>	<b>(980.20)</b>	<b>(376.35)</b>
Exceptional items	254.34	(388.26)
<b>Loss before tax from continuing operations</b>	<b>(725.86)</b>	<b>(764.61)</b>
Tax expense/(income)	114.07	(12.30)
<b>Loss after tax from continuing operations (i)</b>	<b>(839.93)</b>	<b>(752.31)</b>
EBITDA from continuing operations (Sales/income from operations – Revenue share – operating and other admin expenses)	1,723.79	2,102.57
<b>Discontinued operations</b>		
Loss from discontinued operations before tax expenses	-	(318.33)
Tax expenses	-	60.75
<b>Loss after tax from discontinued operations (ii)</b>	<b>-</b>	<b>(379.08)</b>
<b>Total loss after tax for the year (A) (i+ii)</b>	<b>(839.93)</b>	<b>(1,131.39)</b>
Other comprehensive income for the year, net of tax (B)	(635.62)	(456.09)
<b>Total comprehensive income for the year, net of tax (A+B)</b>	<b>(1,475.55)</b>	<b>(1,587.48)</b>

## Sales/Operating Income

The segment wise break-up of the Sales/Operating Income are as follows:

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Amount (₹ in Crore)	% of Revenue from operations	Amount (₹ in Crore)	% of Revenue from operations
<b>Revenue from Operations:</b>				
Aeronautical	1,726.95	25.80%	1,017.41	22.11%
Non-aeronautical	3,830.97	57.24%	2,488.19	54.08%
Other operating income	841.99	12.58%	828.55	18.01%
Construction revenue and sale of materials	87.28	1.30%	148.07	3.22%
Income from security and other services	206.21	3.08%	118.50	2.58%
<b>Total Revenue from operations</b>	<b>6,693.40</b>	<b>100.00%</b>	<b>4,600.72</b>	<b>100.00%</b>

### Operating income from aeronautical sources

Income from aeronautical sources principally consisting of landing and parking, passenger service fees and UDF.

Operating income from aeronautical services increased by 69.74% from ₹ 1,017.41 crore in FY 2021-22 to ₹ 1,726.95 crore in FY 2022-23 mainly due to increase in traffic and business.

### Operating income from non-aeronautical sources

Income from non-aeronautical sources principally consists of income from rentals, trade concessionaires, ground handling and cargo handling.

Operating income from non-aeronautical services increased by 53.97% from ₹ 2,488.19 crore in FY 2021-22 to ₹ 3,830.97 crore in FY 2022-23 mainly due to increase in traffic and business.

### Other operating incomes

Other operating income includes rentals received in connection with commercial development on land that is part of our airport projects, management services income and investment income.

Other operating income increased by 1.62% from ₹ 828.55 crore in FY 2021-22 to ₹ 841.99 crore in FY 2022-23 mainly due to increase in management service income and investment income.

### Operating income from construction revenues and sale of materials

Income from construction revenues and sale of materials is derived from the execution of engineering, procurement and construction works in connection with projects under implementation.

Construction revenue and sale of material has decreased by 41.05% from ₹ 148.07 crore in FY 2021-22 to ₹ 87.28 crore in FY 2022-23 due to completion of certain projects in FY 2022-23.

### Operating income from security and other services

Income from security and other services has increased by 74.02% from ₹ 118.50 crore in FY 2021-22 to ₹ 206.21 crore in FY 2022-23 mainly due to increase in business in security services rendered by Raxa Securities Services Limited (RSSL).

### Expenditure

#### Revenue share paid/ payable to concessionaire grantors

The revenue share paid/payable to various concessionaires has increased from ₹ 224.02 crore in FY 2021-22 to ₹ 1,914.72 crore in FY 2022-23 primarily on account of MAF waiver in FY 2021-22 in DIAL. From April 01, 2022, DIAL started to pay MAF.

#### Cost of material consumed

The cost of material consumed has increased from ₹ 92.57 crore in FY 2021-22 to ₹ 96.57 crore in FY 2022-23 is mainly on account of increase in material consumption in GACAEL in FY 2022-23.

#### Purchase of Traded goods

The purchase of traded goods has increased from ₹ 52.37 crore in FY 2021-22 to ₹ 138.19 crore in FY 2022-23 primarily due to increase in sale of duty-free goods and other materials.

#### Employee benefits expenses

The employee benefit costs has increased from ₹ 755.12 crore in FY 2021-22 to ₹ 969.38 crore in FY 2022-23 mainly due to annual increment to employees and capitalisation of project in GGIAL which resulted in charge of employee benefits expenses to statement of profit and loss.

#### Other expenses

Other expenses include rates and taxes, utilities expenses, manpower hire charges, technical consultancy fee, cost of variation works,

insurance, airport operator fee, lease rentals, repairs and maintenance to plant and machinery/ Building, travelling and conveyance, legal and other professional charges, provision for advances, losses on sale of fixed assets and investments, communication, loss on foreign exchange and other miscellaneous expenses.

There is increase in other expenses in FY 2022-23 mainly due to increase in legal and professional fees, loss on derivative instrument, airport operator charges, repairs and maintenance, travelling and conveyance and provision for bad and doubtful debts on account of increase in traffic and business opportunities.

### Exceptional items

In FY 2022-23, there is a gain of ₹ 254.34 crore on account of the gain on sale of partial investment in GMCAC offset by provision for receivables in DIAL.

### Tax expenses

Tax expense mainly comprises of current tax expense and deferred tax expense / (credit). There is increase in tax expense in FY 2022-23 compared to FY 2021-22 mainly due to increase in deferred tax expense in GIL and GHIAL.

### Significant changes in key financial ratios, along with detailed explanations

Key Financial ratios on standalone basis including significant changes (more than 25%) are shown in note no. 40 of standalone financial statements.

### Corporate Social Responsibility

GMR Varalakshmi Foundation (GMRVF) is the Corporate Social Responsibility arm of the GMR Group. The Group has been undertaking CSR activities on a significant scale since 1991. GMRVF supports the companies under the Group in implementing their CSR mandates. GMRVF's purpose is to work in the fields of Education, Health and Empowerment such that its activities directly benefit mainly the communities in the immediate neighbourhood of the Group's projects. Currently, GMRVF is working with selected communities in about 20 locations in India. The locations are spread across different states namely Andhra Pradesh, Delhi, Gujarat, Himachal Pradesh, Karnataka, Goa, Punjab, Telangana, Uttar Pradesh, and Uttarakhand.

Recognitions for GMRVF in the year FY 2022-23 are as below.

- Received "Odisha CSR Excellence Award" for best CSR practices around GMR Kamalanga Energy Ltd.
- Received "Maharashtra CSR Award" for the CSR initiatives implemented around GMR Warora Energy Ltd.
- Received District Level Award for Best Community Service in and around GMR Chennai Outer Ring Road project area.

During the year 2022-23, GMRVF implemented the CSR activities in the areas of Education, Health and Livelihoods in all its project areas including starting the operations at Aviation Skill Development Center at Goa.

### Risk Concerns and Threats Identification, assessment, profiling, treatment and monitoring the risks

The Company has a continuous process of strengthening its Enterprise Risk Management practices across the group. Typically, the risk management processes cover the lifecycle of the Development Business from Bidding, Development, Construction to Operational phases of each Business. Periodically, processes are reviewed and updated or strengthened as required. The Company also takes the assistance of external experts to review and modify risk management processes as may be required.

The Company's Risk Management process is being expanded to add responsibilities towards ESG (Environment, Social and Governance) aspects of the business. The Risk Management Committee of GIL has also been overseeing and reviewing the frameworks and risks from both ERM and ESG perspectives. The Company has also constituted the ESG Committee for exclusively focusing on the ESG related aspects and way forward.

**Linkages:** Strong linkage with Corporate Strategy and Risk Management functions has been designed to help the Company focus on key strategic risks. Detailed risk analysis is carried out during the formulation of the Company's Strategic Plan and Annual Operating Plan. List of top risks are reviewed as part of the Strategic Planning exercise. ERM team also shares the results of its exercise with the MAG to enable it to draw plans for risk-based audit.

**Business Resilience:** For organization to quickly adapt to disruptions while maintaining continuous business operations and safeguarding people, assets and overall brand equity, we have put in place, detailed Business Continuity Plans (BCP) and Disaster Recovery Plans (DRP) for key assets. These plans identify potential vulnerabilities and put in place appropriate processes and risk treatment plans to respond and minimize impact of disruptive events.

### Commitments on Environment, Social and Governance (ESG)

Our Company understands that growth of our business and operations rely on two key factors: a commitment to sustainability and demonstrable efforts to reduce, eradicate or mitigate the impact of our operations on the environment and community.

Our ESG program is rooted in materiality: We have conducted ESG materiality assessment which has helped us organise and prioritise relevant ESG factors based on their level of impact on the business and on key stakeholders.

**Reporting:** The Leadership of all businesses regularly review their risk assessment and mitigation procedures and present to their

respective Boards/ Committees. Further, a consolidated perspective is presented to the Risk Management Committee of the Board.

Based on the above process, the management has taken cognizance of risks in the recent times and for which appropriate plans and actions are being taken, some of the areas of risks that we had identified for monitoring through the year for materiality and impact on our businesses are as follows:

**1. Macroeconomic Risk factors:**

FY 2022-23 began in the backdrop of the challenges posed by the rising inflation brought on by the Russia Ukraine conflict. Globally, pricing for crude oil, natural gas, food and fertilizers rose substantially. The Indian economy was particularly impacted by the high crude oil prices. However, the government proactively mitigated this challenge by sourcing crude oil supplies from Russia at a significant discount to prevailing crude oil prices.

India was also initially impacted with an inflation shock that resulted in CPI in the range of 7% to 8%. Actions by RBI to hike interest rates from May 2022 onwards helped bring inflation under control.

During the year, India's forex reserves fell from approx. USD 600 Bn to USD 530 Bn before springing back to USD 590 Bn later in the year. While Indian Rupee depreciated from ₹ 76 to ₹ 82 due to effects of Ukraine conflict, it has remained relatively stable in the 2<sup>nd</sup> half, which is indicative of satisfactory performance.

Government's continued spending in infrastructure, subsidies, and incentives provided traction to economic growth, and by the year end, economy had stabilized compared to start of FY 2022-23.

As such, among all the global economic and geo-political turmoil, India has remained a bright spot in the world economy. India ended FY2022-23 on a strong footing with a GDP growth of 7% despite headwinds from ongoing Russia-Ukraine conflict, high level of inflation and rate hike by Reserve Bank of India (RBI).

**GIL's Airport Businesses:**

While the Indian aviation sector rebounded well from pandemic lows, the sector faced a number of headwinds. Due to maintenance and engine issues, about 10% of India's commercial airlines fleet was grounded during the year. Worst affected due to this issue were airlines like Go First and Spice Jet. The demand from passengers was high, but shortage of aircraft created a supply side constraint, and along with high aviation fuel pricing, lead to high air fares. Short term supply constraint was mitigated by higher passenger load factor.

With exception of the pandemic period related disruption, civil aviation industry in India has been one of the fastest growing industries. India is the third largest domestic aviation market in the world and is expected to overtake UK to become the third largest overall (domestic + international) air passenger market in the world by FY 2023-24. Further, as per IATA, Indian aviation market is expected to overtake US and China by 2030.

Since the introduction of UDAN regional air connectivity scheme in 2017, there has been a significant increase in air traffic from Tier II and Tier III cities. The Government has further planned to revive 50 airports to improve regional air connectivity within India. Apart from this, there are also plans to make additional heliports, advanced landing grounds and water aerodromes. Ministry of Civil Aviation anticipates growing number of airports in India from current 148 to ~230-240 by the year 2030. Further, the government is also taking appropriate steps to develop large scale airports (including Delhi International Airport) as global air traffic hubs.

Given the attractive sector growth prospects, the airline players are also charting their investments in line with sector growth forecasts. Various airlines operators including TATA and Indigo have planned a massive expansion of their fleets. They are also looking to add many wide body planes to enhance reach and contribute towards developing Indian airports as global air traffic hubs.

As such, aviation business in India is poised to grow in the foreseeable future and our Company is best positioned to utilize its experience and expertise in the sector.

**2. Financing & Liquidity risk at GIL**

GIL being a holding company with limited cash flows, has been constrained to raise debt at high interest cost. GIL has raised about ₹ 2,931.77 crores as FCCB from Groupe ADP at a cost of 6.76%, and used the funds to address the corporate debt relating to GIL and its subsidiaries/fellow subsidiaries in order to address the contingent liabilities and strengthen its Balance Sheet. Post-merger of GAL with GIL, the Company would be in a better position to raise capital to meet its requirements.

Further, as part of its strategy the Company is focused on adding airport adjacency businesses at GAL in order to improve cashflows at the airport holding company level, and improve its rating and ability to service debt, as well as finance growth capital requirements.

At asset SPV level, we continue to focus on liquidity management / cash conservation through Capex and Opex optimization. The Group has a rich history and strong track record in its abilities to raise capital.

- **Interest Rate Risk:**

A fallout of Ukraine conflict has been higher inflation, and most Central banks have changed stance to tighten liquidity. US Federal Reserve, BoE, India's RBI etc. have hiked interest rates to curb inflation, which has also impacted the cost of borrowing. We believe that we are reaching the peak of this interest rate cycle and rates should largely start moving lower.

To mitigate these developments, we are continuously exploring and implementing innovative means of financing/refinancing our existing loan with the aim of reducing our interest costs. The bonds in DIAL and GHIAL have been hedged from forex perspective and have fixed debt service requirements. Our company has initiatives to increase operating cash flows and further reduce corporate debt at the holding company level to sustainable levels.

- **Credit Risk:**

Our airport business continues to be exposed to credit risks of airline customers and non-aero services customers. Collection of receivables from distressed airlines has continued to be a risk. The company has implemented various processes to mitigate the same, including Bank Guarantees, Cash & Carry, etc., wherever necessary. All receivables are being closely monitored and reviewed frequently by the top management.

Air India privatization under a strong brand like TATA has mitigated receivable risk to a great extent and has also helped the Company recover long standing dues from Air India. The Company is cognizant of the risk posed by smaller airlines under stress and actively monitors and tracks all such risks.

- **Foreign Currency Exchange Rate Risk:**

Throughout the year, some of our businesses remained exposed to the vagaries of exchange rate risk, as we have some expenditure in foreign currencies for procurement of project equipment. We have a natural hedge to a certain extent as part of our revenues are pegged to foreign currency movements. Further, we would be typically hedging our foreign currency exposure to address anticipated depreciation in the Indian Rupee.

### 3. Cyber Security Risk

Although GIL's businesses have not been affected by cyber-attacks, an increasing geopolitical hacktivism activity targeting Indian Airports has been noted. Company's cyber defenses have successfully thwarted such attacks so far.

As mitigation, GIL has a group-wide centralized cyber security program, covering people, process and technologies aspects of Cyber Protect, Detect, Respond & Recover capabilities. There is mechanism for 24 x 7 Next Generation Security Operations Centre monitoring all critical infrastructure for any suspicious activity. AI/ML-based End Point Detection is implemented across all computing devices. Periodic Vulnerability assessments and Penetration testing is conducted of the environment.

### 4. Geopolitical risk:

Geopolitical risks have continued to be on the risk landscape.

- Russian invasion of Ukraine has continued to disrupt economic recovery and has made significant impact on business environment across the world.
- Ongoing friction between China and US over financial and economic dominance and regional influence has created uncertainties.
- China's BRI has created debt burden for smaller countries, which may create strategic imbalances.
- For addressing these risks, the company relies on the government's proactive role in protecting the interests of Indian industries arising out of changing geopolitical landscape.
- As in previous case of Maldives Airport, our Company relies on high credibility of international arbitration platforms.
- Due to China based frictions, many companies are following a China + 1 policy, thus creating opportunities for India to supplement China in many sectors. The Government of India has introduced tax and fiscal incentives through the Production Linked Incentive (PLI) scheme which should attract greater manufacturing capacity to India.
- Debt burden on smaller countries has created opportunity for Indian companies to position themselves in such countries for various investments including infrastructure projects.
- Favorable geo-political developments in Middle East are also positive for India, thus creating opportunities for us.

### 5. Political risks:

Given the nature of the concession business, change in governments may occasionally have consequences on concessions, typically at an early stage. Accordingly, local politics within the countries, including India, where we operate may

affect our business.

To address these risks, Our Group implements its strategy of working closely with all relevant stakeholders to mitigate impact of the political risks.

For our assets and projects in foreign countries, we actively partner with reputed local players and utilize their capabilities for mitigating risks that we face in their respective countries.

## 6. Technology Risk:

There is tremendous environmental pressure impacting aviation industry, prompting the industry to adapt to green fuels and invest in additional infrastructure required for adaptation.

- Green fuels like hydrogen fuel, SAF, etc. may bring about changes in regulations affecting the business.
- Technologies like vertical take-off and landing (“VTOL”) and alternate modes of transportation like Hyperloop may impact air traffic volumes.
- Late adoption of latest technologies (AI, IOT) in airport operations may negatively impact efficiency at our airports.
- Use of digital technologies such as AI, Blockchain, etc. are allowing even traditional companies an opportunity to provide a new range of products and services.
- These technologies impact the competitive position of many players in the airports sector.
- Our company sees technology disruptions as an area of opportunity and is exploring strategies to exploit the same. We are working closely with ADP on examining the feasibility of SAF (sustainable aviation fuel) and will track the developments on Hydrogen front.
- VTOL can work for only smaller plane loads over short distances and are likely to be complementary to the existing airports, rather than competing with them. Wider adaptation in India may take time.
- Our airports have been at the forefront in adoption of new technologies w.r.t. airport operations, with DigiYatra roll-out being the latest demonstration of the same.
- We are also fostering a culture of innovation through our Centre of Excellence (Innovex) and incubation cells for various aviation related technologies/ applications and in meeting both the regulatory requirements as well as operational efficiencies.

## 7. Competition risk:

The attractiveness of airports business is primarily driven by the volume of air traffic, retail business potential and ability

to monetize real estate.

We now face competition in many of the above aspects of our business:

- Entry of new players in the business.
  - Aggressive bidding by existing players will continue and may impact growth prospects of the company. However, our overall competencies and rich experience in the Airports sector and our strategic partnership with Groupe ADP has strengthened our overall competitive position in the sector, both in India and overseas. We are also diversifying throughout geographies and are well positioned to compete.
- Operating in two-airports system
  - Alternative airports that may come up or operate in the vicinity of our airports can have impact on our business. In particular, we are likely to see the Noida Airport emerge as a second airport in the National Capital Region (NCR). We are focused on understanding the challenges and preparing our strategy to be strongly positioned to tap into opportunities and meet any challenges in this regard. Our experience as a second operator in Goa is also proving to be useful in preparing our strategy. We do believe we are strongly positioned to remain a strong leader in the NCR given the inherent advantages of Delhi International Airport and the core strengths of the Group.
- Competition from other modes of transport
  - Good road and rail connectivity from Delhi to cities like Lucknow, Chandigarh, Jaipur etc. may impact short haul traffic.
- Competition in retail
  - Increasing competition in retail business from online retail services can impact our retail business.
- Competition in airport adjacencies and services business
  - As we explore new avenues for growth in airport adjacencies and services business, we are facing competition from global players. We are the 2<sup>nd</sup> largest private airport developer in the world and are well placed to compete with the global players in the airport adjacencies and services business.
- Competition in Real Estate
  - As our airports induce growth in Real Estate in their vicinity, competition to our own Real Estate business is becoming more pronounced. Gurugram, for instance, has seen a spurt in Real Estate development which poses

strong competition for Aerocity. Our strategy for Aerocity is to enhance the infrastructure and services that give our Real Estate business unique advantage over the competition.

## 8. Regulatory – Arbitration/ Litigation Risk:

- Our airport business remains exposed to regulatory changes that may impact tariffs. While AERA's tariff determinations are tried up over the tariff period and have less impact on the long-term sustainability, they do have short term impact on profitability and liquidity.

Over the years, however, tariff setting mechanism in India has moved towards maturity and presents less ambiguity for the airports. This maturity is reflected in the recent interim tariff approval for our Goa Airport at Mopa within the expected timeframe. We continue to engage with relevant stakeholders across the board, and wherever required we escalate issues through the available mechanisms of TDSAT and Courts. We continue to track all developments in the regulatory environment and assess impact of possible outcomes. We also participate in aviation industry associations and chambers of commerce to work for resolution of issues that may impact our businesses. Wherever necessary, the Group has engaged in arbitration and/or litigation as appropriate, in order to protect its interest in this regard.

We have made material progress in addressing legacy issues relating to Delhi and Hyderabad Regulatory matters, which pre-date the formation of AERA.

- The company has ongoing disputes in its businesses, which primarily relate to the interpretation of issues relating to various concession documentation or laws by respective Authorities or Grantors. In one case, validity of award of Concession that was won through competitive bidding is being settled through litigation. Resolution of this case in our favor would add another new airport to our portfolio.

Our company has a robust in-house mechanism for dispute risk assessment, which provides the management with an early evaluation of the risks and costs associated with every potential arbitration / litigation, before the same is triggered. The Group would typically work with a combination of strong in-house counsel – both corporate and sectoral and specialist external counsel as per the specific requirements.

## 9. Talent risk:

As businesses rebound in the post-pandemic phase, there is the potential risk of new players tapping into the talent pool of established airport operators. Our Company has been

cognizant of this potential risk and has been proactively addressing it with a number of initiatives targeting such critical manpower. However, given the growth impetus, covering plans for new airports/ upgrade of existing airports, there is still a continuing risk of shortage of experienced/ skilled manpower. Where required, we are creating bench strength of resources to meet our growth requirements. Further, we have strong focus on the succession planning for our critical roles in the organisation. Additionally, we are also creating talent pool through our Aviation Academy for certain segments where demand for resources is high.

## 10. Matters related to Environment, Social and Governance (ESG)

Sustainability is core to the ethos at GMR, and has always been part of our journey, with strong focus at individual asset level. However, a need was felt to mainstream and drive it more holistically with focus on all the three aspects of ESG. As we embark on our ESG journey, we have followed a multi-pronged approach:

- Carry out ESG gap assessment, benchmarking, materiality survey, risk assessment,
- Develop ESG road map with short-term, medium-term and long-term targets
- Track and improve various ESG parameters
- Create ESG awareness among our stakeholders and enhance competency among employees
- Strengthen ESG reporting framework

We have completed our ESG assessment and implementation plan and identified the following material areas of focus:

### • Waste Management

We have stated our commitment on waste management, waste reduction and have put conservation measures in place in line with our Environment Policy. We are committed to single-use plastic free airport. Our airport infrastructure has adequate capacity and comprehensive process for waste management. We are committed to public disclosure of hazardous and non-hazardous waste generated, waste disposed, waste recycled and waste reused.

### • Air Quality Management

While MoEFCC & CPCB have laid down guidelines for air quality management, sources of air pollution are not limited to aviation-related emissions. Ground-service vehicles, as well as vehicles approaching the airport also contribute significantly to air pollution. However, the burden of compliance with air quality standards remains with airport operators. To address the above, we have put in place

effective air quality abatement and management initiatives in place. Our airports have started replacing fossil fuel vehicles plying for field operations with electric vehicles. We are also developing KPIs for increase in EV and EV related infrastructure.

- **Energy Management**

With aviation industry moving towards net-zero carbon emissions target by 2050, investors are focusing on energy transition plans of the company. For given target, the airline industry will need to start switching to Sustainable Aviation Fuel.

Our Delhi and Hyderabad Airports are strengthening commitments to net-zero target by 2030, and both Delhi and Hyderabad Airports have already transitioned to sourcing their entire requirements from renewable energy. Further to this, our company is already working closely with our partners in examining the feasibility of alternate fuels (SAF) in the aviation eco system.

- **Workforce Health and Safety**

Our company recognizes the significance and criticality of work force safety. We understand that low standards at the workplace could lead to loss of reputation in the market. We also realize that a high rate of LTIs (Lost Time Injury) will bring an organization under scrutiny. Reflecting our commitment to highest standards of work force safety, both of our airports at Delhi and Hyderabad are ISO 45001 certified. Our operation teams provide, in accordance with standards, regular training to employees on organizational health and safety aspects. Internal and external audits are carried out regularly to ensure compliance and maintaining highest standards of work force health and safety.

- **Emergency Response – Preparedness and Resilience**

Response to an airport emergency from any natural or man-made event that necessitates action to save lives, protect property, and public health, is essential. Emergency situations could arise as a result of aircraft defects/malfunctions, sabotage of aviation-related equipment, bomb threats, dangerous goods incidents, natural disasters, and so on. The company has a robust emergency response mechanism covered under Disaster Recovery Plan (DRP) and its Business Continuity Plan (BCP) ensures that core business processes regain their original state in shortest possible time without prolonged disruption.

## **Developments in Human Resources (HR) and Organization Development at GMR Group**

HR is one of the key strategic partners and has contributed to the organization development in alignment to the strategic initiatives of

the Airport business.

Following are the initiatives taken up by Airport HR in the FY 2022-23.

### **Talent and Succession Planning: -**

Talent Management and succession planning have been the key focus areas for HR to meet the talent requirement emerging from business direction. Succession Planning process at Airport sector identifies successors for all its critical positions. In some cases, the successors are elevated from the key roles in the upcoming business unit. This reinforces the GMR Philosophy of promoting and developing its employees. The talent pipeline is further strengthened with induction of Graduate Engineer Trainees (“GETs”) and Management Trainees (“MTs”) based on the GET Program – Aarohan and MT Program – Aarambh.

We also hired subject matter experts from overseas locations to infuse certain specific knowledge in the Airport business.

### **Learning and Development Initiatives: -**

Learning has been conducted under four umbrellas:

1. Daksh: These focus on developing foundational work skills
2. Nipun: Focusing on functional skills/ technical skills development
3. Saksham: Focusing on Managerial Skills Development
4. Netritva : Focusing on Leadership development

Over and above these initiatives Multi-Tier Leadership Development has been taken place via Programs like: Transition Programs, to aid transitions to higher levels in case of Internal Job Postings. Program like LEAP (at DIAL), CATAPULT (at GHIAL), introduction of Project Management learning course (Airports Sector Construction) and several knowledge sharing forums aim to develop next level of leaders to further strengthen the talent pipeline and the availability of skill set at par with the industry. Participants are prepared to take on higher cross-functional responsibilities and drive a high-performance culture in the organization. GMR Airports continued to build talent pipeline through their flagship cadre based program ‘Aarambh’, a structured initiative for Management Trainees & Graduate Engineer Trainees.

To enhance airport technical skills, employees have also undergone AAEE (American Association of Airport Executives) Certified Member (C.M.) Program, this program provided exposure to areas in Airport Operations, Maintenance, Finance and Management. The technical programs at Airport sector are based on the technical competency dictionary. Technical Competency Dictionary is created for all verticals of Airports and is revised once in two to three years. The document aides at developing competencies and also in recruitments.

In order to enrich diversity and dialogue, “Harmony” is implemented across levels.

GMR Airports also drives initiatives of Inner Excellence (Spirituality) to keep the workforce motivated and effective at work and personal lives.



## Partnership with GMRAA:

GMR Aviation Academy ("GMRAA") is a premier academy that imparts holistic training in the field of aviation. GMR Airports collaborates with GMRAA to implement its technical programs in areas of aviation. The academy conducts training programmes accredited by Airport Council International (ACI), International Air Transport Association (IATA), International Civil Aviation Organisation (ICAO), Directorate General of Civil Aviation (DGCA), and Bureau of Civil Aviation Security (BCAS).

The academy is the only one of its kind in India to have been conferred with the 'Regional Training Centre of Excellence' stature of ICAO and the 'Global Training Hub' by the ACI. It is also an Authorized Training Centre and Accredited Training School of IATA.

## Strategic Partnership with ADP

Airport Sector is also in process of collaborating with ADP for development related initiatives.

- Involve senior leadership of ADP to participate in the leadership session of Airport Sector's GET Program Implement
- Mentoring process for GET/MT program at Sector level basis the mentoring process of ADP - GP Program.

- Exchange Program - To begin with training session in Paris for 12 identified staff members

Closely working with ADP Team to ensure seamless experience by supporting in:

- (i) Policy benchmarking
- (ii) Support during expatriation and on-boarding
- (iii) Acculturation within GMR Ecosystem and familiarization with GMR Values & Belief

Working with ADP Team to create a framework to facilitate exchange of talent and training partnership between two companies which will enable two companies to leverage the capabilities of their talent.

## Employee Engagement

Employee engagement is a key focus area for the Group. Annual engagement survey is conducted across all the major business units to gauge the employee experience. Frequent Town Halls, CEOs Communication, skip level meetings are also conducted to ensure continued communication with the management during the year. As part of employee recognition, Airports have institutionalised employee recognition system. As part of the employee recognition, employee of the year, star employee of the month and CEO interaction with the winners is implemented.

# - Business Responsibility and Sustainability Report -

## Introduction

Securities and Exchange Board of India (SEBI), in its continued efforts to enhance disclosures on ESG standards, introduced new requirements for sustainability reporting by listed companies. The new reporting format known as the Business Responsibility and Sustainability Report (BRSR), requires companies to report performance against the nine principles of the 'National Guidelines on Responsible Business Conduct' (NGBRCs). BRSR aims to drive greater transparency around how businesses are creating value by contributing towards a sustainable economy. Therefore, GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) ("GIL"), in its endeavour to continually strengthen ESG processes and improve sustainability performance, has made this mandatory disclosure with effect from FY ending March 31, 2023.

This report has been prepared in accordance with the SEBI Guidelines for BRSR. The reporting scope and boundary of our disclosures cover the applicable operations of GIL as a standalone entity (wherever the statutory numbers are provided) and on consolidated basis for corporate functions specifically the environment related information. The information has generally been provided on consolidated basis but wherever, it has been provided on standalone basis, the same has been specifically indicated as "standalone".

This report highlights our constant endeavour to create long-term value for our stakeholders, as we contribute towards promoting sustainable development.

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

S. No.	Details of Listed Entity	
1	<b>Corporate Identity Number (CIN) of the Listed Entity</b>	L45203HR1996PLC113564
2	<b>Name of the Listed Entity</b>	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)
3	<b>Year of incorporation</b>	1996
4	<b>Registered office address</b>	Unit No. 12, 18 <sup>th</sup> Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India
5	<b>Corporate Address</b>	New Udaan Bhawan, Near Terminal 3, Indira Gandhi International Airport, New Delhi - 110 037
6	<b>E-mail</b>	gil.cosecy@gmrgroup.in
7	<b>Telephone</b>	+91 124 6637750 / +91 11 4921 6751
8	<b>Website</b>	<a href="http://www.gmrinfra.com/">http://www.gmrinfra.com/</a>
9	<b>Financial year for which reporting is being done</b>	2022-23
10	<b>Name of the Stock Exchange(s) where shares are listed</b>	BSE Limited and National Stock Exchange of India Limited
11	<b>Paid-up Capital (In Rupees)</b>	603.59 Crores
12	<b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR</b>	Mr. T. Venkat Ramana +91 11 49216751 <a href="mailto:gil.cosecy@gmrgroup.in">gil.cosecy@gmrgroup.in</a>
13	<b>Reporting boundary are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).</b>	Consolidated basis for corporate functions. Environmental data has been aggregated for; Delhi International Airport Limited (DIAL), GMR Hyderabad International Airport Limited (GHIAL) and GMR Goa International Airport Limited (GGIAL)

**II. List of Products/Services**

**14. Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1	On standalone basis: Infrastructure Business and Investment activity and corporate support	Engaged in various Infrastructure projects, including construction and EPC Solutions. Others [Investment Activity and corporate support to various Infrastructure SPVs]	100
2	On consolidated basis (through subsidiaries): Airport operator offers services to the customers (airport passenger, airlines and others) at the airport terminal directly or through service partners, service providers and stakeholders Security Services	Revenues from operations (Revenue from Aeronautical services /Revenue from Non-aeronautical services /Revenue from Non-airport services)/ Revenue from security services	100

**15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% Of total Turnover contributed
1	On standalone basis: Investment Activity and corporate support to various Infrastructure SPVs	66309	~98
2	On Consolidated basis: Airport operations and Airport EPC	43900	~95

**III. Operations**

**16. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	5	9	14
International	3	5	8

**17. Markets served by the entity:**

**a. Number of locations**

Locations	Number
National (Nos. of States and UTs)	5
International (No of Countries)	5

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

Nil (standalone)

**c. A brief on types of customers**

S. No.	A brief on types of customers	Remarks
1	General public (airport passengers etc.), Government & Non govt. agencies	The Company meets the requirements of B2G, B2B and B2C

#### IV. Employees

##### 18. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

S. No.	Particulars (Airport staff)	Total(A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	4811	4140	86.05	671	13.95
2.	Other than Permanent (E)	322	249	77.33	73	22.67
3.	Total Airport Staff (D + E)	5133	4389	85.51	744	14.49
<b>WORKERS</b>						
4.	Permanent (F)		Not Applicable			
5.	Other than Permanent (G)					
6.	Total workers (F+G)					

S. No.	Particulars (Security staff)	Total(A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	1998	1968	98.50	30	1.50
2.	Other than Permanent (E)	6690	6436	96.20	254	3.80
3.	Total Security Staff (D + E)	8688	8404	96.73	284	3.27

Total employees comprising airport and security staff are 13,821 and there are no workers in the Company.

##### b. Differently abled Employees and workers (airport staff and security staff):

S. No.	Particulars	Total(A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	3	2	66.67	1	33.33
2.	Other than Permanent (E)	0	0	-	0	-
3.	Total differently abled employees (D + E)	3	2	66.67	1	33.33
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)		Not Applicable			
5.	Other than permanent (G)					
6.	Total differently abled workers (F + G)					

##### 19. Participation/Inclusion/Representation of women (standalone)

	Total(A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	12	1	8.33
Key Management Personnel	3	0	Nil

##### 20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Airport Staff	FY 2022-23			FY2021-22			FY2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	14.72%	19.51%	15.38%	19.65%	24.97%	20.39%	11.16%	16.11%	11.86%
Permanent Workers	Not applicable								

## GMR Airports Infrastructure Limited

Security Staff	FY 2022-23			FY2021-22			FY2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	38.38%	41.71%	41.83%	29.73%	41.33%	30.08%	42.47%	33.74%	42.21%
<b>Permanent Workers</b>	Not applicable								

### V. Holding, Subsidiary and Associate Companies (including joint ventures)

#### 21. a Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether Holding/Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity (effective holding)	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) <sup>1</sup>
1.	GMR Enterprises Private Limited	Holding Company	NA	All these companies, either directly themselves or jointly with GIL, participate in the Business Responsibility initiatives.
2.	GMR Hyderabad International Airport Limited (GHIAL)	Subsidiary	32.13%	
3.	GMR Hyderabad Aerotropolis Limited (GHAL)	Subsidiary	32.13%	
4.	GMR Hyderabad Aviation SEZ Limited (GHASL)	Subsidiary	32.13%	
5.	GMR Air Cargo and Aerospace Engineering Limited (GACAEL)	Subsidiary	32.13%	
6.	GMR Aero Technic Limited (GATL)	Subsidiary	32.13%	
7.	GMR Airport Developers Limited (GADL)	Subsidiary	32.13%	
8.	GMR Hospitality and Retail Limited (GHRL)	Subsidiary	32.13%	
9.	GMR Hyderabad Airport Assets Limited (GHAAL)*	Subsidiary	32.13%	
10.	GMR Visakhapatnam International Airport Ltd (GVIAL)	Subsidiary	51.00%	
11.	Delhi International Airport Limited (DIAL)	Subsidiary	32.64%	
12.	Delhi Airport Parking Services Private Limited (DAPSL)	Subsidiary	36.73%	
13.	GMR Airports Limited (GAL)	Subsidiary	51.00%	
14.	GMR Corporate Affairs Limited (GCAL) (Formerly known as GMR Corporate Affairs Private Limited) (GCAPL)	Subsidiary	100%	
15.	GMR Business Process and Services Private Limited (GBPSPL)	Subsidiary	100%	
16.	GMR Goa International Airport Limited (GGIAL)	Subsidiary	50.49%	
17.	GMR Infra Developers Limited (GIDL)	Subsidiary	100%	
18.	Raxa Security Services Limited (RSSL)	Subsidiary	100%	
19.	GMR Hospitality Limited (GHL)	Subsidiary	35.7%	
20.	GMR Airports International B.V. (GAIBV)	Subsidiary	50.99%	
21.	GMR Airports (Mauritius) Limited (GAML)	Subsidiary	51%	
22.	GMR Airports Netherlands B.V (GANBV)	Subsidiary	51%	
23.	GMR Airports (Singapore) Pte. Ltd. (GASPL)	Subsidiary	50.99%	
24.	GMR Nagpur International Airport Limited (GNIAL)	Subsidiary	51%	
25.	GMR Kannur Duty Free Services Limited (GKDFSL)	Subsidiary	51%	
26.	GMR Airport Greece Single Member SA (GAGSMSA)	Subsidiary	50.99%	
27.	Delhi Duty Free Services Private Limited (DDFS)	Subsidiary	24.96%	
28.	Laqshya Hyderabad Airport Media Private Limited (Laqshya)	Associate	15.74%	
29.	Delhi Aviation Services Private Limited (DASPL)	Associate	16.32%	
30.	Delhi Aviation Fuel Facility Private Limited (DAFFPL)	Associate	8.48%	
31.	GMR Megawide Cebu Airport Corporation (GMCAC)	Associate	17%	
32.	Megawide GMR Construction JV, Inc. (MGCJV Inc.)	Associate	25.50%	
33.	ESR GMR Logistics Park Private Limited (EGLPPL) (Formerly GMR Logistics Park Private Limited)	Associate	9.64%	
34.	Heraklion Crete International Airport SA (Crete)	Associate	11.04%	
35.	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	Associate	8.48%	
36.	Travel Food Services (Delhi Terminal 3) Private Limited (TFS)	Associate	13.05%	
37.	TIM Delhi Airport Advertising Private Limited (TIM)	Associate	16.28%	
38.	PT Angkasa Pura Aviassi (PT APA)	Associate	24.99%	
39.	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	Associate	6.57%	
40.	Globemercants Inc. (GMI)	Associate	17%	
41.	DIGI Yatra Foundation (DIGI)	Associate	4.83%	

\*Ceased to be a subsidiary w.e.f. June 06, 2023.

## V. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

(ii) Turnover (in ₹): 101.94 Crores

(iii) Net worth (in ₹): 4,242.01 Crores

## VI. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remark	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remark
Communities	Yes	0	0	NIL	0	0	NIL
Investors (other than shareholders)	Yes	0	0	NIL	0	0	NIL
Shareholders	Yes	146	0	NIL	66	0	NIL
Employees and workers	Yes	0	0	NIL	0	0	NIL
Customers	Yes	0	0	NIL	0	0	NIL
Value Chain Partners	Yes	0	0	NIL	0	0	NIL
Others (Please specify)	NA	-	-	-	-	-	-

[https://investor.gmrinfra.com/pdf/GMR\\_Policy\\_Whistle\\_Blower.pdf](https://investor.gmrinfra.com/pdf/GMR_Policy_Whistle_Blower.pdf)

24. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1	Climate Change, Energy Efficiency and Emission reduction	Risk	Increased frequency and intensity of extreme weather events can cause disruption in airport operations. The sector's disruption due to the effects of climate change will have an influence on the entire global economy.	Storms, floods, or other disruptions become more frequent and airports & air traffic control operations must remain dependable. The capacity of airport operations and infrastructure to withstand and recover from external disruption brought on by the effects of climate change is known as airport climate resilience. Airport-specific climate change adaptation is essential to bolster resilience to present or future climate risks and its effects. Risk assessment and adaptation planning are important steps towards climate change management.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
2	Safety and Security	Risk	Safety and security of passengers and employees is a responsibility of airports. Poor safety and security leads to occupational hazards, disruption in airport operations and penalties from the regulatory bodies.	<p>Implementing comprehensive safety and security measures, including, surveillance cameras, and emergency response plans.</p> <p>Conducting regular safety audits and risk assessments to identify and address potential hazards and safety concerns. We align with the safety standards set by DGCA (Directorate General of Civil Aviation) and ICAO (International Civil Aviation Organization).</p>	Negative
3	Stakeholder Engagement and Community Relations	Risk and Opportunity	Poor stakeholder engagement and community relations can lead to negative public perception, social unrest, and legal challenges, affecting the reputation and financial performance of the airport sector. Building strong relationships with stakeholders, including local communities, customers, and employees, can enhance public perception, foster brand loyalty, and improve workforce retention, leading to increased revenue and profitability.	Developing and implementing comprehensive stakeholder engagement and community relations strategies to build trust and foster positive relationships with stakeholders. Conducting regular stakeholder engagement and feedback processes to identify and address concerns and issues.	Negative/ Positive depending upon the risk or opportunity
4	Cybersecurity and Data Privacy	Risk	The increasing reliance on digital technologies and the interconnectedness of operating systems can lead to cybersecurity breaches, data privacy violations, and reputational damage. Cases of data breach can have serious impact on reputation and disrupts financial stability.	Developing and implementing a comprehensive cybersecurity and data privacy program, including risk assessments, employee training, incident response plans, and regular monitoring and testing. Collaborating with industry partners and government agencies to share best practices and foster information sharing and threat intelligence. Regular communications related to IT Security awareness are sent to all employees and third parties. Monthly instructor led IT Security training and awareness programmes are conducted for all employees. Internal audits are conducted to maintain highest standards of cybersecurity and data privacy.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
5	Health Safety and Environment	Risk	The exposure to health and safety hazards, as well as environmental risks and liabilities, can lead to regulatory fines, litigation costs, and reputational damage.	<p>Developing and implementing a comprehensive health, safety, and environmental (HSE) management program, including risk assessments, compliance monitoring, incident reporting and investigation, and employees' training.</p> <p>Fostering a culture of safety and environmental stewardship and promoting responsible operations and practices.</p> <p>GIL along with its' subsidiaries has a health and safety policy, target, processes and have ISO 45001 certified health and safety systems and data recording mechanisms in place.</p>	Negative
6	Business Ethics	Risk	The exposure to risks related to code of conduct, irresponsible and unethical business practices lead to reputational and financial losses.	<p>GIL along with its' subsidiaries has a code of business conduct, that cover facets of business ethics such as child labour/ forced labour, corruption and bribery, discrimination. Public disclosure on breaches/ violations of code of conduct at group level.</p> <p>Compliance audits are conducted to ensure ethical standards are adhered. Dedicated helpdesk, Ombudsman, focal point and escalation matrix to ensure effective implementation of code of conduct.</p>	Negative
7	Air Quality	Risk	Poor air quality issues result in occupational hazards to employees and passengers and may lead to penalties if regulatory requirements are not met.	Air quality abatement and management initiatives such as A-CDM, TaxiBot, BME, Fuel hydrant system, Multimodal connectivity, CNG filling station, Electric buses and vehicles, charging stations etc. are in place. By identifying and addressing these material ESG risks and implementing effective mitigation measures, the airport sector can enhance its resilience and ensure long-term sustainability and financial performance.	Negative



S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
8	Energy Management	Opportunity	The increasing demand for renewable energy sources and the declining costs of renewable technologies can lead to new business opportunities, revenue growth, and cost savings. The development of energy storage technologies and solutions can enable the integration of intermittent renewable energy sources and enhance the reliability and resilience of energy systems.	NA	Positive
9	Digitalization and Technology	Opportunity	The adoption of digital technologies and solutions can improve operational efficiency, reduce costs, and enhance customer engagement and experience.	NA	Positive

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board?(Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	Please refer below web link: Business Responsibility Policy Link: <a href="https://investor.gmrinfra.com/pdf/Annex%203_GIL%20BRR%20Policy.pdf">https://investor.gmrinfra.com/pdf/Annex%203_GIL%20BRR%20Policy.pdf</a> CSR Policy Link: <a href="https://investor.gmrinfra.com/pdf/Amendment%20to%20CSR%20POLICY-GIL(9.08.pdf">https://investor.gmrinfra.com/pdf/Amendment%20to%20CSR%20POLICY-GIL(9.08.pdf</a> Code of Business Conduct and Ethics Link: <a href="https://investor.gmrinfra.com/pdf/GMR%20Code%20of%20Business%20Ethics%202022.pdf">https://investor.gmrinfra.com/pdf/GMR%20Code%20of%20Business%20Ethics%202022.pdf</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 45001, ISO 52001, ISO 27001, ISO 14001, ISO 14064, ISO 50001, ISO 22301, ISO 9001, ISO 39001, ISO 20001, OHSAS 18001, ISO 10002								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any.	Our airports are on track to be Net Zero emission airports by 2030.								
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	GMR's motivation has always been towards achieving sustainability and we believe that economic growth and resource conservation are complementary goals to support sustainable development. This is well encapsulated in our vision statement "GMR Group will be an institution in perpetuity that will build entrepreneurial organizations, making a difference to society through creation of value. As a group we have always strived towards not just complying with ESG requirements but set standards for responsible and sustainable business conduct. We are committed to reducing our environmental footprint and optimize our resource utilization. We work to achieve Sustainable Development Goals (SDGs) through our operations, partnerships and social initiatives to contribute to create an equitable and resilient environment and business. Through our values of humility, respect for individuals and social responsibility, we are driven to operate in a way that is socially responsible and beneficial to all of our stakeholders. Our disclosures are an opportunity for introspection and help enhanced alignment of our processes and policies with the best-in-class practices. We will be monitoring the progress made to our ESG targets very closely and ensure transparent reporting for our stakeholders.								

#### Governance, leadership, and oversight

<p><b>7. Statement by the director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements-</b></p> <p>We take great pride in all the assets we have developed as National Assets of the highest quality, and we have always ensured that we adopt the highest levels of environmental standards for all our projects. We are contributing towards India's target to be a net-zero emission economy by 2070.</p> <p>Our airports being operated under GMR control are well on track to be Net Zero emission airports by 2030. Detailed action plans have been prepared for all material issues impacting our ESG rating. As a group, we have adopted a Climate Resilience Policy which outlines our commitment to reduce carbon emissions and take actions to minimize climate change impacts. Further, we have affirmed our alignment with the national and global ambitions of limiting global warming rise to the 1.5° C by turn of the century.</p> <p>In this direction, both our major assets i.e., Delhi and Hyderabad International airports are now sourcing all their energy requirements from renewable sources. This is managed by a combination of our captive solar plants and sourcing remaining power from other renewable power plants. We have also undertaken a new initiative to convert all airport vehicles to EVs. Further, GMR Airports is also working with Groupe ADP and other consortium partners to conduct a joint study on Sustainable Aviation Fuels (SAF) and their potential in India.</p> <p>As a result of such initiatives, DIAL is Asia Pacific's first Level 4+ (Transition) accredited airport and Second Airport Globally under ACI's Airport Carbon Accreditation program. GHIAL was earlier awarded Level 3+ Neutrality status under ACI's Airport Carbon Accreditation program.</p>									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Grandhi Kiran Kumar Managing Director and Chief Executive Officer								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability -related issues? (Yes / No). If yes, provide details.	<p>Yes. The ESG Committee of the Board is responsible for decision making on sustainability related issues. The ESG Committee comprises the following members:</p> <ul style="list-style-type: none"> <li>• Mr. Grandhi Kiran Kumar (DIN: 00061669), Executive Director - Chairperson</li> <li>• Mr. Boda Venkata Nageswara Rao (DIN: 00051167), Non-Executive Non Independent Director - Member</li> <li>• Mr. Emandi Sankara Rao (DIN: 05184747), Non-Executive Independent Director - Member</li> <li>• Mr. Subba Rao Amarthaluru (DIN: 00082313), Non-Executive Independent Director - Member</li> <li>• Ms. Bijal Tushar Ajinkya (DIN: 01976832), Non-Executive Independent Director - Member (appointed w.e.f. August 14, 2023)</li> <li>• Mr. T. Venkat Ramana, Company Secretary and Compliance Officer, acts as Secretary to the ESG Committee</li> </ul>								

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Quarterly								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										<b>P1</b>	<b>P2</b>	<b>P3</b>	<b>P4</b>	<b>P5</b>	<b>P6</b>	<b>P7</b>	<b>P8</b>	<b>P9</b>
										No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE DISCLOSURES

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

#### Essential Indicators

#### 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year (standalone)

Segment	Total number of training and awareness programmes held	Topic/ principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	2	ESG Framework and Roadmap, Anti-Bribery and Anti-Corruption Policy	100%
Key Managerial Personnel	9	Code of Business Conduct and Ethics, Anti Bribery and Anti-Corruption Policy & Gifts & Hospitality policies	100%
Employees other than BoD & KMPs	74	Code of Business Conduct and Ethics, Anti-Bribery and Anti-Corruption Policy & Gifts & Hospitality policies	100%
Workers		Not applicable	

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):** Not Applicable

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:** Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.**

Yes, GIL has an Anti-Bribery and Anti-Corruption Policy.

#### Anti-Bribery and Anti-Corruption Policy

- GMR Group has an Anti-Bribery and Anti-Corruption policy as part of our Code of Business Conduct & Ethics. The policy is applicable to all employees, Board of Directors, subsidiaries, and Business Associates (suppliers, contractors, service providers and other key business partners) of the Company and states zero tolerance towards any form of bribery and corruption.

- As per the policy, it applies to all the Employees and Value Chain Partners. Every individual or entity to whom the Policy applies, is bound to exhibit honest and ethical conduct in his/her/its official/business dealings and relationships, both in letter and in spirit. Policy also provides guidelines on political, community and charitable contributions to avoid any risk of corruption and bribery.

#### Governing Legislations

- The policy has been prepared after giving specific attention to the requirements of the relevant laws to prevent/counter acts of bribery and corruption in the conduct of its business across jurisdictions as per the applicable law(s) of the land where the GMR Group operates and forbids employees and Value Chain Partners from indulging in such acts. In

setting out the principles, due consideration has been paid to Indian and International laws including the following:

- i. Prevention of Corruption Act, 1988 and Prevention of Money Laundering Act, 2002 – as amended from time to time.
- ii. UN Convention on Corruption.
- iii. UK Bribery Act; and
- iv. US Foreign Corrupt Practices Act.

**Training on Anti-Bribery and Anti-Corruption Policy**

- Regular training and awareness sessions on the Policy is provided to all employees and concerned stakeholders to acknowledge their understanding and commitment to adhere to the defined guidelines.

**Reporting of Concerns and Violations**

- Every person to whom the Policy applies, is encouraged to raise valid concern(s) about any Bribery or Corruption issue or suspicion of malpractice at the earliest possible stage. The GMR Group has formulated a Whistle Blower Policy with a view to provide a mechanism for the Personnel to raise concern(s) on any violation of GMR Group’s Policies.
- GMR Ethics Helpline (Toll Free Number 1800 1020 467 & Email: gmr@ethicshelpline.in).

To access the Policy, please refer to the link provided below:

( [https://investor.gmrinfra.com/pdf/ABAC%20Policy%20\\_Oct2022\\_Final.pdf](https://investor.gmrinfra.com/pdf/ABAC%20Policy%20_Oct2022_Final.pdf) )

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	NA	NA

**6. Details of complaints with regards to conflict of interest:**

	<b>FY 2022-23</b>		<b>FY 2021-22</b>	
	<b>Number</b>	<b>Remarks</b>	<b>Number</b>	<b>Remarks</b>
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

**7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.** Not Applicable

**Leadership Indicators**

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

<b>Total number of awareness programmes held</b>	<b>Topics / principles covered under the training</b>	<b>%age of value chain partners covered (by value of business done with such partners) under the awareness programmes</b>
8 (for 202 staff)	Supplier code, Conflict of Interest and Whistle Blower Policy	100

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same**

Yes

**Code of Conduct for Board Members:** Code of Conduct (the "Code") is intended to serve as a basis for maintaining the standards of business conduct for the Company and its' subsidiaries and compliance with principles of Corporate Governance and legal requirements as Board Member:

- To inform the Board of Directors of changes in other board positions, so as to disclose the interest in other company (ies).
- To avoid any conflict with the interest of the Company at large by making appropriate disclosures.
- All the directors on an annual basis affirm to the respective company's Code of Conduct.

**Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.:**

Not Applicable

**2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes

**b. If yes, what percentage of inputs were sourced sustainably?**

57% of total procurement is sourced locally (from suppliers within the district/state)

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Waste Type	Processes to reclaim through reuse, recycle, disposal at end of life
Plastics (including packaging)	Recycle through Government approved authorized waste vendors
E-Waste	Hand over to Government approved dismantlers
Hazardous Waste	Collect and recycle through government approved authorized waste vendors
Other Waste	NA

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same:** Not Applicable

**Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

**1. a. Details of measures for the well-being of employees**

Category	% Of employees covered by										
	Total (A)	Health insurance*		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities**	
		No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)	No. (E)	% (E / A)	No. (F)	% (F / A)
<b>Permanent employees</b>											
Male	6108	6108	100	6108	100	-	-	6108	100	6108	100
Female	701	701	100	701	100	701	100	-	-	701	100
Total	6809	6809	100	6809	100	701	10.30	6108	89.70	6809	100
<b>Other than Permeant Employees</b>											
Male	6685	6685	100	6685	100	-	-	6685	100	6685	100
Female	327	327	100	327	100	327	100	-	-	327	100
Total	7012	7012	100	7012	100	327	4.66	6685	99.34	7012	100

**\*Employee data for both security and airport staff on a consolidated basis.**

**\*\*Day care facilities are available for all the employees, with usage varying from time to time.**

**b. Details of measures for the well-being of workers:** Not applicable

**2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers*	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	NA	Y	100	NA	Y
Gratuity	100		Y	100		Y
ESI	100		Y	100		Y
Others- please specify	-	-	-	-	-	-

\*There are no workers in the Company.

**3. Accessibility of workplaces**

**Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, our offices/premises are accessible to differently abled employees and workers.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, GIL at the group-level has enforced Code of Business Conduct and Ethics that includes guidelines for equal opportunities to all employees. Zero tolerance to discrimination based on community, race or gender. Here is the link below:

<https://investor.gmrinfra.com/code-of-conduct>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	Not Applicable	
Female	100%	100%		
Total	100%	100%		

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

	<b>Yes/No (If Yes, then give details of the mechanism in brief)</b>
Permanent Workers	Yes, GMR Group has a Whistle Blower Policy for grievance redressal, which provides a mechanism for employees, including both full-time, part-time employees, contractual workers (Suggestion Box, Safety Committee, Mass Meeting) and others included in the value chain to report any concerns or grievances. The policy aims to ensure that genuine complainants are able to raise their concerns in full confidence, without any fear of retaliation or victimization and also allows for anonymous reporting of complaints.  For employees, we have a separate Employee Grievance Policy. Employees can raise their complaints/ concerns on the Navyata portal.  Any Whistle Blower making a complaint under this Policy may make a Disclosure to the Ombudsperson through oral or digital modes of communication. Toll Free Number- 1800 1020 467 Email- gmr@ethicshelpline.in
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

**7. Membership of employees and workers in association(s) or Unions recognized by the listed entity**

Category	FY 2022-23			FY 2021-22		
	Total employees/workers in respective category(A)	No. of employees/workers in respective category, who are part of association(s) or Unions (B)	% (B/A)	Total employees/workers in respective category(C)	No. of employees/workers in respective category, who are part of association(s) or Unions (D)	% (D/C)
<b>Total Permanent Employees</b>	At GMR Group, there are no trade unions.					
Male						
Female						
<b>Total Permanent Workers</b>						
Male						
Female						

**8. Details of training given to employees and workers**

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures*		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No.(B)	% (B/A)	No. (C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
Male	12793	NA	NA	10946	85.56	9480	NA	NA	495	5.22
Female	1028	NA	NA	771	75.00	730	NA	NA	47	6.44
<b>Total</b>	<b>13821</b>	NA	NA	<b>11717</b>	<b>84.78</b>	<b>10210</b>	NA	NA	<b>542</b>	<b>5.31</b>

\*Data for trainings on Health and Safety measures is captured in man-hours. Total man-hours for health and safety training for FY 2022-23 was 12,248 and 2,561 for FY 2021-22.

\*\*During FY 2021-22, less classroom trainings were organized due to pandemic.



**9. Details of performance and career development reviews of employees and workers**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	6108	4287	70.19	5088	3045	59.85
Female	701	671	95.72	496	467	94.15
Total	6809	4958	72.82	5584	3512	62.89
<b>Workers</b>						
Male	Not Applicable					

Performance and career development reviews are done for permanent employees only.

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system been implemented by the entity? (Yes/ No). If yes, the coverage of such system?**

Yes, GIL along with its' subsidiaries has an occupational health and safety management system which covers 100% of their business operations. Delhi International Airport Limited, a material subsidiary company of GIL, is also certified for ISO45001-2018 – OH&SMS (Occupational health and safety management system).

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

GIL along with its' subsidiaries has voluntary hazard reporting system which encourages staff to report hazards. Specifically, the safety team carries out safety oversight inspections/CAPA verification checks/cross functional audits to identify any unsafe practices, activities, or any physical hazards. Occupational Health & Safety Risk

Management system is implemented at group-level to undertake safety audits & inspections and identify work related hazards and assess risks in our operations.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N) Yes.**

DIAL: Safety Hazard / Concern or any occurrences can be reported to safety team through email / call / message / or filling hazard form placed at various places.

GHIAL: Voluntary hazard reporting process is available.

GGIAL: Established processes viz., Hazard Reporting System is implemented at GGIAL to report work related hazards and to mitigate such risks.

**d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No) Yes.**

GMR Group has medical centers at all its offices which are accessible to all the employees and workers.

**11. Details of safety related incidents, in the following format**

Safety Incident/Number	Category*	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees & Workers	0	0.04
Total recordable work-related injuries	Employees & Workers	0	1
No. of fatalities	Employees & Workers	0	1
High consequence work-related injury or ill-health (excluding fatalities)	Employees & Workers	0	0

\* There are no workers in the Company.

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace**

DIAL: DIAL conducts and monitors safety meeting, safety performance review regularly in ensuring a safe and healthy workplace. They also conduct safety emergency drills on timely basis to safeguard employees and workers in an emergency scenario.

GHIAL: The entity has robust Safety Management System in place. Safety induction training is provided to all the employees at the time of joining the organization. There is voluntary hazard reporting system which can be reported through the portal/ WhatsApp/Mail Communication where in people can report any unsafe conditions, unsafe practices, unsafe behaviors or any object that may cause injuries to people. Safety awareness campaigns are conducted by engaging GHIAL staff, service providers & stakeholders. R&R is one of the safety promotional activity which encourage people to participate in the safety events and enhance safety across the organization. Further, GHIAL has constituted a safety council with station heads as members who discuss various safety aspects pertaining to all the areas of the Airport premises.

GGIAL: The following measures are implemented to ensure the workplace is safe and healthy. GGIAL undertakes Implementation

of Safety Policy and Occupational Health & Safety Management System at workplace. Hazard identification, Risk Assessment and Management is done in accordance with Hazard Identification and Risk Assessment (HIRA) Procedure and Job Safety Analysis (JSA) Procedure. Daily inspections, Periodic inspections, Internal & external safety audits and Risk assessment of the various activities are carried out across sites, to meet the highest standards of safe practices put in place and to improve on the employee wellbeing. The Hierarchy of controls is followed by application of risk control measures, Control Plans commensurate to risk are deployed before execution of job. No job is executed until risks are brought to acceptable range. Monthly safety committee meetings, Runway Safety Committee Meetings and Airside Operations Committee Meetings are conducted every month to review the adequacy of resources for safety and to provide support for safety management system deployment. Internal hazarding reporting system through hazard reporting box and online reporting system and near miss reporting system is implemented. Incident & near miss investigations are carried out and necessary actions are taken. The risks are assessed, incidents and accidents are tracked, and corrective actions & preventive actions are taken. Communication & sharing of safety information notices to all the stakeholders related to workplace incidents. About six HSE audits were conducted.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NIL	0	0	NIL
Health & Safety	0	0	NIL	0	0	NIL

**14. Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

GIL along with its' subsidiaries has engaged DuPont Safety Solutions (for a period of 2 years) which is world class entity in implementing the safety solutions to enhance safety culture across the organization. For GGIAL; all safety related incidents are being investigated and learnings from investigation reports are shared across organization for deployment of corrective actions to stop recurrence of such incidents. Effectiveness of

Corrective actions deployment are checked during safety audits. Significant risks / concerns arising from assessment of Health and Safety Practices are addressed through elimination of hazards wherever possible, by use of Technology / Digitization, Safety Capability Building, Monitoring & supervision, etc. Proper engineering controls, administrative controls and PPEs exercised on the significant risks identified during the audit such as proper machine guarding, proper double earthing to the electrical distribution boards and machines, barricading of the open pits and providing safe access to the workplace, maintaining proper housekeeping in the work areas, maintaining safe lux levels,

provision of fire extinguishers and segregation and isolated storage of flammable materials under lock and key, work at height safety and covering of open trenches, provision of drinking water and first aid medical facilities at the work area.

### Leadership Indicators

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) & Workers (Y/N)**

Yes, GIL along with its subsidiaries has life insurance policy in place which is provided to its employees and workers.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

Statutory dues are deducted through HR clearance on a monthly basis.

**3. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

Yes

**Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders**

### Essential Indicators

**1. Describe the processes for identifying key stakeholder groups of the entity.**

GIL along with its subsidiaries has identified Passengers, Airlines and Freight Forwarders as customers across Aero and Non-Aero Market Segments. The key requirements of each customer segment are described below:

Market Segments	Customer Group	Key Requirements
Aero	Airlines (Passenger) <ul style="list-style-type: none"> <li>Domestic - LCC, FSC</li> <li>International - LCC, FSC</li> </ul> Airlines (Cargo) <ul style="list-style-type: none"> <li>Domestic</li> <li>International</li> </ul> General Aviation / NSO	<ul style="list-style-type: none"> <li>Integrated domestic and International terminal</li> <li>Infrastructure (Dual Runway, RET, Taxiway, Aircraft Parking (Aerobridge, Remote Stands), Vehicle Parking, Office space, IT Infrastructure, Baggage Handling System, Utility services, Security services)</li> <li>Multi Modal Connectivity</li> <li>Training on products and Services</li> <li>Transfer facilities (Passengers)</li> <li>Assured service levels (Infrastructure / service performance)</li> <li>Customer oriented processes</li> <li>Safe, Secure and Clean environment</li> <li>Infrastructure (Power, Water, Road, IT Services)</li> </ul>
	Freight Forwarders <ul style="list-style-type: none"> <li>Domestic</li> <li>International</li> <li>Integrator/Express companies</li> </ul>	<ul style="list-style-type: none"> <li>Domestic and International cargo terminal – Integrated (Pharma, Perishable, Express)</li> <li>Warehouses and Offices</li> <li>Transshipment facilities (Cargo)</li> <li>Cargo handling equipment and Processes</li> <li>Infrastructure (Power, Water, Road, IT Services)</li> <li>Multi Modal Connectivity</li> </ul>
Non-Aero	Passengers: Domestic & International All non-aero services are being delivered through service partners (Concessionaires), hence the requirements of these service partners are captured in key stakeholders' requirement.	<ul style="list-style-type: none"> <li>Welcoming ambience</li> <li>Value for money</li> <li>Choice of Product Offerings</li> <li>Customer Service</li> <li>Signage, Information and Communication</li> <li>Safe, Secure and Seamless experience</li> <li>Multi Modal Connectivity</li> <li>Infrastructure and Utilities (Car Park, Toilets, Power, Water, IT Services)</li> </ul>

Note: Though Airlines are the identified customers, they also act as service partners in delivering check in, baggage handling and boarding facilities to passengers. Apart from Customers and employees, we have identified investors, regulatory bodies, JV partners, Suppliers, Service Partners, Service providers, Service Facilitators and Society as the other key stakeholders.

The requirements of these other stakeholders are shown in below table:

Stakeholder	Requirements
Employees	<ul style="list-style-type: none"> <li>• Job satisfaction</li> <li>• Career progression</li> <li>• Learning &amp; development and knowledge sharing</li> <li>• Employment terms and job stability</li> <li>• Workplace safety</li> <li>• Diversity and inclusion</li> <li>• Positive corporate image</li> <li>• Environmental stewardship</li> </ul>
Investors	<ul style="list-style-type: none"> <li>• Return on Investment</li> <li>• Business Growth</li> <li>• Corporate Governance</li> </ul>
Regulatory Bodies	<ul style="list-style-type: none"> <li>• Compliance to Regulatory norms</li> </ul>
JV Partners	<ul style="list-style-type: none"> <li>• Business opportunities</li> <li>• Business support and conducive environment</li> <li>• Growth</li> </ul>
Suppliers, Service Partners, Service providers	<ul style="list-style-type: none"> <li>• Clarity of Scope &amp; specifications of work</li> <li>• Facilitation &amp; support to work in airport premises</li> <li>• Payment timeliness / terms</li> </ul>
Service Facilitators	<ul style="list-style-type: none"> <li>• Infrastructure</li> <li>• Operational environment &amp; facilities</li> <li>• Network Systems, Reliable &amp; Compatible IT solutions</li> <li>• Communication</li> </ul>
Society	<ul style="list-style-type: none"> <li>• Education</li> <li>• Health</li> <li>• Empowerment and Livelihood</li> <li>• Community Development</li> </ul>

## 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Groups	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others-please specify)	Purpose and scope of engagement including key Topics and Concerns raised during such engagement
Service Facilitators (Regulatory Bodies) Key Agencies: CISF, Immigration, Customs, State Police/Traffic Police	No	[Meeting, Email]	Monthly/ Quarterly/Daily	<ul style="list-style-type: none"> <li>• Sharing of AVSEC Circulars and orders issued by BCAS</li> <li>• Briefing/debriefing sessions before and after mandatory emergency mock exercises</li> <li>• Operational Requirements</li> </ul>
Service Facilitators (Regulatory Bodies) Key Agencies: Animal Quarantine Office, Airport Health Office	No	[Meeting, Email]	Monthly/ Daily	<ul style="list-style-type: none"> <li>• Operational Requirements</li> </ul>
Service Providers Key Agencies: Project Execution & Design Consultant	No	[Meetings, Email, Site walkthrough]	Daily/ need-based	<ul style="list-style-type: none"> <li>• PR and PO</li> <li>• Work permits and AEP</li> <li>• Handover to user departments</li> <li>• Project documentation</li> <li>• Contract closure</li> </ul>

Stakeholder Groups	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others-please specify)	Purpose and scope of engagement including key Topics and Concerns raised during such engagement
Service Providers Key Agencies: Maintenance Contractors, Hardware / Software Suppliers, Hospitals	No	[Meetings, Email]	Daily, Weekly, Monthly	<ul style="list-style-type: none"> <li>• Passenger Load forecast,</li> <li>• Learning and Development,</li> <li>• Requirement gathering and Initiating Procurement Process,</li> <li>• RFP Preparation and Release to Vendors, Vendor Finalization, Implementation and Testing</li> <li>• Vaccination availability, Health Talks, Hospitalization Support, Annual Health Checks, Breath Analyzation Test, Isolation Facility</li> </ul>
Service Providers Key Agencies: Aero Concessionaires, Non-Aero Concessionaires, Cargo Terminal Operator	No	[Meetings, Email, on site / off site interactions]	Daily, Weekly, Bi – Monthly	<ul style="list-style-type: none"> <li>• Reviewing Project Status</li> <li>• Update on regular MIS</li> <li>• New Business Discussions</li> <li>• Infrastructure –Space with good visibility, Office &amp; Warehouse spaces</li> <li>• New Freighter Connections &amp; additional frequencies, Cargo related Infrastructure</li> </ul>
Suppliers Key Agencies: Vendors	No	[Meetings, Email, on site / off site interactions]	As per business requirement	<ul style="list-style-type: none"> <li>• Timely issuance of PO, BOQ, SOW SLA</li> </ul>

**Principle 5: Businesses should respect and promote human rights**

**Essential Indicators**

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/workers covered (B)	% (B / A)	Total (C)	No of employees/workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	6809	6809	100	5584	5584	100
Other than permanent	7012	7012	100	4626	4626	100
<b>Total Employees</b>	<b>13821</b>	<b>13821</b>	<b>100</b>	<b>10210</b>	<b>10210</b>	<b>100</b>

2. Details of minimum wages paid to employees and workers in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	% (B/A)	No. (C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	6108	1821	29.81	4287	70.19	5088	1992	39.15	3096	60.85
Female	701	30	4.28	671	95.72	498	26	5.22	472	94.78
<b>Other than Permanent</b>										
Male	6685	5987	89.56	698	10.44	4392	3746	85.29	646	14.71
Female	327	229	70.03	98	29.97	234	132	56.41	102	43.59

*\*Employee data for both security and airport staff on a consolidated basis.*

3. Details of remuneration/salary/wages, in the following format (standalone):

Category	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)**	10	0*	1	0*
Key Managerial Personnel	3	2,40,00,000	0	0
Employees other than BoD and KMP	99	7,07,518	35	5,38,584
Workers	-	-	-	-

*\*Other than Mr. Grandhi Kiran Kumar, no other director draws any remuneration. However, the independent directors are paid sitting fee for attending the Board/ Committee meetings and the same has not been considered while calculating the median remuneration.*

*\*\* Mr. Grandhi Kiran Kumar being the Managing Director and CEO has only been included in the KMPs and not in Board of Directors.*

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Human rights aspects and grievance redressal is mentioned in our Code of Business Conduct and Ethics.

Refer to our Code of Business Conduct and Ethics at <https://investor.gmrinfra.com/code-of-conduct>.

**6. Number of Complaints on the following made by employees and workers**

Complaints	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other Human Rights related issues						

**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Please refer to our Code of Business Conduct and Ethics at <https://investor.gmrinfra.com/code-of-conduct>

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No): Yes**

**9. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced/Involuntary Labour	100%
Sexual Harassment	100%
Discrimination at Workplace	100%
Wages	100%
Others- Please specify	-

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

Not Applicable

**Principle 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	Unit	FY 2022 - 23	FY 2021 - 22
Total electricity consumption (A)	GJ	1,02,954.20	1,73,62,25.28
Total fuel consumption (B)	GJ	16,58,523.00	4,96,591.00
Energy consumption through other sources (C)	GJ	0	0
<b>Total energy consumption (A+B+C)</b>	<b>GJ</b>	<b>17,61,477.20</b>	<b>22,32,816.28</b>
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	GJ/Crore	263.16	485.32

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:- No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No target communication has been received for Airports for Performance, Achieve and Trade (PAT) Scheme of the Government of India

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in Kilolitres)</b>		
(i) Surface water	2,48,635.83	0*
(ii) Groundwater	12,67,562.00	12,83,884.00
(iii) Third party water	11,29,573.00	11,37,109.90
(iv) Seawater / desalinated water	0	0
(v) Others	6,90,019.90	3,86,008.00
<b>Total volume of water withdrawal (i + ii + iii + iv + v)</b>	<b>33,35,790.73</b>	<b>28,07,001.90</b>
<b>Total volume of water consumption(in Kilolitres)</b>	<b>33,35,790.73</b>	<b>28,07,001.90</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	<b>498.37 KL/Crore</b>	<b>610.12 KL/Crore</b>

\*DIAL does not use surface water GHIAL didn't use it in FY 2021-22 because of Covid-19. GGIAL didn't use surface water during FY 2021-22 as the Airport was operational only in January 2023.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, 625 KLD Sewage Treatment Plant (STP) is designed on zero discharge principle for GGIAL and at DIAL, 16.6 MLD STP zero discharge plant. Both the Zero Liquid Discharge (ZLD) plants are used for horticulture, landscaping, flushing and Heating Ventilation and Air Conditioning (HVAC) applications.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter (DIAL)	Please specify unit	FY 2022 - 23	FY 2021 - 22
<b>NOx</b>	ppmv	145.46	98.02
<b>Sox mg/Nm<sup>3</sup></b>	15.04	13.78	
<b>Particulate matter(PM)</b>	mg/Nm <sup>3</sup>	45.98	39.20
<b>Persistent organicpollutants (POP)</b>	µg/m <sup>3</sup>	-	-
<b>Volatile organiccompounds (VOC)</b>	µg/m <sup>3</sup>	-	-
<b>Hazardous airpollutants (HAP)</b>	µg/m <sup>3</sup>	-	-
<b>Others please specify (CO)</b>	mg/Nm <sup>3</sup>	44.82	50.7

Parameter (GHIAL)	Please specify unit	FY 2022 - 23	FY 2021 - 22
<b>NOx</b>	µg/m <sup>3</sup>	56.78	103.92
<b>Sox µg/m<sup>3</sup></b>	208.94	23.53	
<b>Particulate matter(PM) 2.5</b>	µg/m <sup>3</sup>	279.43	87.22
<b>Persistent organicpollutants (POP)</b>	µg/m <sup>3</sup>	NA	NA
<b>Volatile organiccompounds (VOC)</b>	µg/m <sup>3</sup>	NA	NA
<b>Hazardous airpollutants (HAP)</b>	µg/m <sup>3</sup>	NA	NA
<b>Others please specify: Particulate Matter 10</b>	µg/m <sup>3</sup>	383.9	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.: No



6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022 - 23	FY 2021-22
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs,SF6, NF3, if available)	Metric tonnes of CO2	4389.21	6490.07
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs,SF6, NF3, if available)	Metric tonnes of CO2	54709.77	57768.54
<b>Total Scope 1 and Scope 2 emissions per rupee ofturnover</b>	MT/Crore	10.89	13.96
<b>Total Scope 1 and Scope 2 emission intensity—the relevant metric may be selected by the entity(optional)</b>	MT/ Million Passenger	679.60	1242.91

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes, the GMR Hyderabad International Airport Passenger Terminal is credited with the coveted 'Leadership in Energy and Environmental Design' (LEED) certification for its eco-friendly structural design. The terminal is built to allow maximum natural light and other ecological features, ensuring minimal use of energy and water. There is about 273 hectares of green cover with various plant species and natural vegetation developed around the airport to maintain ecological balance. GMR Hyderabad International Airport is a carbon neutral airport and the 1<sup>st</sup> Airport in the Asia Pacific Region to achieve the highest-Level 3+ accreditation in carbon neutrality by Airport Carbon Accreditation. Both, GGIAL and DIAL has off site renewable energy Power Purchase Agreements (PPA).

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Total Waste Generated (in metric tonnes)</b>		
Plastic waste (A)	249.85	96.5
E-waste (B)	14.78	9.83
Bio-medical waste (C)	2.71	2.76
Construction and demolition waste (D)	61.9	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	13.48	17.18
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. bymaterials relevant to the sector)(Food Waste)	0	16.92
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>342.72</b>	<b>143.19</b>

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2022-23	FY 2021-22
(i) Recycled	1,386.98	118.20
(ii) Re-used	2,889.44	1,301.49
(iii) Other recovery operations	588.00	0
<b>Total</b>	<b>4,864.42</b>	<b>1,419.69</b>

For each category of waste generated, total waste disposed by nature of disposal method (inmetric tonnes)

(i) Incineration	2.96	1.78
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
<b>Total</b>	<b>2.96</b>	<b>1.78</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Integrated Waste Management Plan (IWMP) is approved by Goa State Pollution Control Board (GSPCB). Reduction of waste at source is practiced by usage of reusable crockery and glassware. Waste is segregated in Integrated Waste Management Shed with facility of Organic Waste Composter (OWC) for converting biodegradable waste into compost and baling machine. At GHIAL, food waste is converted in to compost in compost plant and generated compost is utilized for plants and hazardous waste generated in Hyderabad International Airport premises is disposed to TSPCB (Telangana State Pollution Control Board) Authorized recyclers. DIAL has adopted a circular economy approach and 4R (Reduce, Reuse, Recycle and Recover) strategy for effective waste management at Delhi International Airport. Airports generate waste such as Municipal Solid Waste, Hazardous Waste, E-Waste, Bio-Medical Waste, and Battery Waste. All these wastes are handled and managed as per the government guidelines and regulations. DIAL has obtained required authorizations and periodic returns are filed to

Government departments as per the requirements of waste management. DIAL implemented the “Single-Use plastic free airport” initiative in 2019. This initiative was adopted in line with the Government of India’s commitment to become a Single-Use plastic free country by 2022 and also DIAL’s Environment Policy commitment of “Protection of Ecosystem”.

- 10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:** Not applicable
- 11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:** Not applicable
- 12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:** Yes

**Leadership Indicators**

**1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

Parameter	Unit	FY 2022 - 23	FY 2021 - 22
<b>From renewable sources</b>			
Total electricity consumption	GJ (Gigajoules)	598597.2*	437799*
Total fuel consumption (B)	GJ (Gigajoules)	0	0
Energy consumption through other sources (C)	GJ (Gigajoules)	0	0
<b>Total energy consumed from renewable sources (A+B+C)</b>	GJ (Gigajoules)	598597.2	437799
<b>From non-renewable sources</b>			
Total electricity consumption(D)	GJ (Gigajoules)	102954.2	1736225.28
Total fuel consumption (E)	GJ (Gigajoules)	1658523	496591
Energy consumption through other sources (F)	GJ (Gigajoules)	0	0
<b>Total energy consumed from non-renewable sources(D+E+F)</b>	GJ (Gigajoules)	1761477.2	2232816.28

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

\*DIAL and GHIAL renewable energy consumption added for FY 2022-23 and FY 2021-22

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2022 - 23	FY 2021-22
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	<i>Metric tonnes of CO2 equivalent</i>	9245914*	7547640.42
<b>Total Scope 3 emissions per rupee of turnover</b>	<i>Metric tonnes of CO2 Equivalent/ Crore ₹</i>	1762.53	1640.53
<b>Total Scope 3 emission intensity</b> (optional) – the relevant metric may be selected by the entity	<i>Metric tonnes of CO2 Equivalent/Million Passenger</i>	106323.75	145989.17

*Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:- No*

\*DIAL and GHIAL total scope 3 emissions added for FY 2022-23 and FY 2021-22

**3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Electric Vehicles (EVs)	DIAL has deployed 57 EVs	Emits Zero-Emission and Reduces Noise
2	Solar Power	DIAL has installed 7.84 MW of solar power plant on airside while adding another 5.3 MW rooftop solar power plant at cargo terminal. GGIAL has installed onsite 5 MW solar PV generation	Movement towards renewable sources of energy. Reduced carbon emissions and air pollution.
3	100% green energy	GHIAL has completed transitions to 100% green energy for all its operations since June 2023 by opting green power purchase	

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, GMR Group has a Business Continuity Policy in place. The objective of the Business Continuity Management System at DIAL is developed with a view to prevent and contain potential disruption to business processes, while ensuring safety of human lives and safeguard its reputation. As per the DIAL BCMS framework (Fig), business impact analysis classifies the services/ processes as critical, essential, and non-essential. Threat Assessment, Enabler Risk Assessments (Site & Technology), Process Risk Assessments are carried out to systematically identify, analyze, evaluate, and treat the risk that may cause disruptive incidents to DIAL. Business Continuity Plan addresses strategies to ensure predefined optimum operations of critical and essential services/ processes during disaster situations. Recovery for these categories of services/ processes would be in-line with the derived Recovery Time Objectives (RTO) during Business Impact Analysis.

GHIAL has developed an in-house Business Continuity Plan (BCP). The scope of the BCP covers all the process pertaining to the

airport business including the airside operations/Technical services/IT/Non-Aero/Cargo/Fueling operations/Baggage Handling/Terminal Operations/Car Park Operations/Public Transport Operations and all the processes are divided into critical/Essential/Non-Essential. During the process of developing the BCP, natural calamities & man-made threats were considered and they have been divided into mega threats & sub-threats. Presently, GHIAL is in the process of testing it's BCP in a phased manner to verify the effectiveness. Further, GHIAL has planned to go for third party certification for the BCP during the FY 2023-24.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

GIL along with its' subsidiaries continuously monitor its impact on the environment and one of the significant adverse impacts that we have identified is air emissions from DG sets. We periodically monitor the air emissions to ensure compliance and regulatory requirements.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Not Applicable

**Principle 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations**

6

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations(State/National)
1	Airport Councils International (ACI)	International
2	Confederation of Indian Industries (CII)	National
3	The Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National
4	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
5	PHD Chamber of Commerce & Industry (PHDCCI)	National
6	Association of Private Airport Operators (APAO)	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of Authority	Brief of the Case	Corrective Action Taken
Not Applicable	Not Applicable	Not Applicable

**Principle 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Y/ N)	Results communicated in public domain (Y/ N)	Relevant Web link
Not Applicable					

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	Date of notification	State	District	No. of Project Affected Families	% PAFs covered by R&R	Amounts paid to PAFs
Not Applicable							

**3. Describe the mechanisms to receive and redress grievances of the community**

GMR Varalakshmi Foundation (GMRVF), CSR arm of GMR Group, is implementing various community development initiatives for the benefit of communities around the business locations of

the group. To address any grievances from the communities, comprehensive mechanism for receiving grievances and addressing those community issues under CSR was devised and implemented through GMRVF. The status of various grievances received and addressed are being tracked by the CSR team.

**4. Percentage of inputs material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/Small Producers	24.7%	18.9%
Sourced directly from within the district and neighboring districts	57.8%	19.1%

**Leadership Indicators**

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not Applicable

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies**

Sr. No.	State	Aspirational District	Amount spent (In ₹)
1	Gujarat	Narmada - Providing skill training to tribal youth and women to enhance their employability	1.03 Crores
2	Andhra Pradesh	Vizianagaram - Supporting govt. schools, Anganwadis, Running Bala Badis, Preventive and curative healthcare programs, sanitation initiatives, Skill training programs	4.29 Crores

**3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

Yes, GMR takes a responsible approach towards procurement, and it aims to promote local MSMEs and suppliers

**b. From which marginalized /vulnerable groups do you procure?** Not Applicable

**c. What percentage of total procurement (by value) does it constitute?** Not Applicable

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge**

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes or No)	Benefit shared (Yes or No)	Basis of calculating benefit share
--------	--	----------------------------	----------------------------	------------------------------------

Not Applicable

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the authority	Corrective Action Taken
	Not Applicable	

## 6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% Of beneficiaries from vulnerable and marginalized groups
1	Education – Gifted Children Scheme	275	100
2	Education – Support to Government schools	Over 10000	95
3	Health- Mobile Medical Unit	Over 55000 treatments	90
4	Health-Evening Medical Clinics	42000	85
5	Health- Nutrition Centers	350	85
6	Health-Concessions to poor patients	15000	100
7	Reverse Osmosis Water plant	750	80
8	Livelihoods: Vocational Training	7735	90
9	Empowerment: Women Empowerment Initiatives	100	90

## Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We undertake a Stakeholder Satisfaction Survey in addition to an ACI-ASQ Passenger Satisfaction Survey. A third party conducts the Stakeholder Survey. This is a comprehensive survey that assesses all aspects of services, support, budgeting, quality, and safety on a scale of 1 to 5 and includes recommendations. The results are analyzed, and respective departments develop action plans for improvement. The ASQ survey is the world's leading airport passenger service and benchmarking programme. The programme provides the tools and management information necessary to gain a better understanding of passengers' perspectives and their expectations of airport products and services. At GMR Airports, ASQ results are important in prioritizing changing passenger expectations over time and initiating improvement initiatives such as service delivery and world-class infrastructure. ASQ surveys are conducted throughout the year. Both DIAL and GHIAL have participated in the survey every year since its inception.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

#### 3. Number of consumer complaints in respect of the following:

Complaints	FY 2022-23			FY 2021-22		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data privacy	0	0	NIL	0	0	NIL
Advertising	0	0	NIL	0	0	NIL
Cyber-security	0	0	NIL	0	0	NIL
Delivery of essential services	0	0	NIL	0	0	NIL
Restrictive Trade Practices	0	0	NIL	0	0	NIL
Unfair Trade Practices	0	0	NIL	0	0	NIL
Other (Terminal Operations)	383	0	NIL	195	0	NIL
Other (Commercial Non Aero)	255	0	NIL	111	0	NIL
Other (Security & Vigilance)	212	0	NIL	84	0	NIL
Other (Project and Engineering)	11	0	NIL	3	0	NIL

**a. Details of instances of product recalls on account of safety issues**

	Number	Reasons for recall
Voluntary recalls	Not Applicable	-
Forced recalls	Not Applicable	-

**b. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, GMR Group has a Privacy Policy and the same is published on its website at <https://www.gmrgroup.in/privacy-policy/>.

GMR Group has also an Information Security and Cyber Security Policy which is not available in public domain. However, the policy can be shared with the stakeholders, on need to know basis.

**c. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

There have been no issues reported with respect to cyber security and data privacy. A next generation 24x7 Security Operations Center (SOC) which provides Cyber Threats Detection & Response capabilities to ensure quick and effective detection and response to information and cyber security incidents.

# Financial Section

## Independent Auditor's Report

**To the Members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)**

**Report on the Audit of the Consolidated Financial Statements**

### Opinion

1. We have audited the accompanying consolidated financial statements of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures, as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and joint ventures, as at 31 March 2023, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent

of the Group, its associates and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 & 17 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter

4. We draw attention to note 41(v)(a) & (b) of the accompanying consolidated financial statements, which describes the uncertainty relating to outcome of litigation pertaining to the costs related to procurement of security component, construction of residential quarters for Central Industrial Security Force deployed at the Rajiv Gandhi International Airport, Hyderabad and other costs which have been adjusted from the PSF (SC) Fund up to 31 March 2018, pending final decision from the Hon'ble High Court of Telangana. Our opinion is not modified in respect of this matter.

The above matter has also been reported as an emphasis of matter in the audit report dated 04 May 2023 issued by us along with other joint auditor, on the standalone financial statements for the year ended 31 March 2023 of GMR Hyderabad International Airport Limited, a subsidiary of the Holding Company.

### Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
6. We have determined the matters described below to be the key audit matters to be communicated in our report.



Key audit matter	How our audit addressed the key audit matter
<p><b>1. Utilisation of Minimum Alternate Tax ('MAT') Credit and deferred tax assets on unabsorbed business losses</b> (refer note 2.2(i) for the accounting policy and note 33(a) for the disclosures of the accompanying consolidated financial statements)</p> <p>GMR Hyderabad International Airport Limited, subsidiary of the Holding Company had been under tax holiday period until financial year 2021-22 and thereby had accumulated MAT credit asset of ₹ 446.28 crore (31 March 2022: ₹ 457.28 crore) and deferred tax on unabsorbed business loss of ₹ 100.08 crore (31 March 2022: ₹ 103.52 crore). Recognition of these deferred tax assets requires significant judgement regarding the likelihood of its realization within the specified period through estimation of future taxable profits of the Company and consequently there is a risk that the deferred tax asset comprising of minimum MAT and unabsorbed business losses may not be realized within the specified period, if these future projections are not met.</p> <p>In order to assess the utilization of MAT credit and deferred tax on unabsorbed business loss, the subsidiary has prepared revenue and profit projections which involves judgements and estimations such as estimating aeronautical tariff [which is determined by Airport Economic Regulatory Authority ("AERA")] for GMR Hyderabad International Airport Limited ("GHIAL"), revenue growth, passenger traffic, profit margins, tax adjustments under the Income Tax, 1961.</p> <p>Further, as explained in note 41(xiii), GHIAL had filed an appeal, challenging various aspects of the aeronautical tariff order passed by AERA in respect of third control period from April 01, 2021 to 31 March 2026.</p> <p>We have identified this as a key audit matter for current year audit owing to the materiality of the amounts involved and inherent subjectivity in determination of utilization of MAT credit and deferred tax asset on unabsorbed business loss through estimation of future taxable profits and projected aeronautical tariff revenue which involved determination by AERA and being a subject matter of litigations.</p>	<p>Our audit procedures, including those performed in our joint audit of GHIAL conducted with M/s K S Rao and Co., with respect to utilisation of MAT credit entitlements and deferred tax asset on unabsorbed business loss included, but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Assessed and tested the design and operating effectiveness of the management's controls over recognition of the MAT credit and deferred tax asset on unabsorbed business loss;</li> <li>• Obtained and updated understanding of the management's process of computation of future accounting and taxable profits of the Group, and expected utilization of available MAT Credit and unabsorbed business loss within specified time period as per provision of the IT Act;</li> <li>• Reconciled the business results projections to the future business plans approved by the Holding Company's and GHIAL's board of directors;</li> <li>• Challenged the management's assessment of underlying assumptions projections including expected capacity expansion and utilization, implied growth rates and expected prices considering evidence available to support these assumptions, based on our knowledge of the industry, publicly available information and Group's strategic plans;</li> <li>• Performed an independent sensitivity analysis in respect of the key assumptions such as growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the timing of reversal of unabsorbed depreciation and unabsorbed business losses and utilization of MAT credit;</li> <li>• Tested the computations of future taxable profits, including testing of the adjustments made in such computations with respect to tax allowed and tax-disallowed items, other tax rebates and deductions available to the respective company, and tested the computation of MAT liability and expected utilization of carried forward business loss while computing tax liability in such future years, in accordance with the provisions of the IT Act;</li> <li>• Tested the mathematical accuracy of management's projections and tax computations. Based on aforesaid computations, assessed the appropriateness of management's estimate of likelihood of utilization of MAT credit and unabsorbed business loss within the time period specified and in accordance with the provisions of the IT Act; and</li> </ul>

Key audit matter	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> <li>Assessed the appropriateness and adequacy of the disclosures related to MAT credit and unabsorbed business loss in the consolidated financial statements in accordance with the applicable accounting standards.</li> </ul>
<b>2. Valuation of Derivative Financial Instruments and Application of Hedge Accounting in relation to Delhi International Airport Limited / GMR Hyderabad International Airport Limited</b> (refer note 2.2 (x) for accounting policy and note 46 for disclosures of the accompanying consolidated financial statements)	
<p>The Group has entered into derivative financial instruments i.e. call spread options and coupon only hedge and had purchased derivative financial instruments, i.e. cross currency swap, coupon only swap and call spread options, to hedge its foreign currency risks in relation to the long-term bonds issued in foreign currency in Delhi International Airport Limited ('DIAL') and GHIAL respectively.</p> <p>Management has designated these derivative financial instruments and the aforesaid debt at initial recognition as cash flow hedge relationship as per Ind AS 109, Financial Instruments.</p> <p>The valuation of hedging instrument is complex and necessitates a sophisticated system to record and track each contract and calculates the related valuations at each financial reporting date. Since valuation of hedging instruments and consideration of hedge effectiveness involves both significant assumptions and judgements such as discount rates, forward exchange rates, future interbank rates and involvement of management's expert, and therefore, is subject to an inherent risk of error.</p> <p>We have determined the valuation of hedging instruments as a key audit matter in view of the significant judgements, estimates and complexity involved.</p>	<p>Our audit procedures, including those performed in our joint audit of DIAL and GHIAL conducted with M/s K S Rao and Co., with respect to assess hedge accounting and test the valuation of the derivative financial instruments included but were not limited to the following:</p> <ul style="list-style-type: none"> <li>Assessed and tested the design and operating effectiveness of management's key internal controls over derivative financial instruments and the related hedge accounting;</li> <li>Reviewed the management's documentation for the designated hedge instrument which defines the nature of hedge relationship;</li> <li>Considered the consistent application of the accounting policies and assessed the hedge accounting methodologies applied; and compared these to the requirements of Ind AS 109, Financial Instruments;</li> <li>Evaluated the management's valuation specialist's professional competence, expertise and objectivity;</li> <li>Tested the accuracy of input data provided by the management to the external valuation specialist and assessed the reasonability of the assumptions used, while valuing the hedging instruments;</li> <li>Involved our valuation specialists to test the fair values of derivative financial instruments and compared the results to the management's results; and</li> <li>Assessed the appropriateness and adequacy of the related disclosures in the consolidated financial statements in accordance with the applicable accounting standards.</li> </ul>
<b>3. Significant additions to Capital assets in DIAL/GHIAL</b> (refer note 2.2(k) for accounting policy and note 3 for disclosures of the accompanying consolidated financial statements)	
<p>The subsidiary company, GHIAL, is in the process of expansion of the Rajiv Gandhi International Airport, Hyderabad and has total capital work in progress as at 31 March 2023 amounting to ₹ 4,427.55 crore as explained in note 41(xxiv) to the accompanying consolidated financial statements.</p> <p>DIAL is in the process of expansion of the airport with a plan to incur an amount of ₹ 11,550 crore. Till 31 March 2023, DIAL has</p>	<p>Our audit procedures including those performed in our joint audit of DIAL and GHIAL conducted with M/s K S Rao and Co., with respect to appropriate capitalization of such expenditure included, but were not limited to the following:</p> <ul style="list-style-type: none"> <li>Assessed the design and implementation and tested the operating effectiveness of key controls surrounding the capitalization of costs;</li> </ul>

Key audit matter	How our audit addressed the key audit matter
<p>incurred ₹ 9,457.81 crore as capital expenditure towards such capital expansion as explained in note 41(xxiii) to the accompanying consolidated financial statements.</p> <p>Determining whether expenditure meets the capitalization criteria, specifically with regard to whether they are operational or capital in nature, involves significant management judgement in assessing whether capitalization is in line with Ind AS 16, Property, Plant and Equipment and the Group’s accounting policy.</p> <p>Further, the tariff determination by AERA for control periods for the aeronautical services is linked to the Regulated Asset Base, which is based on the fixed asset balance and considering these additions are significant to the asset base of the Group, we have assessed inappropriate capitalization as a significant risk as part of our audit strategy.</p> <p>Further, the aforementioned capital expenditure has been funded from the specific borrowings raised for such purpose. Accordingly, the borrowing cost incurred on such borrowings have been included as a capital expenditure in accordance with the provisions of Ind AS 23, Borrowing Costs.</p> <p>This has been determined as a key audit matter due to the significance of the capital expenditure during the year and the risk that the elements of costs (including borrowing costs) that are eligible for capitalisation are appropriately capitalised in accordance with the recognition criteria provided in Ind AS 16 and Ind AS 23.</p>	<ul style="list-style-type: none"> <li>• Reviewed management’s capitalisation policy, including application of the aforesaid policy, to assess consistency with the requirements set out by Ind AS 16, Property, Plant and Equipment;</li> <li>• Compared the additions with the budgets and the orders given to the vendors;</li> <li>• Ensured that the borrowing cost capitalized is as per Ind AS 23, Borrowing Costs;</li> <li>• Tested the additions on a sample basis for their nature and purpose to ensure that the capitalization is as per respective company’s accounting policy; and</li> <li>• Assessed the appropriateness and adequacy of the related disclosures in the consolidated financial statements.</li> </ul>
<p><b>4. Monthly Annual Fee payable to Airport Authority of India (AAI)</b> (Refer to Note 41(xi) for the financial disclosures in the accompanying consolidated financial statements)</p>	
<p>The Subsidiary of the Holding Company, DIAL has ongoing litigations/ arbitration proceedings with Airport Authority of India (AAI) in respect of Monthly Annual Fee (MAF) due to AAI for the period 1 April 2020 to 31 March 2022 which could have a significant impact on the consolidated financial statements, if the potential exposures were to materialize. The amounts involved are significant, and the application of accounting standards to determine the amount, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective.</p> <p>The outcome of such litigation/arbitration proceedings is currently uncertain and the aforesaid assessment requires significant judgement by the management including interpretation of legal rights and obligations arising out of the underlying Operation, Management and Development Agreement dated 4 April 2006 entered with AAI, which required involvement of both management’s and auditor’s experts. Accordingly, this matter has been determined as a key audit matter for current year audit.</p>	<p>Our audit procedures including those performed in our joint audit of DIAL conducted with M/s K S Rao and Co., in relation to the assessment of ongoing litigation/arbitration proceedings in relation to MAF fee included but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of management’s process and evaluated design, implementation and operating effectiveness of management’s key internal controls over assessment of litigations/ arbitration proceedings and determination of appropriate accounting treatment in accordance with the requirements of Ind AS 37, Provisions, Contingent liabilities and Contingent Assets;</li> <li>• Obtained and read the summary of litigation involved in respect of MAF payable, the supporting documentation including communications exchanged between the parties, and held discussions with the management of DIAL to understand management’s assessment of the matter;</li> <li>• Evaluated the legal opinions obtained by the management from its internal and external legal experts on the likelihood of the</li> </ul>

Key audit matter	How our audit addressed the key audit matter
<p>The above matter is also considered fundamental to the understanding of the users of the accompanying consolidated financial statements on account of the uncertainties relating to the future outcome of the proceedings/litigation.</p>	<p>outcome of the said contingencies and potential impact of ongoing litigation/ arbitration proceedings and amount paid under protest, basis our understanding of the matter obtained as above, and held further discussions, as required, with such experts to seek clarity of their legal assessments; and</p> <ul style="list-style-type: none"> <li>Involved independent auditor’s experts to validate the assessment of the likelihood of the outcome of contingencies and potential impact of ongoing litigation/ arbitration proceedings and amount paid under protest in order to assess the basis used for determination of appropriateness of the accounting treatment and resulting disclosures in the consolidated financial statements in accordance with the requirements of applicable accounting standards.</li> </ul>

**Information other than the Consolidated Financial Statements and Auditor’s Report thereon**

7. The Holding Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor’s report thereon. These reports are expected to be made available to us after the date of this auditor’s report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read these reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

8. The accompanying consolidated financial statements have been approved by the Holding Company’s Board of Directors. The Holding Company’s Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity

and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company’s Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and its associate companies and joint venture companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to

liquidate the Group or to cease operations, or has no realistic alternative but to do so.

10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates and joint ventures.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern; and
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial statements of the entities or business activities within the Group, and its associates and joint ventures, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse

consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

16. We have jointly audited with another auditor, the financial statements and other financial information of 2 subsidiaries, whose financial statements reflects total assets of ₹ 32,076.82 crore and net assets of ₹ 3,578.57 crore as at 31 March 2023, total revenues (including other income) of ₹ 5,638.63 crore, total net loss after tax of ₹ 251.86 crore, total comprehensive loss of ₹ 705.12 crore, and net cash outflows of ₹ 908.25 crore for the year ended on that date, as considered in the consolidated financial statements. For the purpose of our opinion on the consolidated financial statements, we have relied upon the work of such other auditor, to the extent of work performed by them.

17. We did not audit the financial statements 22 subsidiaries (including 4 subsidiaries consolidated for the year ended 31 December 2022, with a quarter lag), whose financial statements reflect total assets of ₹ 70,037.39 crore and net assets of ₹ 44,101.52 crore as at 31 March 2023, total revenues of ₹ 2,399.70 crore and net cash inflows amounting to ₹ 1,111.77 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of ₹ 112.32 crore for the year ended 31 March 2023, as considered in the consolidated financial statements, in respect of 2 associates and 12 joint ventures (including 7 joint ventures consolidated for the year ended 31 December 2022, with a quarter lag), whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associates and joint ventures, are based solely on the reports of the other auditors.

Further, of these subsidiaries, associates and joint ventures, 4 subsidiaries and 7 joint ventures are located outside India whose financial 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 Holding Company's management has converted the financial statements of such subsidiaries and joint ventures located outside India from accounting principles generally accepted in their respective

countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries and joint ventures located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors

#### Report on Other Legal and Regulatory Requirements

18. As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 16 and 17, on separate financial statements of the subsidiaries, associates and joint ventures, we report that the Holding Company, 5 subsidiary companies and 1 joint venture company incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to 1 subsidiary company, 3 associate companies and 5 joint venture companies incorporated in India whose financial statements have been audited under the Act, since none of such companies is a public company as defined under section 2(71) of the Act and we report that 14 subsidiary companies and 1 joint venture company covered under the Act have not paid or provided for any managerial remuneration during the year.

19. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph 16 and 17 above, of companies included in the consolidated financial statements for the year ended 31 March 2023 and covered under that Act we report that following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2023 for which such Order reports have been issued till date and made available to us:

S. No.	Name	CIN	Holding Company/ Subsidiary/ Associate/ Joint Venture	Clause number of the CARO report which is qualified or adverse
1.	GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)	L45203MH1996PLC28113	Holding Company	Clause iii(e) and ix(a)
2.	GMR Airports Limited	U65999HR1992PLC101718	Subsidiary	Clause iii(c)
3.	GMR Hyderabad International Airports Limited	U62100TG2002PLC040118	Subsidiary	Clause iii(e)
4.	GMR Air Cargo and Aerospace Engineering Limited	U45201TG2008PLC067141	Subsidiary	Clause iii(e) and xi(a)
5.	GMR Hospitality and Retail Limited	U52100TG2008PLC060866	Subsidiary	Clause iii(e)
6.	Delhi Airport Parking Services Private Limited	U63030DL2010PTC198985	Subsidiary	Clause iii(c)
7.	GMR Airport Developers Limited	U62200HR2008PLC098389	Subsidiary	Clause iii(c) and iii(e)

20. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and joint ventures incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) The matters described in paragraph 4, of the Emphasis of Matter section and Sr.no 4 of the key audit matters section in paragraph 6 above, in our opinion, may have an adverse effect on the functioning of the Holding Company, GMR Hyderabad International Airport Limited, a subsidiary of the Holding Company and Delhi International Airport Limited, a subsidiary of the Holding Company respectively;
- f) On the basis of the written representations received from the directors of the Holding Company, its subsidiary companies, associate companies and joint venture companies and taken on record by the Board of Directors

of the Holding Company, its subsidiary companies, associate companies and joint venture companies, respectively, and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies, covered under the Act, none of the directors of the Group companies, its associate companies and joint venture companies, are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.

- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and joint ventures incorporated in India whose financial statements have been audited under the Act:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures as detailed in Note 7(a),7(b),37,41,42,43 and 44 to the consolidated financial statements;
  - ii. Provision has been made in these consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts, as

detailed in note 2.2(u) to the consolidated financial statements;

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, during the year ended 31 March 2023;
- iv. a. The respective managements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief, as disclosed in note 40(vii) to the consolidated financial statements no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, its associate companies or its joint venture companies to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies, its associate companies or its joint venture companies ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The respective managements of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge

and belief, other than as disclosed in the note 40(viii) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies, or its associate companies or its joint venture companies from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, its associate companies or its joint venture companies shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, associates and joint ventures, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The dividend declared or paid during the year ended 31 March 2023 by the associates and joint venture companies is in compliance with section 123 of the Act. Further, the Holding Company and its subsidiaries have not declared or paid any dividend during the year ended 31 March 2023.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 01 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership No.: 522144

**UDIN:** 23522144BGZHN2865

**Place:** New Delhi

**Date:** 27 May 2023



**Annexure I**

**List of entities included in the Statement**

<b>S.No.</b>	<b>Holding Company</b>
1	GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)
<b>S.No.</b>	<b>Subsidiary</b>
1	GMR Airports Limited
2	GMR Hyderabad International Airport Limited
3	GMR Hyderabad Aerotropolis Limited
4	GMR Hyderabad Aviation SEZ Limited
5	GMR Hospitality and Retail Limited
6	GMR Air Cargo and Aerospace Engineering Limited
7	GMR Airport Developers Limited
8	GMR Aero Technic Limited
9	Delhi International Airport Limited
10	Delhi Airport Parking Services Private Limited
11	GMR Goa International Airport Limited
12	GMR International Airport BV
13	GMR Airports (Mauritius) Limited
14	GMR Airports (Singapore) Pte Ltd
15	GMR Airports Greece Single Member SA
16	GMR Kannur Duty Free Services Limited
17	GMR Hyderabad Airport Assets Limited
18	GMR Nagpur International Airport Limited
19	GMR Vishakhapatnam International Airport Limited
20	GMR Airport Netherland BV
21	Raxa Security Services Limited
22	GMR Business Process and Services Private Limited
23	GMR Infra Developers Limited
24	GMR Corporate Affairs Limited
25	GMR Hospitality Limited (Incorporated on 25 July 2022)
<b>S.No.</b>	<b>Joint Ventures</b>
1	Laqshya Hyderabad Airport Media Private Limited
2	ESR GMR Logistics Park Private Limited (formerly known as GMR Logistics Park Private Limited)
3	Delhi Aviation Services Private Limited
4	Delhi Aviation Fuel Facility Private Limited
5	Delhi Duty Free Services Private Limited
6	GMR Bajoli Holi Hydropower Private Limited



<b>S.No.</b>	<b>Joint Ventures</b>
7	GlobemERCHANTS Inc. (acquired on 16 December 2022)
8	GMR Megawide Cebu Airport Corporation
9	Mactan Travel Retail Group Co
10	SSP- Mactan Cebu Corporation
11	International Airport of Heraklion Crete SA
12	Megawide GMR Construction JV
13	PT Angkasa Pura Aviasi
<b>S No</b>	<b>Associates</b>
1	TIM Delhi Airport Advertisement Private Limited
2	Celebi Delhi Cargo Terminal Management India Private Limited
3	Travel Food Services (Delhi T3) Private Limited
4	Digi Yatra Foundation

## Annexure II

### Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of GMR Airports Infrastructure Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associates and joint ventures as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and joint venture companies, which are companies covered under the Act, as at that date.

### Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary companies, its associate companies and joint venture companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and joint venture companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter(s) paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, its associate companies and joint venture companies as aforesaid.

### Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies, associate companies and joint venture companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI').

### Other Matter

9. The internal financial controls with reference to the financial statements in so far as it relates to 2 subsidiaries, whose financial statements reflect total assets of ₹ 32,076.82 crore and net assets of ₹ 3,578.57 crore as at 31 March 2023, total revenues (including other income) of ₹ 5,638.63 crore, total net loss after tax of ₹ 251.86 crore, total comprehensive loss of ₹ 705.12 crore, and

net cash outflows of ₹ 908.25 crore for the year ended on that date, as considered in the consolidated financial statements have been jointly audited with another auditor. For the purpose of our opinion on the consolidated financial statements, we have relied upon the work of such other auditor, to the extent of work performed by them.

10. We did not audit the internal financial controls with reference to financial statements insofar as it relates to 18 subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 66,463.12 crore and net assets of ₹ 44,441.72 crore as at 31 March 2023, total revenues of ₹ 2,362.16 crore and net cash outflows amounting to ₹ 41.63 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive loss) of ₹ 14.11 crore for the year ended 31 March 2023, in respect of 2 associate companies and 5 joint venture companies, which are companies covered under the Act, whose internal financial controls with reference to financial statements have not been audited by us.

The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies, associate companies and joint venture companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its subsidiary companies, its associate companies and joint venture companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies, associate companies and joint venture companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership No.: 522144

**UDIN:** 23522144BGZHN2865

**Place:** New Delhi

**Date:** 27 May 2023

**Consolidated balance sheet as at March 31, 2023**

(₹ in crore)			
Particulars	Notes	March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	14,136.49	9,400.91
Capital work-in-progress	3	11,172.92	10,162.63
Goodwill	4	436.68	436.68
Other intangible assets	5	402.09	393.29
Right of use assets	6	182.05	94.33
Intangible assets under development	5	1.66	13.55
Investments accounted for using equity method	7a,7b	1,841.52	1,773.91
<b>Financial assets</b>			
Investments	7c	98.31	337.80
Loans	9	1,474.55	1,263.35
Other financial assets	10	2,262.45	1,867.75
Income tax assets (net)		136.19	209.42
Deferred tax assets (net)	33	760.56	787.47
Other non-current assets	11	2,327.90	3,727.33
		<b>35,233.37</b>	<b>30,468.42</b>
<b>Current assets</b>			
Inventories	12	134.73	92.39
<b>Financial assets</b>			
Investments	13	2,538.26	1,686.70
Trade receivables	8	368.93	375.53
Cash and cash equivalents	14	3,277.71	1,619.45
Bank balances other than cash and cash equivalents	14	742.96	1,496.38
Loans	9	465.52	252.71
Other financial assets	10	993.38	666.57
Other current assets	11	356.57	452.06
		<b>8,878.06</b>	<b>6,641.79</b>
<b>Total assets</b>		<b>44,111.43</b>	<b>37,110.21</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	15	603.59	603.59
Other equity	16	(1,396.37)	(1,421.41)
Equity attributable to the equity holders of the parent		(792.78)	(817.82)
Non-controlling interests		1,761.63	2,735.97
<b>Total equity</b>		<b>968.85</b>	<b>1,918.15</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	17	28,176.48	24,404.59
Lease liabilities	38	190.19	108.10
Other financial liabilities	19	2,877.07	1,632.07
Provisions	21	45.88	49.08
Deferred tax liabilities (net)	33	190.43	22.88
Other non-current liabilities	20	2,583.80	2,544.78
		<b>34,063.85</b>	<b>28,761.50</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	17	3,767.00	2,111.17
Lease liabilities	38	23.39	8.85
Trade payables	18	850.78	543.38
Other financial liabilities	19	3,535.30	2,930.73
Other current liabilities	20	644.26	562.69
Provisions	21	237.71	236.29
Income tax liabilities (net)		20.29	37.45
		<b>9,078.73</b>	<b>6,430.56</b>
<b>Total liabilities</b>		<b>43,142.58</b>	<b>35,192.06</b>
<b>Total equity and liabilities</b>		<b>44,111.43</b>	<b>37,110.21</b>

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the consolidated financial statements

This is the consolidated balance sheet referred to in our report of even date

 For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership number: 522144

Place: New Delhi

Date: May 27, 2023

**For and on behalf of the Board of Directors**
**G. M. Rao**

Chairman

DIN: 00574243

Place: Dubai

**Saurabh Chawla**

Chief Financial Officer

Place: Washington, D.C.

Date: May 27, 2023

**Grandhi Kiran Kumar**

Managing Director and Chief Executive Officer

DIN: 00061669

Place: Dubai

**Venkat Ramana Tangirala**

Company Secretary

Membership Number: A13979

Place: New Delhi

## Consolidated statement of profit and loss for the year ended March 31, 2023

(₹ in crore)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>Continuing operations</b>			
<b>Income</b>			
Revenue from operations	22	6,693.40	4,600.72
Other income	23	595.59	358.44
<b>Total income</b>		<b>7,288.99</b>	<b>4,959.16</b>
<b>Expenses</b>			
Revenue share paid/ payable to concessionaire grantors		1,914.72	224.02
Cost of materials consumed	24	96.57	92.57
Purchase of traded goods	25	138.19	52.37
(Increase)/ decrease in stock in trade	26	(47.45)	4.61
Sub-contracting expenses		72.15	116.25
Employee benefit expenses	27	969.38	755.12
Finance costs	28	2,343.11	2,018.66
Depreciation and amortisation expenses	29	1,042.44	889.40
Other expenses	30	1,826.05	1,253.21
<b>Total expense</b>		<b>8,355.16</b>	<b>5,406.21</b>
<b>Loss before share of profit of investments accounted for using equity method, exceptional items and tax from continuing operations</b>		<b>(1,066.17)</b>	<b>(447.05)</b>
Share of profit of investments accounted for using equity method		85.97	70.70
<b>Loss before exceptional items and tax from continuing operations</b>		<b>(980.20)</b>	<b>(376.35)</b>
Exceptional items		254.34	(388.26)
<b>Loss before tax from continuing operations</b>		<b>(725.86)</b>	<b>(764.61)</b>
<b>Tax expense on continuing operations</b>	33		
Current tax expense		12.29	15.64
Deferred tax expense /(credit)		101.78	(27.94)
<b>Loss for the year from continuing operations</b>		<b>(839.93)</b>	<b>(752.31)</b>
<b>Discontinued operations</b>			
Loss before tax expenses from discontinued operations	32	-	(318.33)
Tax expense on discontinued operations	33	-	60.75
<b>Loss for the year from discontinued operations</b>		<b>-</b>	<b>(379.08)</b>
<b>Loss for the year (A)</b>		<b>(839.93)</b>	<b>(1,131.39)</b>
<b>Other comprehensive income from continuing operations</b>			
<b>Other comprehensive income to be reclassified to profit or loss in subsequent periods</b>			
Exchange differences on translation of foreign operations		(180.07)	(101.29)
Income tax effect		-	-
		<b>(180.07)</b>	<b>(101.29)</b>
Net movement on cash flow hedges		(550.13)	(405.25)
Income tax effect		(99.42)	(35.25)
		<b>(450.71)</b>	<b>(370.00)</b>
<b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b>		<b>(630.78)</b>	<b>(471.29)</b>
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>			
Re-measurement losses on post employment defined benefit plans		(5.14)	(1.96)
Income tax effect		(0.30)	(0.16)
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>		<b>(4.84)</b>	<b>(1.80)</b>
<b>Other comprehensive income for the year from continuing operations, net of tax (B)</b>		<b>(635.62)</b>	<b>(473.09)</b>
<b>Other comprehensive income from discontinued operations</b>			
<b>Other comprehensive income to be reclassified to profit or loss in subsequent periods</b>			
Exchange differences on translation of foreign operations		-	17.57
Income tax effect		-	-
<b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b>		<b>-</b>	<b>17.57</b>

Consolidated statement of profit and loss for the year ended March 31, 2023

(₹ in crore)			
Particulars	Notes	March 31, 2023	March 31, 2022
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>			
Re-measurement losses on post employment defined benefit plans		-	(0.59)
Income tax effect		-	(0.02)
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>		-	<b>(0.57)</b>
<b>Other comprehensive income for the year from discontinued operations, net of tax (C)</b>		-	<b>17.00</b>
<b>Other comprehensive income for the year (D=B+C)</b>		<b>(635.62)</b>	<b>(456.09)</b>
<b>Total comprehensive income for the year, net of tax (A + D)</b>		<b>(1,475.55)</b>	<b>(1,587.48)</b>
<b>Loss for the year</b>			
a) Attributable to equity holders of the parent		(179.26)	(1,023.29)
b) Attributable to non-controlling interests		(660.67)	(108.10)
<b>Other comprehensive income for the year</b>			
a) Attributable to equity holders of the parent		(280.12)	(203.60)
b) Attributable to non-controlling interests		(355.50)	(252.49)
<b>Total comprehensive loss for the year</b>			
a) Attributable to equity holders of the parent		(459.38)	(1,226.89)
b) Attributable to non-controlling interests		(1,016.17)	(360.59)
<b>Total comprehensive loss for the year attributable to equity holders of the parent</b>			
a) Continuing operations		(459.38)	(957.61)
b) Discontinued operations		-	(269.28)
<b>Earnings per equity share (₹) from continuing operations</b>			
Basic and diluted, computed on the basis of profit from continuing operations attributable to equity holders of the parent (per equity share of ₹ 1 each)	31	(0.30)	(0.98)
<b>Earnings per equity share (₹) from discontinued operations</b>			
Basic and diluted, computed on the basis of profit from discontinued operations attributable to equity holders of the parent (per equity share of ₹ 1 each)	31	-	(0.72)
<b>Earnings per equity share (₹) from continuing and discontinued operations</b>			
Basic and diluted, computed on the basis of profit attributable to equity holders of the parent (per equity share of ₹ 1 each)	31	(0.30)	(1.70)

Summary of significant accounting policies

2.2

The accompanying notes are an integral part of the consolidated financial statements

This is the consolidated statement of profit and loss referred to in our report of even date

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership number: 522144

Place: New Delhi

Date: May 27, 2023

**For and on behalf of the Board of Directors**

**G. M. Rao**

Chairman

DIN: 00574243

Place: Dubai

**Saurabh Chawla**

Chief Financial Officer

Place: Washington, D.C.

Date: May 27, 2023

**Grandhi Kiran Kumar**

Managing Director and Chief Executive Officer

DIN: 00061669

Place: Dubai

**Venkat Ramana Tangirala**

Company Secretary

Membership Number: A13979

Place: New Delhi

# Consolidated statement of changes in equity for the year ended March 31, 2023

## a. Equity share capital:

Particulars	Balance as at April 01, 2021	Changes due to prior period errors	Restated balance as at April 01, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
Equity shares of ₹ 1 each issued, subscribed and fully paid	603.59	-	603.59	-	603.59

## Particulars

Particulars	Balance as at April 01, 2022	Changes due to prior period errors	Restated balance as at April 01, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
Equity shares of ₹ 1 each issued, subscribed and fully paid	603.59	-	603.59	-	603.59

## b. Other equity

Particulars	Reserves and surplus							Items of OCI			Total equity attributable to the equity holders of parent	Non-controlling interest (refer note 35)	Total equity		
	Equity component of loan (refer note 16)	Equity component of foreign currency convertible bonds (FCCB) (refer note 16)	Securities premium (refer note 16)	Debt redemption reserve (refer note 16)	Capital reserve on consolidation (refer note 16)	Capital reserve on acquisition (refer note 16)	Capital reserve on government grant (refer note 16)	Capital reserve on forfeiture (refer note 16)	Foreign currency translation reserve (FCMTR) (refer note 16)	Special Reserve u/s 45-1C of Bank of India (RBI) Act (refer note 16)				Retained earnings (refer note 16)	Foreign Currency Translation Reserve (refer note 16)
<b>For the year ended March 31, 2023</b>															
As at April 01, 2022	-	-	-	(189.32)	-	63.45	141.75	(20.21)	77.17	(1,329.22)	(198.18)	33.15	(1,421.41)	2,735.97	1,314.56
Changes due to prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2022	-	-	-	(189.32)	-	63.45	141.75	(20.21)	77.17	(1,329.22)	(198.18)	33.15	(1,421.41)	2,735.97	1,314.56
Loss for the year	-	-	-	-	-	-	-	-	-	(179.26)	-	-	(179.26)	(660.67)	(839.93)
Other comprehensive income	-	-	-	-	-	-	-	-	-	(2.30)	(131.44)	(146.38)	(280.12)	(355.50)	(635.62)
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	-	-	(181.56)	(131.44)	(146.38)	(459.38)	(1,016.17)	(1,475.55)
Exchange difference on FCCB recognised during the year	-	-	-	-	-	-	-	(15.89)	-	-	-	-	(15.89)	-	(15.89)
FCMTR amortisation during the year	-	-	-	-	-	-	-	2.30	-	-	-	-	2.30	-	2.30
Transferred on account of debt redemption reserve	-	-	-	199.00	-	-	-	-	-	(199.00)	-	-	-	-	-
Equity component on FCCB recognised during the year (net of deferred tax)	-	479.35	-	-	-	-	-	-	-	-	-	-	-	479.35	479.35
Transfer to consolidated statement of profit and loss on hedge settlement	-	-	-	-	-	-	-	-	-	-	-	28.68	-	60.57	89.25
Deferred tax on hedge settlement	-	-	-	-	-	-	-	-	-	-	(10.02)	-	(10.02)	(21.17)	(31.19)
Issue of equity shares by subsidiary company	-	-	-	-	-	63.45	-	-	77.17	(1,709.78)	(325.62)	(94.57)	(1,396.37)	1,761.63	365.26
<b>As at March 31, 2023</b>	-	479.35	-	(189.32)	-	63.45	141.75	(33.80)	77.17	(1,709.78)	(325.62)	(94.57)	(1,396.37)	1,761.63	365.26



Consolidated statement of changes in equity for the year ended March 31, 2023

b. Other equity (Contd...)

Particulars	Equity component of loan (refer note 16)	Equity component of Foreign currency convertible bonds (FCBE) (refer note 16)	Securities premium (refer note 16)	Debt redemption reserve (refer note 16)	Capital reserve on consolidation (refer note 16)	Capital reserve on acquisition (refer note 16)	Reserves and surplus				Items of OCI			Total equity		
							Capital reserve on government grant (refer note 16)	Capital reserve on forfeiture (refer note 16)	Foreign currency monetary reserve (FCMTR) (refer note 16)	Special Reserve u/s 45-IC Bank of India (RBI) Act (refer note 16)	Retained earnings (refer note 16)	Foreign Currency Translation Reserve (refer note 16)	Cash Flow Hedge Reserve (refer note 16)		Total equity attributable to the equity holders of parent	Non-controlling interest (refer note 35)
For the year ended March 31, 2022																
As at April 01, 2021	-	-	10,010.98	92.59	162.27	3.41	63.45	141.75	(173.83)	89.16	(12,600.42)	59.00	154.46	(2,321.72)	3,036.69	714.97
Changes due to prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2021	-	-	10,010.98	92.59	162.27	3.41	63.45	141.75	(173.83)	89.16	(12,600.42)	59.00	154.46	(2,321.72)	3,036.69	714.97
Loss for the year	-	-	-	-	-	-	-	-	-	-	(1,023.29)	-	-	(1,023.29)	(108.10)	(1,131.39)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	(1.86)	(81.85)	(119.89)	(203.60)	(252.49)	(456.09)
Total comprehensive income	-	-	-	-	-	-	-	-	-	-	(1,025.15)	(81.85)	(119.89)	(1,226.89)	(360.59)	(1,587.48)
Exchange difference on FCB recognised during the year	-	-	-	-	-	-	-	-	(40.39)	-	-	-	-	(40.39)	-	(40.39)
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	6.63	-	-	-	-	6.63	-	6.63
Equity component of loan	54.60	-	-	-	-	-	-	-	-	-	-	-	-	54.60	-	54.60
Adjustment on account of composite scheme of arrangement (refer note 32 (c))	(54.60)	-	(10,010.98)	(92.59)	(27.05)	(3.41)	-	-	187.38	(11.99)	12,296.35	(175.33)	-	2,107.78	59.87	2,167.65
Transfer to consolidated statement of profit and loss on hedge settlement	-	-	-	-	-	-	-	-	-	-	-	-	(1.05)	(1.05)	-	(1.05)
Deferred tax on hedge settlement	-	-	-	-	-	-	-	-	-	-	-	-	(0.37)	(0.37)	-	(0.37)
As at March 31, 2022	-	-	-	-	(189.32)	-	63.45	141.75	(20.21)	77.17	(1,329.22)	(198.18)	33.15	(1,421.41)	2,795.97	1,314.56

2.2

Summary of significant accounting policies

The accompanying notes are an integral part of the consolidated financial statements.  
This is the consolidated statement of changes in equity referred to in our report of even date

For and on behalf of the Board of Directors

For Walker Chandiook & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Danish Ahmed

Partner  
Membership number: 522144

G. M. Rao

Chairman  
DIN: 00574243  
Place: Dubai

Grandhi Kiran Kumar

Managing Director and Chief Executive Officer  
DIN: 00061669  
Place: Dubai

Saurabh Chawla

Chief Financial Officer  
Place: Washington, D.C.

Venkat Ramana Tangirala

Company Secretary  
Membership Number: A13979  
Place: New Delhi

Place: New Delhi  
Date: May 27, 2023

Date: May 27, 2023

## Consolidated statement of cash flows for the year ended March 31, 2023

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Cash flow from operating activities</b>		
Loss from continuing operations before tax expenses	(725.86)	(764.61)
Loss from discontinued operations before tax expenses	-	(318.33)
<b>Loss before tax expenses</b>	<b>(725.86)</b>	<b>(1,082.94)</b>
<b>Adjustments</b>		
Depreciation of property, plant and equipment, investment property and amortization of intangible assets	1,042.44	973.65
Income from government grant	(5.27)	(5.27)
Adjustments to the carrying value of investments (net)	-	24.99
Provisions no longer required, written back	(2.11)	(5.59)
Exceptional items	(254.34)	215.26
Foreign exchange fluctuations gain	(180.05)	(84.17)
Profit on sale/ write off on property, plant and equipment (net)	20.88	(12.27)
Provision/ write off of doubtful advances and trade receivables	65.99	45.47
Redemption premium on borrowings	89.25	-
Reversal of upfront loss on long term construction cost	-	(12.86)
Interest expenses on financial liability carried at amortised cost	106.94	100.36
Deferred income on financial liabilities carried at amortised cost	(124.71)	(120.24)
Gain on fair value of investment (net)	(59.14)	58.66
Finance costs	2,236.17	2,920.83
Finance income	(286.89)	(506.43)
Share of profit from investments accounted for using equity method (net)	(85.97)	(139.67)
<b>Operating profit before working capital changes</b>	<b>1,837.33</b>	<b>2,369.78</b>
<b>Movements in working capital</b>		
Increase in trade payables, financial liabilities/other liabilities and provisions	701.74	1,687.91
Increase in inventories, trade receivables, financial assets and other assets	(283.62)	(712.43)
<b>Cash generated from operations</b>	<b>2,255.45</b>	<b>3,345.26</b>
Direct taxes refund/ (paid)(net)	43.78	(89.15)
<b>Net cash flow from operating activities (A)</b>	<b>2,299.23</b>	<b>3,256.11</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment, investment property, intangible assets and cost incurred towards such assets under construction/ development (net)	(3,921.35)	(3,137.72)
Proceeds from sale of property, plant and equipment's and intangible assets	37.59	75.71
Proceeds from sale of stake/(payment) for acquisition of stake in joint venture	236.20	(549.49)
Proceeds from exchangeable notes (refer note 41 (xvii a))	1,149.27	-
Loans given (net)	(316.06)	(927.91)
(Purchase) of / proceeds from sale of investments (net)	(782.12)	993.84
Movement in investments in bank deposits (net) (having original maturity of more than three months)	707.94	551.26
Dividend received from investments accounted for using equity method	138.74	542.95
Finance income received	327.44	554.71
<b>Net cash flow used in investing activities (B)</b>	<b>(2,422.35)</b>	<b>(1,896.65)</b>

Consolidated statement of cash flows for the year ended March 31, 2023

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
<b>Cash flow from financing activities</b>		
Proceeds from borrowings	8,957.30	4,035.79
Repayment of borrowings (including current maturities)	(4,371.34)	(4,731.25)
Proceeds from cancellation of mark to market instruments	225.49	264.59
Issue of equity shares	2.43	-
Repayment of lease liabilities	(23.67)	(20.35)
Finance costs paid	(3,058.92)	(3,442.64)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>1,731.29</b>	<b>(3,893.86)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>	<b>1,608.17</b>	<b>(2,534.40)</b>
Cash and cash equivalents as at beginning of the year	1,619.45	4,300.04
Cash and cash equivalents transfer on account of composite scheme of arrangement during the previous year	-	(146.80)
Effect of exchange difference on cash and cash equivalents held in foreign currency	12.10	0.61
<b>Cash and cash equivalents as at the end of the year</b>	<b>3,239.72</b>	<b>1,619.45</b>

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
<b>Components of cash and cash equivalents</b>		
Balances with banks		
- On current accounts	426.27	222.47
Deposits with original maturity of less than three months	2,820.18	1,372.97
Cheques / drafts on hand	29.86	22.99
Cash on hand	1.40	1.02
Cash credit and overdrafts from bank	(37.99)	-
<b>Total cash and cash equivalents as at the end of the year</b>	<b>3,239.72</b>	<b>1,619.45</b>

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the consolidated financial statements.

This is the consolidated statement of cash flows referred to in our report of even date

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership number: 522144

Place: New Delhi

Date: May 27, 2023

**For and on behalf of the Board of Directors**

**G. M. Rao**

Chairman

DIN: 00574243

Place: Dubai

**Saurabh Chawla**

Chief Financial Officer

Place: Washington, D.C.

Date: May 27, 2023

**Grandhi Kiran Kumar**

Managing Director and Chief Executive Officer

DIN: 00061669

Place: Dubai

**Venkat Ramana Tangirala**

Company Secretary

Membership Number: A13979

Place: New Delhi

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 1. Corporate information

GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('GIL' or 'the Holding Company') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the Company is Naman Centre, 7th Floor, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

The Holding Company and its subsidiaries, associates, joint ventures and jointly controlled operations (hereinafter collectively referred to as 'the Group') are mainly engaged in development, maintenance and operation of airports, generation of power, coal mining and exploration activities, development of highways, development, maintenance and operation of special economic zones, and construction business including Engineering, Procurement and Construction ('EPC') contracting activities.

#### Airport sector

Certain entities of the Group are engaged in development, maintenance and operation of airport infrastructure such as green field international airports at Hyderabad and Goa and modernisation, maintenance and operation of international airports at Delhi and Cebu on build, own, operate and transfer basis.

#### Power sector

Certain entities of the Group are involved in the generation of power. These are separate Special Purpose Vehicles ('SPV') which have entered into Power Purchase Agreements ('PPA') with the electricity distribution companies of the respective state governments / other government authorities (either on the basis of Memorandum of Understanding or through a bid process) or short-term power supply agreements to generate and sell power directly to consumers as a merchant plant. Certain entities of the Group are involved in the coal mining and exploration activities and the Group is also involved in energy and coal trading activities through its subsidiaries.

#### Development of Highways

Certain entities of the Group are engaged in development of highways on build, operate and transfer model on annuity or toll basis. These are SPVs which have entered into concessionaire agreements with National Highways Authority of India ('NHAI') or the respective State Governments for carrying out these projects.

### Construction business

Certain entities of the Group are in the business of construction including as an EPC contractor. These entities are engaged in handling of EPC solution in the infrastructure sector.

#### Others

Entities of the Group which cover all residual activities of the Group that include special economic zones, operations of hotels, investment activities and management / technical consultancy.

Other explanatory information to the consolidated financial statements comprises of notes to the consolidated financial statements for the year ended March 31, 2023. The consolidated financial statements were approved by the Board of Directors and authorised for issue in accordance with a resolution of the directors on May 27, 2023.

These consolidated financial statements have been prepared by giving effect to the composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited (GPIL) with the Holding Company and demerger of Engineering Procurement and Construction (EPC) business and Urban Infrastructure Business of the Holding Company (including Energy business) into GMR Power and Urban Infra Limited (GPUIL) ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Mumbai bench ("the Tribunal") vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Holding Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 01, 2021, being the Appointed date as per the Scheme.

The consolidated financial statements of the Group do not have any impact of the Composite Scheme, however as per the applicable Ind AS, the EPC business and Urban Infrastructure Business (including Energy business) have been classified for all periods presented as Discontinued operations.

Refer note 32 for further disclosures.

### 2. Significant accounting policies

The significant accounting policies applied by the Group in the preparation of its consolidated financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these consolidated financial statements, unless otherwise indicated.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### **Recent accounting pronouncement issued but not made effective:**

#### **Ind AS 1 - Presentation of Financial Statements**

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023, has issued an amendment to Ind AS 1 which specifies that an entity to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to Ind AS 107 and Ind AS 34 with effect from April 01, 2023

#### **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023, has issued an amendment to Ind AS 8 which specifies that the definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates with effect from April 01, 2023.

#### **Ind AS 12 - Income Taxes**

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023 has issued an amendment to Ind AS 12 which narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to Ind AS 101. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023.

The Group is in the process of evaluating the impact on consolidated financial statements.

### **2.1. Basis of Consolidation**

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The functional and presentation currency of the Group is Indian Rupee (₹) which is the currency of the primary economic environment in which the Group operates.

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiaries as at March 31, 2023. Control is achieved when the Group is exposed,

or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities, used for the purpose of consolidation are drawn up to same reporting date as that of



## Notes to the consolidated financial statements for the year ended March 31, 2023

the Holding Company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so. In case of entities, where it is impracticable to do so, they are consolidated using the most recent financial statements available, which has a lag of three months, adjusted for the effects of significant transactions or events occurring between the date of those financial statements and consolidated financial statements.

These consolidated financial statements of the Group are also compliant with the disclosure requirements made applicable to companies with effect from April 01, 2021 vide amendments to Schedule III of Companies Act, 2013 dated March 24, 2021, as considered applicable for the preparation of these consolidated financial statements.

### Consolidation procedure

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements.
- (d) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Holding Company.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into

line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

### 2.2. Summary of significant accounting policies

#### a. Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements

## Notes to the consolidated financial statements for the year ended March 31, 2023

are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Re-acquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Business combinations arising from transfers of interests in entities that are under the common control are accounted at pooling of interest method. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

Goodwill on consolidation as on the date of transition represents the excess of cost of acquisition at each point of time of making the investment in the subsidiary over the Group's share in the net worth of a subsidiary. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements, prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation represents excess of the Group's share in the net worth of a subsidiary over the cost of acquisition at each point of time of making the investment in the subsidiary. Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

### **b. Investment in associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions

of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The results, assets and liabilities of joint venture and associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in associate or joint venture is initially recognised at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the joint venture or associate. On acquisition of investment in a joint venture or associate, any excess of cost of investment over the fair value of the assets and liabilities of the joint venture, is recognised as goodwill and is included in the carrying value of the investment in the joint venture and associate. The excess of fair value of assets and liabilities over the investment is recognised directly in equity as capital reserve. The unrealised profits/losses on transactions with joint ventures are eliminated by reducing the carrying amount of investment.

The carrying amount of investment in joint ventures and associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.

When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

## Notes to the consolidated financial statements for the year ended March 31, 2023

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of profit and loss.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When the end of the reporting period of the parent is different from that of an associate or a joint venture, an associate or a joint venture, for consolidation purposes, prepares additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of an associate or a joint venture, unless it is impracticable to do so. In case of entities, where it is impracticable to do so, they are consolidated using the most recent financial statements available, with a lag of three months, adjusted for the effects of significant transactions or events occur between the date of those financial statements and consolidated financial statements. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in consolidated statement of profit and loss.

### c. Interest in joint operations

In respect of its interests in joint operations, the Group recognises its share in assets, liabilities, income and expenses line-by-line in the standalone financial statements of the entity which is party to such joint arrangement which then becomes part of the consolidated financial statements of the Group when the financial statements of the Holding Company and its subsidiaries are combined for consolidation. Interests in joint operations are included in the segments to which they relate.

The financial statements of the joint operations are prepared for the same reporting period as the Group. When the end of the reporting period of the parent is different from that of a joint operations, a joint operations for consolidation purposes, prepares additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of a joint operations, unless it is

impracticable to do so. In case of entities, where it is impracticable to do so, they are consolidated using the most recent financial statements available, with a lag of three months, adjusted for the effects of significant transactions or events occurring between the date of those financial statements and consolidated financial statements. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

### d. Current versus non-current classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle,
- ii. It is held primarily for the purpose of trading,
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Advance tax paid is classified as non-current assets.

Operating cycle for the business activities of the Group extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective line of business.

### e. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date using valuation techniques.



Notes to the consolidated financial statements for the year ended March 31, 2023

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is

significant to the fair value measurement as a whole) at the end of each reporting period.

**f. Revenue recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue from contracts with customers is recognised when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

**Significant financing component**

Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised service to the customer and when the customer pays for that service will be one year or less.

The Group also receives long-term advances from customers for rendering services. The transaction price for such contracts are discounted, using the rate that would be reflected in a separate financing transaction between the Group and its customers at contract inception, to take into consideration the significant financing component.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### Contract balances

#### Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer (which consist of unbilled revenue). If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

#### Trade receivables

The trade receivables are measured at transaction price and where the value are different from the fair value, at fair value. Trade receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in financial instruments – initial recognition and subsequent measurement.

#### Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

#### Energy sector

In case of power generating and trading companies, revenue from energy units sold as per the terms of the PPA and Letter Of Intent ('LOI') (collectively hereinafter referred to as 'the PPAs') is recognised on an accrual basis and includes unbilled revenue accrued up to the end of the accounting year.

Revenue earned in excess of billings has been included under "other assets" as unbilled revenue and billings in excess of revenue earned have been disclosed under "other liabilities" as unearned revenue.

Claims for delayed payment charges and any other claims, in which the Group companies are entitled to under the PPAs, are recognized on reasonable certainty to expect ultimate collection.

Revenue from energy units sold on a merchant basis is recognised in accordance with billings made to customers based on the units of energy delivered and the rate agreed with the customers. Revenue/ charges from unscheduled interchange for the deviation in generation with respect to scheduled generation are recognized/ charged at rates notified by CERC from time to time, as revenue from sale of energy and adjusted with revenue from sale of energy. Further, revenue is recognized/adjusted towards truing up in terms of the applicable CERC regulations.

Revenue from electrical energy transmission charges is recognized on an accrual basis in accordance with the provisions of the transmission service agreements.

Revenue from sale of coal is recognised when the risks and rewards of ownership passes to the purchaser in accordance with the terms of sale, including delivery of the product, the selling price is fixed or determinable, and collectability is reasonably assured. Revenue earned in the pre-production stage and related operating costs have been recorded against the carrying value of mining and exploration and development properties.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from energy trading are recognised as per the agreement with the customer. In case of the energy trading agreements, where the Group is entitled only for a fixed margin and the associated risk and rewards are with the third parties, revenue is recognised only to the extent of assured margin.

#### Highways Sector

In case of entities involved in construction and maintenance of Roads, revenue are recognised in line with the Appendix C to Ind AS 115 – Service Concession Arrangements. Toll revenue is recognised on an accrual basis which coincides with the collection of toll from the users of highways.

Revenue share paid / payable to concessionaire grantors:

Revenue share paid / payable to concessionaires / grantors as a percentage of revenues, pursuant to the terms and conditions of the relevant agreement for development, construction, operation and maintenance of the respective highways has been disclosed as revenue share paid / payable to concessionaire grantors in the consolidated statement of profit and loss.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### **Airport Sector**

In case of airport infrastructure companies, aeronautical and non-aeronautical revenue is recognised on an accrual basis and is net of service tax / goods and service tax, applicable discounts and collection charges, when services are rendered and it is possible that an economic benefit will be received which can be quantified reliably. Revenue from aeronautical operations include user development fees, fuel farm, passenger service charges, landing and parking charges of aircraft, operation and maintenance of passenger boarding and other allied services. Revenue from non-aeronautical operations include granting rights to use land and space primarily for catering to the needs of passengers, air traffic services, air transport services and Maintenance, Repair and Overhaul facility (MRO) of aircrafts and allied services.

Land and Space- rentals pertains to granting right to use land and space primarily for catering to the need of passengers, air traffic services and air transport services.

In case of cargo handling revenue, revenue from outbound cargo is recognised at the time of acceptance of cargo with respect to non-airline customers and at the time of departure of aircraft with respect to airline customers and revenue from inbound cargo is recognised at the time of arrival of aircraft in case of airline customers and at the point of delivery of cargo in case of non-airline customers. Interest on delayed receipts from customers is recognised on acceptance.

Revenue from commercial property development rights granted to concessionaires is recognised on accrual basis, as per the terms of the agreement entered into with the customers.

Revenue from sale of goods at the duty free outlets operated by the Group is recognised at the time of delivery of goods to customers which coincides with transfer of risks and rewards to its customers. Sales are stated net of returns and discounts.

Revenue from hospitality services comprises of income by way of hotel room rent, sale of food, beverages and allied services relating to the hotel and is recognised net of taxes and discounts as and when the services are provided and products are sold.

Revenue from MRO contracts is recognised as and when services are rendered.

In case of companies covered under service concession

agreements, revenue are recognised in line with the Appendix C to Ind AS 115 – Service Concession Arrangements.

Revenue share paid / payable to concessionaire grantors:

Revenue share paid / payable to concessionaire / grantors as a percentage of revenues, pursuant to the terms and conditions of the relevant agreement for development, construction, operation and maintenance of the respective airports has been disclosed as revenue share paid/ payable to concessionaire grantors' in the consolidated statement of profit and loss.

### **For Construction business entities**

Construction revenue and costs are recognised by reference to the stage of completion of the construction activity at the balance sheet date, as measured by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. Where the outcome of the construction cannot be estimated reliably, revenue is recognised to the extent of the construction costs incurred if it is probable that they will be recoverable. When the outcome of the contract is ascertained reliably, contract revenue is recognised at cost of work performed on the contract plus proportionate margin, using the percentage of completion method i.e. over the period of time. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs. The estimated outcome of a contract is considered reliable when all the following conditions are satisfied:

- i. The amount of revenue can be measured reliably,
- ii. It is probable that the economic benefits associated with the contract will flow to the Group,
- iii. The stage of completion of the contract at the end of the reporting period can be measured reliably,
- iv. The costs incurred or to be incurred in respect of the contract can be measured reliably

Provision is made for all losses incurred to the balance sheet date. Variations in contract work, claims and incentive payments are recognised to the extent that it is probable that they will result in revenue and they are capable of being reliably measured. Expected loss, if any, on a contract is recognised as expense in the period in which it is foreseen, irrespective of the stage of completion of the contract. For contracts where progress billing exceeds the aggregate of contract costs incurred to-date and recognised profits (or recognised losses, as the case may be), the surplus is shown



## Notes to the consolidated financial statements for the year ended March 31, 2023

as the amount due to customers.

Amount received before the related work is performed are disclosed in the Balance Sheet as a liability towards advance received. Amounts billed for work performed but yet to be paid by the customers are disclosed in the Balance Sheet as trade receivables.

### Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable except the interest income received from customers for delayed payments which are accounted on the basis of reasonable certainty / realisation.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other operating income / other income in the consolidated statement of profit and loss depending upon the nature of operations of the entity in which such revenue is recognised.

### Others

- i. Income from management / technical services is recognised as per the terms of the agreement on the basis of services rendered.
- ii. Insurance claim is recognised on acceptance of the claims by the insurance company.
- iii. Revenue from charter services is recognised based on services provided as per the terms of the contracts with the customers.

Revenue earned in excess of billings has been included under 'other financial assets' as unbilled revenue and billings in excess of revenue has been disclosed under 'other liabilities' as unearned revenue.

### g. Service Concession Arrangements

The Group constructs or upgrades infrastructure (construction or upgrade services) used to provide a public

service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 – Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the operator receives a right (i.e. a concessionaire) to charge users of the public service. The financial model is used when the operator has an unconditional contractual right to receive cash or other financial assets from or at the direction of the grantor for the construction service. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the operator performs more than one service (i.e. construction, upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated by reference to the relative fair values of the service delivered, when the amount are not separately identifiable.

The intangible asset is amortised over the shorter of the estimated period of future economic benefits which the intangible assets are expected to generate or the concession period, from the date they are available for use.

An asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal.

The Group recognises a financial asset to the extent that it has an unconditional right to receive cash or another financial asset from or at the direction of the grantor. In case of annuity based carriageways, the Group recognises financial asset.

### h. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts

## Notes to the consolidated financial statements for the year ended March 31, 2023

and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

### **i. Taxes on income**

#### Current tax

Tax expense for the year comprises current tax and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets include Minimum Alternative Tax ('MAT') paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

In the year in which the Group recognises MAT credit as an asset, it is created by way of credit to the statement of profit and loss shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

### **j. Non-current assets held for sale and discontinued operations**

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required

## Notes to the consolidated financial statements for the year ended March 31, 2023

to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

- a) The appropriate level of management is committed to a plan to sell the asset,
- b) An active programme to locate a buyer and complete the plan has been initiated,
- c) The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the consolidated balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale/ distribution to owners are not depreciated or amortised.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- i) Represents a separate major line of business or geographical area of operations,
- ii) Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations

Or

- iii) Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented separately in the consolidated statement of profit and loss.

### k. Property, plant and equipment

Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Capital work in progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date and is stated at cost less accumulated impairment loss.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the consolidated statement of profit and loss as and when incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

On Transition to Ind AS, the Group has availed the optional exemption on "Long term Foreign currency Monetary items" and has accordingly continued with the policy to adjust the exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset recognised in the financial statements for the year ended March 31, 2016 ( as per previous GAAP) to the cost of the

## Notes to the consolidated financial statements for the year ended March 31, 2023

tangible asset and depreciates the same over the remaining life of the asset. In accordance with the Ministry of Corporate Affairs ('MCA') circular dated August 09, 2012, exchange differences adjusted to the cost of tangible fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the Group does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange differences.

### **I. Depreciation on Property, plant and equipment**

#### **Energy sector**

In case of domestic entities, the depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on useful lives estimated by the management, which coincides with the lives prescribed under Schedule II of the Act except on case of plant and machinery in case of some gas based power plants and power generating units dedicated for generation of power under CERC tariff regulations where the useful life of the asset is considered as 25 years as prescribed by CERC being the regulatory authority in the energy sector, as against 40 years as per Schedule II of the Act.

#### **Airport sector**

Depreciation on property, plant and equipment is calculated on a straight line basis using the useful lives prescribed under Schedule II to the Companies Act, 2013 except for certain assets class i.e. Internal Approach Roads, Electric Panels and Transformers/Sub—station, the Group, based on a technical evaluation, believes that the useful life of such property, plant and equipment is different from the useful life specified in Schedule II to Companies Act 2013.

The Property, plant and equipment acquired under finance lease is depreciated over the asset's useful life; or over the shorter of the asset's useful life and the lease term, if there is no reasonable certainty that the Group will obtain ownership at the end of lease term.

On June 12, 2014, the Airport Economic Regulatory Authority ("AERA") has issued a consultation paper viz, 05/2014-15 in the matter of Normative Approach to Building Blocks in Economic Regulation of Major Airports wherein it, inter-alia, mentioned that the Authority proposes to lay down, to the extent required, the depreciation rates for

airport assets, taking into account the provisions of the useful life of assets given in Schedule II of the Companies Act, 2013, that have not been clearly mentioned in the Schedule II of the Companies Act, 2013 or may have a useful life justifiably different than that indicated in the Companies Act, 2013 in the specific context to the airport sector. Pursuant to above, the Authority had issued order no. 35/2017-18 on January 12, 2018 which was further amended on April 09, 2018, in the matter of Determination of Useful life of Airport Assets, which is effective from April 01, 2018. Accordingly, the management was of the view that useful lives considered by the Group for most of the assets except passenger related Furniture and Fixtures were in line with the useful life proposed by AERA in its order dated January 12, 2018, which was further amended on April 09, 2018. In order to align the useful life of passenger related Furniture and Fixtures as per AERA order, the Group has revised the useful life during the financial year 2018-19.

#### **Other entities**

For domestic entities other than aforesaid entities, the depreciation on the Property plant and equipment is calculated on a straight-line basis using the rates arrived at, based on useful lives estimated by the management, which coincides with the lives prescribed under Schedule II of the Companies Act, 2013.

The management has estimated the useful life of assets individually costing ₹ 5,000 or less to be less than one year, which is lower than those indicated in Schedule II.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Assets acquired under finance leases are depreciated on a straight line basis over the lease term. Where there is reasonable certainty that the Group shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life prescribed under Schedule II to the Companies Act, 2013 or based on the useful life adopted by the Group for similar assets.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected

## Notes to the consolidated financial statements for the year ended March 31, 2023

from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit and loss when the asset is derecognised.

### **Useful life of Property, plant and equipment, other than disclosed above:**

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category of asset	Estimated useful life
Plant and equipment	4 – 15 years
Buildings	7 – 30 years
Office equipment	5 years
Furniture and fixtures	3-10 years
Vehicles and Aircrafts	5 – 25 years
Computers	3-6 years

Leasehold improvements are depreciated over the primary period of lease or estimated useful life, whichever is lower, on straight line basis.

The Group, based on technical assessment made by the technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

### **m. Investment property**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes borrowing costs for long-term construction projects if the recognition criteria are met.

Depreciation is recognised using straight line method so as to write off the cost of the investment property less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life

/ residual value is accounted on prospective basis. Freehold land and properties under construction are not depreciated.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal.

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

### **Investment property under construction**

Investment property under construction represents expenditure incurred in respect of capital projects and are carried at cost. Cost includes land, related acquisition expenses, development/construction costs, borrowing costs and other direct expenditure.

### **n. Other intangible assets**

Other intangible assets acquired separately are measured on initial recognition at cost. The cost of other intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

### **o. Amortisation of other intangible assets**

Other intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period, with the effect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Amortization of mining properties is based on using unit-of-production method from the date of commencement



## Notes to the consolidated financial statements for the year ended March 31, 2023

of commercial production of the respective area of interest over the lesser of the life of the mine or the terms of the coal contracts of work or mining business license.

Technical know-how is amortised over five years from the date of issuance of certificate from a competent authority.

Other intangible assets representing upfront fees and other payments made to concessionaires of the respective airports, pursuant to the terms and conditions of concession agreements are amortized on a straight line method over the initial and extended periods of concession agreements, as applicable.

Carriageways related to toll based road projects are amortized based on proportion of actual revenue received during the accounting year to the total projected revenue till the end of the concession period in terms of MCA notification dated April 17, 2012 and in terms of the amendments to the Schedule II of the Act vide MCA notification dated March 31, 2014 pursuant to the exemption provided as per D22 (i) of Ind AS 101.

The total projected revenue for the entire useful life is reviewed at the end of each financial year for expected changes in traffic and adjusted to reflect any changes in the estimate which will lead to actual collection at the end of useful life.

Other intangible assets representing power plant concessionaire rights, carriageways and airport concessionaire rights are amortized over the concession period, ranging from 23 to 40 years, 17.5 to 25 years and 25 to 60 years respectively, as the economic benefits from the underlying assets would be available to the Group over such period as per the respective concessionaire agreements.

Software is amortised based on the useful life of six years on a straight line basis as estimated by the management.

Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

**p. Intangible assets under development**

Intangible assets under development represents

expenditure incurred in respect of intangible assets under development and are carried at cost. Cost comprises of purchase cost, related acquisition expenses, development/construction costs, borrowing costs and other direct expenditure.

**q. Borrowing costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur.

**r. Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

Group as a lessee

Assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet.

## Notes to the consolidated financial statements for the year ended March 31, 2023

The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist. At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset. The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in consolidated statement of profit and loss on a straight-line basis over the lease term.

### Group as a lessor:

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

### **s. Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Contract work in progress: contract work in progress comprising construction costs and other directly attributable overheads is valued at lower of cost and net realisable value

Cost of inventories is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred that relate to future activities on the contract are recognised as "Contract work in progress".

Contract work in progress comprising construction costs and other directly attributable overheads is valued at lower of cost and net realisable value.

Assessment of net realisable value is made in each subsequent period and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to that extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

### **t. Impairment of non-financial assets, investments in joint ventures and associates**

As at the end of each accounting year, the Group reviews the carrying amounts of its property, plant and equipment, investment properties, other intangible assets and

Notes to the consolidated financial statements for the year ended March 31, 2023

investments in associates and joint ventures determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- i. in case of an individual asset, at the higher of the net selling price and the value in use; and
- ii. in case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the respective company suitably adjusted for risks specified to the estimated cash flows of the asset).

For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the consolidated statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment

loss is recognised immediately in the consolidated statement of profit and loss.

**u. Provisions and contingent liabilities**

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

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

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Provisions and contingent liability are reviewed at each balance sheet.

**Decommissioning liability:**

Decommissioning costs are provided at the present value

## Notes to the consolidated financial statements for the year ended March 31, 2023

of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the consolidated statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

### v. Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution scheme. The Group has no obligation, other than the contribution payable. The Group recognizes contribution payable to provident fund, pension fund and superannuation fund as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

The Group presents the leave as a current liability in the consolidated balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method

using actuarial valuation to be carried out at each balance sheet date

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a. The date of the plan amendment or curtailment, and
- b. The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b. Net interest expense or income.

### w. Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the consolidated statement of profit and loss. In case of

## Notes to the consolidated financial statements for the year ended March 31, 2023

interest free or concession loans/debentures/preference shares given to associates and joint ventures, the excess of the actual amount of the loan over initial measure at fair value is accounted as an equity investment.

Investment in equity instruments issued by associates and joint ventures are measured at cost less impairment.

### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

#### **(a) Financial assets**

##### **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **Financial assets measured at fair value**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the consolidated statement of profit and loss.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **Impairment of financial assets, excluding investments in joint ventures and associates**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through profit or loss.

The Group recognises impairment loss on trade receivables using expected credit loss model, which involves use of provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109 – Financial instruments.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

### **De-recognition of financial assets**

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of de-recognition and the consideration received is recognised in the consolidated statement of profit and loss.

For trade and other receivables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.



## Notes to the consolidated financial statements for the year ended March 31, 2023

### (b) Financial liabilities and equity instruments

#### Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### Financial Liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the consolidated statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### a. Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

#### b. De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or

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

#### Put Option Liability

The potential cash payments related to put options issued by the Group over the equity of subsidiary companies to non-controlling interests are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or another financial asset for a fixed number of shares in the subsidiary. The financial liability for such put option is accounted for under Ind AS 109.

The amount that may become payable under the option on exercise is initially recognised at fair value under other financial liabilities with a corresponding charge directly to equity. All subsequent changes in the carrying amount of the financial liability are recognised in the profit or loss attributable to the parent. The entity recognises both the non-controlling interest and the financial liability under the NCI put. It continues to measure non-controlling interests at proportionate share of net assets.

If the put option is exercised, the entity accounts for an increase in its ownership interest. At the same time, the entity derecognises the financial liability and recognises an offsetting credit in the same component of equity reduced on initial recognition. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to equity.

#### Off-setting of financial instruments

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

## Notes to the consolidated financial statements for the year ended March 31, 2023

### **x. Derivative financial instruments**

The Group uses derivative financial instruments, such as call spread options, interest rate swap etc. forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in consolidated OCI and later reclassified to profit or loss when the hedge item affects profit or loss.

For the purpose of hedge accounting, hedges are classified as:

- a) Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- b) Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment;
- c) Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Cash flow hedges that meet the strict criteria for hedge accounting are accounted for as described below:

The effective portion of the gain or loss on the hedging instrument is recognised in consolidated OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated statement of profit and loss.

Amounts recognised as consolidated OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in consolidated OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

### **y. Convertible preference shares/ debentures**

Convertible preference shares / debentures are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares / debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for conversion right. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not re-measured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares / debentures based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

### **z. Cash and cash equivalents**

Cash and cash equivalent in the consolidated balance sheet comprise cash at banks and on hand and short-term

## Notes to the consolidated financial statements for the year ended March 31, 2023

deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### aa. Cash dividend

The Group recognises a liability to make cash distributions to equity holders of the respective Companies when the distribution is authorised and the distribution is no longer at the discretion of such Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the respective Company's Board of Directors.

### bb. Foreign currencies

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's

net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.

- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.
- Exchange differences arising on translation of long term foreign currency monetary items recognised in the financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Group has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-"First time adoption of Indian Accounting Standard" are recognised directly in equity or added/ deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

### Group companies:

On consolidation, the assets and liabilities of foreign operations are translated into Indian Rupees at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in the consolidated statement of profit and loss.

### cc. Exceptional items

An item of income or expense which due to its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and the same is disclosed in the consolidated financial statements.

### dd. Corporate social responsibility ('CSR') expenditure

The Group charges its CSR expenditure during the year to the consolidated statement of profit and loss.



## Notes to the consolidated financial statements for the year ended March 31, 2023

**ee. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 2.3. The entities consolidated in the consolidated financial statements are listed below:

Sl. No.	Name of the entity	Country of Incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at	As % of consolidated net assets		Net assets, i.e. total assets minus total liabilities*		As % of profit after tax	Profit after tax*	As % of other comprehensive income	Other comprehensive income*	As % of total comprehensive income	Total comprehensive income*	As % of total comprehensive income	Total comprehensive income*				
				March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022									March 31, 2023	March 31, 2022		
				(₹ in crore)	(₹ in crore)		(₹ in crore)	(₹ in crore)	(₹ in crore)	(₹ in crore)									(₹ in crore)	(₹ in crore)		
<b>Parent</b>																						
1	GMR Infrastructure Limited (GIL)	India	Holding Company				30.14%	21,92,290	26.99%	10,39,182	-0.82%	1,142	98.32%	(308.78)	33.92%	11,055.90	40.27%	1,73,129	35.46%	11,065.32	35.68%	1,42,151
<b>Subsidiaries</b>																						
<b>Indian</b>																						
2	GMR Hyderabad International Airport Limited (GHAI)	India	Subsidiary	32.13%	32.13%	63.00%	2.48%	1,80,208	4.81%	1,853.55	-2.37%	32.99	34.34%	(108.10)	-0.43%	(141.52)	-3.99%	(177.40)	-0.35%	(108.53)	-7.01%	(279.50)
3	GMR Hyderabad Aerotropolis Limited (GHAL)	India	Subsidiary	32.13%	32.13%	100.00%	0.10%	74.77	0.06%	23.13	0.74%	(10.32)	1.27%	(3.99)	0.00%	(0.05)	0.00%	(0.00)	-0.03%	(0.03)	-0.10%	(3.99)
4	GMR Hyderabad Aviation SEZ Limited (GHAS)	India	Subsidiary	32.13%	32.13%	100.00%	0.09%	65.26	0.13%	51.12	-1.02%	14.18	-1.31%	4.12	0.00%	(0.04)	0.00%	0.00	0.03%	14.15	0.10%	4.13
5	GMR Air Cargo and Aerospace Engineering Limited (GACAE)	India	Subsidiary	32.13%	32.13%	100.00%	0.03%	24.09	0.04%	14.22	-0.74%	10.22	-3.77%	11.85	0.00%	(0.35)	0.00%	0.07	0.03%	9.87	0.30%	11.92
6	GMR Aero Technic Limited (GATL)	India	Subsidiary	32.13%	32.13%	100.00%	0.00%	0.07	0.00%	0.10	0.00%	(0.03)	0.00%	(0.01)	0.00%	-	0.00%	-	0.00%	(0.03)	0.00%	(0.01)
7	GMR Airport Developers Limited (GADL)	India	Subsidiary	51.00%	51.00%	100.00%	0.16%	119.81	0.23%	88.08	-2.23%	31.34	-9.45%	29.74	0.00%	(0.61)	-0.02%	(0.76)	0.10%	30.73	0.73%	28.98
8	GMR Hospitality and Retail Limited (GHLR)	India	Subsidiary	32.13%	32.13%	100.00%	0.18%	130.63	0.21%	79.96	-3.63%	50.72	3.17%	(9.97)	0.00%	(0.05)	0.00%	(0.08)	0.16%	50.67	-0.25%	(10.04)
9	Delhi International Airport Limited (DIAL)	India	Subsidiary	32.64%	32.64%	64.00%	2.44%	1,75,549	6.16%	2,372.05	20.49%	(284.86)	-5.61%	17.68	-0.96%	(311.73)	-4.63%	(1,98.97)	-1.91%	(5,965.59)	-4.55%	(181.29)
10	GMR Hospitality Limited (GHL)	India	Subsidiary <sup>1</sup>	33.70%	NA	70.00%	0.01%	7.24	0.00%	-	0.00%	(0.86)	0.00%	-	0.00%	-	0.00%	-	0.00%	(0.86)	0.00%	-
11	Delhi Airport Parking Services Private Limited (DAPSL)	India	Subsidiary	36.74%	36.74%	90.00%	0.12%	89.44	0.17%	65.55	-1.72%	23.88	1.56%	(4.91)	0.00%	0.01	0.00%	0.06	0.08%	23.89	-0.12%	(4.85)
12	GMR Airports Limited (GAL)	India	Subsidiary	51.00%	51.00%	51.00%	47.98%	34,90,065	46.40%	17,865.51	12.88%	(7,89.99)	25.61%	(80.63)	52.83%	17,244.10	54.77%	23,54.58	54.58%	17,035.11	57.07%	22,73.95
13	GMR Nagar International Airport Limited (GNIAL)	India	Subsidiary	51.00%	51.00%	100.00%	0.00%	0.10	0.00%	(0.12)	0.00%	(0.03)	0.03%	(0.10)	0.00%	-	0.00%	-	0.00%	(0.03)	0.00%	(0.10)
14	GMR Kanpur Duty Free Services Limited (GKDFSL)	India	Subsidiary	51.00%	51.00%	100.00%	0.01%	6.89	0.01%	4.49	-0.15%	2.10	-0.15%	0.49	0.00%	(0.00)	0.00%	-	0.01%	2.10	0.01%	0.49
15	GMR Vairahagaram International Airport Limited (GVIAL)	India	Subsidiary	51.00%	51.00%	100.00%	0.08%	60.11	0.09%	31.30	0.00%	(0.02)	0.09%	(0.27)	0.00%	-	0.00%	(0.02)	0.00%	(0.02)	-0.01%	(0.27)
16	GMR Hyderabad Airport Assets Limited (GHAAL)	India	Subsidiary	32.13%	32.13%	100.00%	0.09%	61.96	0.14%	53.32	-0.61%	8.44	-1.90%	5.96	0.00%	-	-	-	0.03%	8.44	0.15%	5.96
17	GMR Goa International Airport Limited (GIAL)	India	Subsidiary	50.99%	50.99%	99.99%	0.71%	513.26	1.52%	594.01	10.66%	(148.21)	0.44%	(1.37)	0.00%	(0.13)	0.00%	-	-0.48%	(148.35)	-0.03%	(1.37)
18	GMR Corporate Affairs Private Limited (GCAPL)	India	Subsidiary	100.00%	100.00%	100.00%	-0.02%	(12.11)	-0.06%	(24.13)	0.21%	(2.98)	6.60%	(20.77)	0.00%	-	0.00%	-	-0.01%	(2.98)	-0.52%	(20.77)
19	GMR Business Process and Services Private Limited (GBPSPL)	India	Subsidiary	100.00%	100.00%	100.00%	-0.03%	(18.20)	-0.04%	(16.53)	0.12%	(1.68)	18.87%	(59.42)	0.00%	-	0.00%	-	-0.01%	(1.68)	-1.48%	(59.42)
20	Raxa Security Services Limited (RSSL)	India	Subsidiary	100.00%	100.00%	100.00%	0.09%	68.42	0.17%	62.27	-0.27%	3.71	-1.18%	3.72	0.00%	(0.77)	-0.02%	(0.77)	0.01%	2.94	0.07%	2.95
21	GMR Intra Developers Limited (GIDL)	India	Subsidiary	100.00%	100.00%	100.00%	11.48%	8,34,533	9.66%	3,77,756	17.45%	(242.62)	70.77%	(22.82)	14.96%	4,874.39	15.82%	680.34	14.84%	4,631.77	11.48%	457.32
22	GMR Energy Trading Limited (GETL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	-1.29%	4.07	0.00%	-	0.00%	(0.06)	0.00%	-	0.10%	4.01
23	GMR Londa Hydropower Private Limited (GHLPL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	1.47%	(4.64)	0.00%	-	0.00%	-	0.00%	-	-0.12%	(4.64)
24	GMR Mining & Energy Private Limited (GMEPL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	-
25	GMR Generation Assets Limited (GGA)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	-120.19%	378.41	0.00%	-	0.00%	-	0.00%	-	9.50%	378.41
26	GMR Power Infra Limited (GPI)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-
27	GMR Highways Limited (GMRHL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	9.93%	(31.28)	0.00%	-	0.00%	0.20	0.00%	-	-0.78%	(31.08)
28	GMR Tambaam Trivandrum Expressways Limited (GTEEL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	-5.38%	16.93	0.00%	-	0.00%	-	0.00%	-	0.42%	16.93
29	GMR Tuni Anaparthi Expressways Limited (GTAEL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	-2.41%	7.60	0.00%	-	0.00%	-	0.00%	-	0.19%	7.60
30	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	21.04%	(66.25)	0.00%	-	0.00%	0.01	0.00%	-	-1.66%	(66.24)
31	GMR Pochampalli Expressways Limited (GPEL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	-4.86%	15.29	0.00%	-	0.00%	(0.11)	0.00%	-	0.38%	15.18
32	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	41.40%	(130.35)	0.00%	-	0.00%	(0.04)	0.00%	-	-3.27%	(130.39)
33	GMR Chennai Outer Ring Road Private Limited (GORRPL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	2.64%	(8.30)	0.00%	-	0.00%	(0.20)	0.00%	-	-0.21%	(8.50)
34	Gateways for India Airports Private Limited (GFIPL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	0.00%	-	0.00%	-	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	0.00	0.00%	-	0.00%	(0.01)

Notes to the consolidated financial statements for the year ended March 31, 2023

2.3. The entities consolidated in the consolidated financial statements are listed below: (Contd...)

Sl. No.	Name of the entity	Country of Incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		As of dated net assets		As of consolidated net assets		Net assets, i.e. total assets minus total liabilities <sup>1</sup>		As % of profit after tax		Profit after tax*		As % of comprehensive income		Other comprehensive income		As % of comprehensive income		Total comprehensive income <sup>2</sup>				
				March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
35	GMR Aerospace Services Limited (GAS)	India	Subsidiary <sup>3</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	-0.00%	-0.00%	0.00%	0.00%	-0.00%	-0.00%	0.00%	0.00%	-0.08%	(3.27)	-0.08%	(3.27)	
36	GMR Aviation Private Limited (GAPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	-0.25%	(9.79)
37	GMR Krishnagiri SIR Limited (GKSR)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	-0.27%	(10.82)
38	Dhruvi Securities Private Limited (DSP)	India	Subsidiary <sup>3</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.22%	8.79
39	GMR Power and Urban Infra Limited (GPUL)	India	Subsidiary <sup>3</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.04%	1.43
40	GMR SEZ & Port Holdings Limited (GSPHL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	-1.01%	(40.08)
41	Achiva Properties Private Limited (APPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.01%	0.46
42	Akima Properties Private Limited (AKPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.02)
43	Amartya Properties Private Limited (AMPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.02)
44	Baoni Properties Private Limited (BPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.04%	1.70
45	Bougamvillia Properties Private Limited (BOPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.10%	4.06
46	Camelia Properties Private Limited (CPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.08%	3.02
47	Deepesh Properties Private Limited (DPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.04%	1.77
48	Ella Properties Private Limited (EPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.06)
49	Geeteeva Properties Private Limited (GEP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.09%	3.54
50	Lakshmi Priya Properties Private Limited (LPPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.04%	1.72
51	Honeycastle Properties Private Limited (HPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.03)
52	Jadla Properties Private Limited (JPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.03%	1.01
53	Kishnapriya Properties Private Limited (KPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.04%	1.41
54	Lakspur Properties Private Limited (LAPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.01%	0.31
55	Nadra Properties Private Limited (NPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.10
56	Padmavriya Properties Private Limited (PAPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.03%	1.28
57	Prakalpa Properties Private Limited (PPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.08
58	Purnachandra Properties Private Limited (PUPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.03)
59	Shreyadria Properties Private Limited (SPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.01%	0.23
60	Pranesh Properties Private Limited (PRPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.03)
61	Sreepa Properties Private Limited (SRPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.04)
62	Radhapriya Properties Private Limited (RPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.12
63	Asteria Real Estates Private Limited (AREPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.02)
64	Lantana Properties Private Limited (Lantana)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.04)
65	Namtha Real Estates Private Limited (NREPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	(0.11)
66	Honey Flower Estates Private Limited (HFEP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.02%	0.97
67	Suzanne Properties Private Limited (SUPPL)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.14
68	Lilliam Properties Private Limited (LPP)	India	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-0.00%	-0.00%	-0.00%	-0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.01%	0.46

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 2.3. The entities consolidated in the consolidated financial statements are listed below: (Contd...)

Sl. No.	Name of the entity	Country of Incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		As % of consolidated net assets		Net assets, i.e. total assets minus total liabilities*		As % of profit after tax		Profit after tax*		As % of other comprehensive income		Other comprehensive income*		As % of total comprehensive income		Total comprehensive income*			
				March 31, 2023		March 31, 2022		March 31, 2023		March 31, 2022		March 31, 2023		March 31, 2022		March 31, 2023		March 31, 2022		March 31, 2023		March 31, 2022		March 31, 2022	
				March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Foreign</b>																									
69	GMR Airports International B.V. (GABBI)	Netherlands	Subsidiary	51.00%	51.00%	100.00%	100.00%	0.81%	0.00%	586.48	-1.34%	(515.32)	53.64%	(745.73)	62.26%	(196.35)	-0.29%	(95.98)	-0.16%	(6.74)	-0.08%	(64.71)	-5.10%	(203.09)	
70	GMR Airport Singapore PTE Limited (GASPL)	Singapore	Subsidiary	51.00%	51.00%	100.00%	100.00%	0.03%	0.00%	24.02	0.04%	16.13	1.63%	(22.99)	-2.63%	8.27	-0.01%	(2.78)	-0.01%	(0.34)	-0.08%	(25.76)	0.20%	7.93	
71	GMR Airports Mauritius Limited (GAMLU)	Mauritius	Subsidiary	51.00%	51.00%	100.00%	100.00%	0.00%	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
72	GMR Airports Netherlands B.V. (GANBV)	Netherlands	Subsidiary	51.00%	51.00%	100.00%	100.00%	0.17%	0.00%	121.46	0.02%	7.43	0.18%	(2.51)	0.00%	-	0.00%	(0.12)	0.00%	-	0.00%	-	0.00%	-	
73	GMR Airports Greece Single Member S.A.	Greece	Subsidiary	51.00%	51.00%	100.00%	100.00%	0.31%	0.00%	225.80	0.00%	(0.60)	1.67%	(23.28)	0.65%	(2.05)	-0.01%	(1.71)	0.00%	0.11	-0.08%	(25.00)	-0.05%	(1.95)	
74	GMR Energy (Cyprus) Limited (GECU)	Cyprus	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	-0.09%	(3.68)	0.00%	-	-0.09%	(3.68)	
75	GMR Energy (Netherlands) B.V. (GEMNBV)	Netherlands	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	-4.58%	14.43	0.00%	-	-0.05%	(2.03)	0.00%	-	0.31%	12.40	
76	GMR Energy Projects (Mauritius) Limited (GEMPL)	Mauritius	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	-4.79%	(15.08)	0.00%	-	-0.69%	(29.64)	0.00%	-	-1.12%	(44.72)	
77	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Singapore	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	-37.50%	118.07	0.00%	-	0.27%	11.78	0.00%	-	3.26%	129.85	
78	GMR Coal Resources Pte Limited (GCRPL)	Singapore	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	-123.58%	389.09	0.00%	-	-0.35%	(15.24)	0.00%	-	9.38%	373.85	
79	GADL International Limited (GADILL)	Isle of Man	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.00%	(0.01)	0.00%	-	-0.01%	(0.28)	0.00%	-	-0.01%	(0.29)	
80	GMR Infrastructure (Overseas) Limited (GICOL)	Mauritius	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	39.94%	(122.59)	0.00%	-	-0.51%	(21.77)	0.00%	-	-3.62%	(144.56)	
81	GMR Infrastructure (Mauritius) Limited (GIMLU)	Mauritius	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	8.08%	(25.44)	0.00%	-	-0.02%	(0.84)	0.00%	-	-0.66%	(26.28)	
82	GMR Male International Airport Private Limited (GMIAL)	Maldives	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.01%	(0.02)	0.00%	-	0.16%	6.68	0.00%	-	0.17%	6.66	
83	GMR Infrastructure (Cyprus) Limited (GICU)	Cyprus	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.08%	(0.26)	0.00%	-	-0.35%	(15.17)	0.00%	-	-0.39%	(15.43)	
84	GMR Infrastructure Overseas Limited, Malta (GOL)	Malta	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	6.58%	(20.70)	0.00%	-	-0.03%	(1.36)	0.00%	-	-0.55%	(22.06)	
85	GMR Infrastructure (UK) Limited (GIUK)	United Kingdom	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	1.00%	(3.15)	0.00%	-	0.00%	(0.03)	0.00%	-	-0.08%	(3.18)	
86	GMR Infrastructure (Global) Limited (GIGU)	Isle of Man	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	-0.37%	(15.88)	0.00%	-	-0.40%	(15.88)	
87	Indo Tausch Trading DMCC (Indo Tausch)	United Arab Emirates	Subsidiary <sup>2</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.09%	(0.30)	0.00%	-	0.00%	(0.03)	0.00%	-	-0.01%	(0.32)	
<b>Joint ventures (investment as per equity method) and Jointly controlled operations</b>																									
<b>Indian</b>																									
88	GMR Energy Limited (GEL)	India	Joint Venture <sup>3,4</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	90.59%	(285.22)	0.00%	-	-0.01%	(0.50)	0.00%	-	-7.17%	(285.72)	
89	GMR Bajaj-Holi Hydroponer Private Limited (GBHPL)	India	Joint Venture <sup>6</sup>	6.57%	6.57%	20.14%	20.14%	0.02%	0.00%	15.54	0.15%	57.82	3.04%	(42.28)	0.57%	(1.79)	0.00%	-	0.00%	(0.03)	-0.44%	(42.28)	-0.05%	(1.83)	
90	Delhi Duty Free Services Private Limited (DDFS)	India	Joint Venture	24.97%	24.97%	66.93%	66.93%	0.64%	0.00%	463.22	1.03%	394.67	-1.284%	1785.54	-40.04%	126.07	0.00%	(0.23)	0.00%	0.05	0.57%	1783.1	3.17%	126.12	
91	Laxshya Hyderabad Airport Media Private Limited (Laxshya)	India	Joint Venture	15.74%	15.74%	49.00%	49.00%	0.04%	0.00%	28.58	0.06%	23.98	-0.54%	7.51	-0.98%	3.08	0.00%	-	0.00%	0.01	0.02%	7.55	0.08%	3.09	
92	Delhi Aviation Services Private Limited (DASPL)	India	Joint Venture	16.32%	16.32%	50.00%	50.00%	0.02%	0.00%	14.31	0.06%	21.56	0.27%	(3.75)	-0.62%	1.96	0.00%	-	0.00%	(0.01)	-0.01%	(3.75)	0.05%	1.96	
93	Delhi Aviation Fuel Facility Private Limited (DAFF)	India	Joint Venture	8.49%	8.49%	26.00%	26.00%	0.09%	0.00%	67.44	0.16%	63.25	-0.43%	6.00	0.44%	(1.39)	0.00%	-	0.00%	-	0.02%	6.00	-0.03%	(1.39)	
94	GMR Logistics Park Private Limited (GLPL)	India	Joint Venture	9.64%	9.64%	30.00%	30.00%	0.02%	0.00%	14.14	0.04%	17.31	0.23%	(3.18)	0.07%	(0.21)	0.00%	-	0.00%	-	-0.01%	(3.18)	-0.01%	(0.21)	
95	GIL SIL JV	India	Joint Venture <sup>3</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	-0.08%	0.24	0.00%	-	0.00%	-	0.00%	-	0.01%	0.24	
<b>Foreign</b>																									
96	GMR Megawide Cebu Airport Corporation (GMCAQ)	Philippines	Joint Venture <sup>8</sup>	17.00%	20.40%	33.33%	40.00%	0.57%	0.00%	417.29	1.03%	397.16	6.59%	(91.58)	26.57%	(83.02)	0.00%	0.24	0.01%	0.37	-0.29%	(91.34)	-2.0%	(82.65)	
97	PT Angsa Pura Aviast (PT APA)	Indonesia	Joint Venture <sup>9</sup>	24.99%	24.99%	49.00%	49.00%	0.12%	0.00%	90.56	0.23%	90.17	0.00%	(9.75)	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
98	Limak GMR Joint Venture (CJV)	Turkey	Joint Venture <sup>5</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	
99	HerklionCrete International Airport SA (Crete)	Greece	Joint Venture	11.04%	11.04%	21.64%	21.64%	0.82%	0.00%	597.69	1.48%	569.50	-0.05%	0.67	0.75%	(2.37)	0.00%	0.01	0.00%	-	0.00%	-	0.00%	0.68	
100	Megawide GMR Construction JV, Inc. (MGCJV Inc.)	Philippines	Joint Venture	25.50%	25.50%	50.00%	50.00%	0.01%	0.00%	8.64	0.04%	15.69	-0.14%	1.93	-0.62%	1.96	0.00%	-	0.00%	-	0.01%	1.93	0.05%	1.96	
101	Megawide GSP, Construction Joint Venture (MGCJV)	Philippines	Jointly Controlled Operators <sup>7</sup>	NA	NA	NA	NA	0.00%	0.00%	-	0.00%	-	0.00%	-	-0.13%	0.41	0.00%	-	-0.01%	(0.35)	0.00%	-	0.00%	0.06	

(₹ in crore)

Notes to the consolidated financial statements for the year ended March 31, 2023

2.3. The entities consolidated in the consolidated financial statements are listed below: (Contd...)

Sl. No.	Name of the entity	Country of Incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		As % of consolidated net assets	Net assets, i.e. total assets minus total liabilities*	As % of consolidated net assets	Net assets, i.e. total assets minus total liabilities*	As % of profit after tax	Profit after tax*	As % of total profit after tax	Other comprehensive income	As % of other comprehensive income	Other comprehensive income*	As % of total comprehensive income	Total comprehensive income*	March 31, 2022	March 31, 2023	
				March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022															March 31, 2023
<b>Associate</b>																						
<b>Indian</b>																						
102	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTMI)	India	Associate	8.49%	26.00%	26.00%	0.08%	55.01	76.62	0.20%	-1.58%	22.03	-7.89%	24.85	0.00%	0.00%	(0.03)	0.00%	22.00	0.62%	24.89	
103	Travel Food Services Delhi Terminal 3 Private Limited (TFS)	India	Associate	13.06%	40.00%	40.00%	0.02%	10.91	6.55	0.02%	-0.62%	8.58	-0.07%	0.23	0.00%	0.00%	(0.01)	0.03%	8.57	0.01%	0.22	
104	TIM Delhi Airport Advertising Private Limited (TIM)	India	Associate	16.29%	49.90%	49.90%	0.07%	51.06	39.83	0.10%	-0.80%	11.19	-0.35%	1.10	0.00%	0.04	(0.20)	0.04%	11.23	0.02%	0.90	
105	GMR Rajmundry Energy Limited (GREL)	India	Associate <sup>1</sup>	NA	NA	NA	0.00%	-	-	0.00%	-	-	25.25%	(79.48)	0.00%	-	0.00%	-	-	-1.98%	(79.48)	
106	DIGI'raa Foundation (DIG)	India	Associate	9.5%	37.00%	37.00%	0.00%	-	-	0.00%	-	-	0.00%	-	0.00%	-	0.00%	-	-	0.00%	-	
<b>Foreign</b>																						
107	PT Golden Energy Mines Tbk (PTGEMS)	Indonesia	Associate <sup>2</sup>	NA	NA	NA	0.00%	-	-	0.00%	-	-	-137.78%	433.79	0.00%	-	0.00%	0.14	0.00%	-	10.89%	433.93
Sub Total				100.00%	72,735.34	100.00%	38,508.02	99.00%	(1,390.15)	100.00%	(314.82)	100.00%	4,299.27	31,208.80	100.00%	(1,016.17)	360.59	100.00%	(459.38)	3,984.50		
Less: Non controlling interests in all subsidiaries					(1,761.63)		(2,735.97)		(660.67)		(108.10)		(2,524.9)									
Consolidation adjustments/eliminations**					(70,004.85)		(33,846.90)		1,871.55		(600.37)		(2,524.9)									
Total					968.85		1,918.15		(1,023.29)		(203.60)		(459.38)									

\*The figures have been considered from the respective standalone financial statements before consolidation adjustments / eliminations.

\*\* Consolidation adjustments/eliminations include intercompany eliminations and consolidation adjustments.

The reporting dates of the subsidiaries, joint ventures and associates coincide with that of the parent Company except in case of foreign subsidiaries (refer SI. No 69 to 87), foreign joint ventures (refer SI. No 96 to 101) and foreign associates (refer SI No. 107) whose financial statements for the year ended on and as at December 31, 2022 were considered for the purpose of consolidated financial statements of the Group.

The financial statements of other subsidiaries / joint ventures / associates have been drawn up to the same reporting date as of the Company. i.e. March 31, 2023.

**Notes:**

- 1 During the year ended March 31, 2019, the Group has accounted for the put option to acquire additional 17.85% stake from investors in regard to GMR Energy Limited at an agreed amount. However, the same has been considered for effective holding but not for voting rights as at March 31, 2022.
- 2 The amounts for net assets / (liabilities) and net profit / (loss) of PTGEMS and its joint ventures have been presented on a consolidated basis. Refer note 11 below.
- 3 These entities are part of the resultant company GMR Power and Urban Infra Limited (GPUIL) pursuant to the composite scheme of arrangement (refer note 32) . The Profit after tax and Other Comprehensive Income is till the date of demerger i.e., 31st December 2021.
- 4 The amounts for net assets / (liabilities) and net profit / (loss) of GEL and its subsidiaries and joint ventures have been presented on a consolidated basis. Refer note 10 below.
- 5 The amounts for net assets / (liabilities) and net profit / (loss) of GMCAC and its joint ventures have been presented on a consolidated basis. Refer note 12 below.
- 6 The holding in GBHPL is only to the extent of Group share held through DIAL. For holding in GBHPL held by Group through GEL, refer note 10 below.
- 7 Incorporated during the year ended March 31, 2023.
- 8 Refer Note 41 (xvii)(a)
- 9 Acquired during the year ended March 31, 2022.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 10. The entities consolidated with GEL are listed below:

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at	
				March 31, 2023	March 31, 2022
1	GMR Vemagiri Power Generation Limited (GVPGL)	India	NA	NA	NA
2	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)	India	NA	NA	NA
3	GMR Warora Energy Limited (GWEL)	India	NA	NA	NA
4	GMR Gujarat Solar Power Limited (GGSPL)	India	NA	NA	NA
5	GMR Bundelkhand Energy Private Limited (GBEPL)	India	NA	NA	NA
6	GMR Tenaga Operations and Maintenance Private Limited (GTOM)	India	NA	NA	NA
7	GMR Maharashtra Energy Limited (GMAEL)	India	NA	NA	NA
8	GMR Rajam Solar Power Private Limited (GRSPPL)	India	NA	NA	NA
9	GMR Indo-Nepal Power Corridors Limited (GINPCL)	India	NA	NA	NA
10	GMR Indo-Nepal Energy Links Limited (GINELL)	India	NA	NA	NA
11	GMR Consulting Services Limited (GCSL)	India	NA	NA	NA
12	GMR Kamalanga Energy Limited (GKEL)	India	NA	NA	NA
13	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	India	NA	NA	NA
14	Rampia Coal Mine and Energy Private Limited (RCMEPL)	India	NA	NA	NA
15	GMR Energy (Mauritius) Limited (GEML)	Mauritius	NA	NA	NA
16	Karnali Transmission Company Private Limited (KTCPL)	Nepal	NA	NA	NA
17	GMR Lion Energy Limited (GLEL)	Mauritius	NA	NA	NA
18	GMR Upper Karnali Hydropower Limited (GUKPL)	Nepal	NA	NA	NA

### 11. The entities consolidated with PTGEMS are listed below:

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at	
				March 31, 2023	March 31, 2022
1	PT Roundhill Capital Indonesia (RCI)	Indonesia	NA	NA	NA
2	PT Borneo Indobara (BIB)	Indonesia	NA	NA	NA
3	PT Kuansing Inti Makmur (KIM)	Indonesia	NA	NA	NA
4	PT Karya Cemerlang Persada (KCP)	Indonesia	NA	NA	NA
5	PT Bungo Bara Utama (BBU)	Indonesia	NA	NA	NA
6	PT Bara Harmonis Batang Asam (BHBA)	Indonesia	NA	NA	NA
7	PT Berkat Nusantara Permai (BNP)	Indonesia	NA	NA	NA
8	PT Tanjung Belit Bara Utama (TBBU)	Indonesia	NA	NA	NA
9	PT Trisula Kencana Sakti (TKS)	Indonesia	NA	NA	NA
10	PT Era Mitra Selaras (EMS)	Indonesia	NA	NA	NA
11	PT Wahana Rimba Lestari (WRL)	Indonesia	NA	NA	NA
12	PT Berkat Satria Abadi (BSA)	Indonesia	NA	NA	NA
13	GEMS Trading Resources Pte Limited (GEMSCR)	Singapore	NA	NA	NA
14	PT Karya Mining Solution (KMS)	Indonesia	NA	NA	NA
15	PT Kuansing Inti Sejahtera (KIS)	Indonesia	NA	NA	NA
16	PT Bungo Bara Makmur (BBM)	Indonesia	NA	NA	NA
17	PT GEMS Energy Indonesia (PTGEI)	Indonesia	NA	NA	NA

Notes to the consolidated financial statements for the year ended March 31, 2023

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at	
				March 31, 2023	March 31, 2022
18	PT Dwikarya Sejati Utma (PTDSU)	Indonesia	NA	NA	NA
19	PT Unsoco (Unsoco)	Indonesia	NA	NA	NA
20	PT Barasentosa Lestari (PTBSL)	Indonesia	NA	NA	NA
21	PT Duta Sarana Internusa (PTDSI)	Indonesia	NA	NA	NA

**12. The entities consolidated with GMCAC are listed below:**

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2023	Percentage of effective ownership interest held (directly and indirectly) as at	
				March 31, 2023	March 31, 2022
1	Mactan Travel Retail Group Co. (MTRGC)	Philippines	Joint Venture	8.50%	12.75%
2	SSP-Mactan Cebu Corporation (SMCC)	Philippines	Joint Venture	8.50%	12.75%
3	Globemerchants Inc (GMI) <sup>^</sup>	Philippines	Joint Venture	17.00%	NA

<sup>^</sup> Acquired during the year ended March 31, 2023.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 3. Property, plant and equipment

(₹ in crore)

Particulars	Freehold land	Runways, taxiways, aprons etc.	Buildings (including roads)	Bridges, culverts, bunders etc.	Plant and machinery	Leasehold improvements	Office equipments (including computers)	Furniture and fixtures (including electrical installations and equipments)	Vehicles and aircrafts	Total	Capital work in progress
<b>Gross carrying amount</b>											
<b>As at April 01, 2021</b>	<b>38.08</b>	<b>2,784.97</b>	<b>6,214.92</b>	<b>325.76</b>	<b>2,968.91</b>	<b>200.42</b>	<b>208.05</b>	<b>1,461.40</b>	<b>264.19</b>	<b>14,466.70</b>	<b>6,615.65</b>
Additions	-	509.87	415.06	9.69	212.06	8.74	58.09	395.88	29.71	1,639.10	3,546.98
Exchange differences	-	-	-	-	-	-	(0.02)	(0.01)	-	(0.03)	-
Other adjustments	-	(0.04)	(4.00)	-	(0.35)	(0.02)	(0.89)	(3.49)	-	(8.79)	-
Transfer on account of composite scheme of arrangement (refer note 32(c))	(15.46)	-	(57.22)	-	(211.02)	(12.29)	(8.87)	(6.05)	(203.95)	(514.86)	-
Disposals	-	-	(2.63)	-	(1.08)	(0.52)	(48.20)	(2.51)	(58.35)	(113.29)	-
<b>As at March 31, 2022</b>	<b>22.62</b>	<b>3,294.80</b>	<b>6,566.13</b>	<b>335.45</b>	<b>2,968.52</b>	<b>196.33</b>	<b>208.16</b>	<b>1,845.22</b>	<b>31.60</b>	<b>15,468.83</b>	<b>10,162.63</b>
Additions	-	1,909.98	2,165.73	1.36	1,210.99	19.45	86.56	385.15	17.70	5,796.92	1,010.29
Disposals	(0.01)	-	(5.22)	-	(89.33)	(8.27)	(26.96)	(56.21)	(4.08)	(190.08)	-
Exchange differences	-	-	-	-	-	0.18	0.03	0.09	-	0.30	-
<b>As at March 31, 2023</b>	<b>22.61</b>	<b>5,204.78</b>	<b>8,726.64</b>	<b>336.81</b>	<b>4,090.18</b>	<b>207.69</b>	<b>267.79</b>	<b>2,174.25</b>	<b>45.22</b>	<b>21,075.97</b>	<b>11,172.92</b>
<b>Accumulated depreciation</b>											
<b>As at April 01, 2021</b>	<b>-</b>	<b>719.82</b>	<b>1,667.15</b>	<b>80.00</b>	<b>1,667.18</b>	<b>73.29</b>	<b>117.61</b>	<b>1,019.60</b>	<b>100.83</b>	<b>5,445.48</b>	<b>-</b>
Charge for the year	-	156.53	300.64	14.15	266.49	11.86	40.21	79.53	12.31	881.72	-
Transfer on account of composite scheme of arrangement (refer note 32(c))	-	-	(14.39)	-	(103.31)	(12.04)	(7.42)	(4.25)	(66.34)	(207.75)	-
Disposals	-	-	(0.24)	-	(0.86)	(0.52)	(12.97)	(2.34)	(32.56)	(49.49)	-
Other adjustments	-	(0.01)	(0.99)	-	(0.05)	(0.01)	(0.25)	(0.73)	-	(2.04)	-
<b>As at March 31, 2022</b>	<b>-</b>	<b>876.34</b>	<b>1,952.17</b>	<b>94.15</b>	<b>1,829.45</b>	<b>72.58</b>	<b>137.18</b>	<b>1,091.81</b>	<b>14.24</b>	<b>6,067.92</b>	<b>-</b>
Charge for the year	-	211.99	318.64	13.57	296.46	8.28	32.15	124.68	4.91	1,010.68	-
Disposals	-	-	(4.59)	-	(65.74)	(5.92)	(26.52)	(32.76)	(3.74)	(139.27)	-
Exchange differences	-	-	-	-	-	0.09	0.02	0.04	-	0.15	-
<b>As at March 31, 2023</b>	<b>-</b>	<b>1,088.33</b>	<b>2,266.22</b>	<b>107.72</b>	<b>2,060.17</b>	<b>75.03</b>	<b>142.83</b>	<b>1,183.77</b>	<b>15.41</b>	<b>6,939.48</b>	<b>-</b>
<b>Net carrying amount</b>											
<b>As at March 31, 2022</b>	<b>22.62</b>	<b>2,418.46</b>	<b>4,613.96</b>	<b>241.30</b>	<b>1,139.07</b>	<b>123.75</b>	<b>70.98</b>	<b>753.41</b>	<b>17.36</b>	<b>9,400.91</b>	<b>10,162.63</b>
<b>As at March 31, 2023</b>	<b>22.61</b>	<b>4,116.45</b>	<b>6,460.42</b>	<b>229.09</b>	<b>2,030.01</b>	<b>132.66</b>	<b>124.96</b>	<b>990.48</b>	<b>29.81</b>	<b>14,136.49</b>	<b>11,172.92</b>

#### Notes:

- Buildings (including roads), runways, taxiways, aprons, bridges, culverts, bunders etc. with carrying amount of ₹ 7,925.60 crore (March 31, 2022: ₹ 6,635.32 crore) are on leasehold land.
- Exchange differences (net) of ₹ 0.15 crore (March 31, 2022: ₹ 0.03 crore) on account of translating the financial statement items of foreign entities using the exchange rate at the balance sheet date.
- The property, plant and equipment of the Group has been pledged for the borrowings taken by the Group. Also refer note 17.
- Depreciation for the year of ₹ 0.51 crore (March 31, 2022: ₹ 0.94 crore) related to certain consolidated entities in the project stage, which are included in capital work-in-progress.
- Other adjustments includes reduction of cost against reduction of liability of vendors on final settlement amounting to ₹ Nil (March 31, 2022: ₹ 8.79 crore) pertaining to construction of various capital assets and accumulated depreciation of ₹ Nil (March 31, 2022: ₹ 2.04 crore).
- Buildings include space given on operating lease having gross block : ₹ 227.25 crore (March 31, 2022 : ₹ 222.27 crore), depreciation charge for the year ₹ 9.42 crore (March 31, 2022: ₹ 7.38 crore), accumulated depreciation ₹ 88.77 crore (March 31, 2022 : ₹ 75.04 crore) and net book value ₹ 129.06 crore (March 31, 2022 : ₹ 147.23 crore).
- Also refer note 37(a) for disclosures of contractual commitments for the acquisition of property, plant and equipment.
- Also refer note 40 (i) for disclosures on ageing of capital work in progress.
- Also refer note 41(xii) for GST capitalisation.



## Notes to the consolidated financial statements for the year ended March 31, 2023

### 4. Goodwill on consolidation

(₹ in crore)	
Particulars	Amount
<b>Gross carrying amount</b>	
As at April 01, 2021	458.56
As at March 31, 2022	458.56
<b>As at March 31, 2023</b>	<b>458.56</b>
<b>Accumulated impairment</b>	
As at April 01, 2021	21.88
As at March 31, 2022	21.88
<b>As at March 31, 2023</b>	<b>21.88</b>
<b>Net carrying amount</b>	
<b>As at March 31, 2022</b>	<b>436.68</b>
<b>As at March 31, 2023</b>	<b>436.68</b>

#### Notes:

#### i) Allocation of goodwill to cash generating units (CGU):

Goodwill has been allocated to the following CGUs for impairment testing purpose with carrying amount of goodwill being significant in comparison with the entity's total carrying amount of goodwill with indefinite useful lives :

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
Goodwill relating to GAL	346.89	346.89
Goodwill relating to DIAL	57.13	57.13
Goodwill relating to DAPSL	32.66	32.66
	<b>436.68</b>	<b>436.68</b>

The recoverable amount of the above mentioned groups, for impairment testing is determined based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management covering a period ranging from 40-45 years, as based on the agreements with respective authorities.

#### ii) Key assumptions used for value in use calculations are as follows: \*#

The Group prepares its cash flow forecasts based on the most recent financial budgets approved by management with projected revenue growth rate ranges from 0% to 136% (March 31, 2022: 0% to 118%) for the forecast period. The rate used to discount the forecasted cash flows ranges from 12.00% to 13.00% (March 31, 2022: 14.50% to 15.50%) .

\* **Discount rates** - Management estimates discount rates that reflect current market assessments of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC).

# **Growth rates** - The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations on market development. The weighted average growth rates used were consistent with industry reports.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 5. Other intangible assets

(₹ in crore)

Particulars	Airport concessionaire rights	Capitalised software	Carriageways	Technical know-how	Power plant concessionaire rights	Right to cargo facility	Total	Intangible assets under development
<b>Gross carrying amount</b>								
<b>As at April 01, 2021</b>	<b>430.47</b>	<b>42.88</b>	<b>2,734.37</b>	<b>8.98</b>	<b>14.82</b>	<b>32.57</b>	<b>3,264.09</b>	<b>6.27</b>
Additions	-	13.30	-	-	-	7.25	20.55	7.28
Transfer on account of composite scheme of arrangement (refer note 32(c))	-	-	(2,734.37)	-	(14.82)	-	(2,749.19)	-
Disposals	-	(20.10)	-	-	-	-	(20.10)	-
<b>As at March 31, 2022</b>	<b>430.47</b>	<b>36.08</b>	<b>-</b>	<b>8.98</b>	<b>-</b>	<b>39.82</b>	<b>515.35</b>	<b>13.55</b>
Additions	-	6.75	-	-	-	17.48	24.23	-
Disposals/ capitalisation	-	(0.17)	-	-	-	(1.59)	(1.76)	(11.89)
<b>As at March 31, 2023</b>	<b>430.47</b>	<b>42.66</b>	<b>-</b>	<b>8.98</b>	<b>-</b>	<b>55.71</b>	<b>537.82</b>	<b>1.66</b>
<b>Accumulated amortisation</b>								
<b>As at April 01, 2021</b>	<b>61.52</b>	<b>24.07</b>	<b>469.90</b>	<b>8.98</b>	<b>7.94</b>	<b>19.20</b>	<b>591.61</b>	<b>-</b>
Charge for the year	8.21	6.64	56.02	-	0.67	1.42	72.96	-
Transfer on account of composite scheme of arrangement (refer note 32(c))	-	-	(525.92)	-	(8.61)	-	(534.53)	-
Disposals	-	(7.98)	-	-	-	-	(7.98)	-
<b>As at March 31, 2022</b>	<b>69.73</b>	<b>22.73</b>	<b>-</b>	<b>8.98</b>	<b>-</b>	<b>20.62</b>	<b>122.06</b>	<b>-</b>
Charge for the year	8.21	4.51	-	-	-	2.65	15.37	-
Disposals	-	(0.17)	-	-	-	(1.53)	(1.70)	-
<b>As at March 31, 2023</b>	<b>77.94</b>	<b>27.07</b>	<b>-</b>	<b>8.98</b>	<b>-</b>	<b>21.74</b>	<b>135.73</b>	<b>-</b>
<b>Net carrying amount</b>								
<b>As at March 31, 2022</b>	<b>360.74</b>	<b>13.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.20</b>	<b>393.29</b>	<b>13.55</b>
<b>As at March 31, 2023</b>	<b>352.53</b>	<b>15.59</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33.97</b>	<b>402.09</b>	<b>1.66</b>

Notes to the consolidated financial statements for the year ended March 31, 2023

6. Right of use assets

(₹ in crore)

Particulars	Land	Buildings (including roads)	Plant and machinery	Lease hold improvements	Office equipments (including computers)	Solar equipment	Furniture and fixtures (including electrical installations and equipments)	Vehicles and aircrafts	Total
<b>Gross carrying amount</b>									
<b>As at April 01, 2021</b>	<b>0.65</b>	<b>110.82</b>	<b>3.42</b>	<b>11.57</b>	<b>1.26</b>	-	<b>11.89</b>	<b>0.42</b>	<b>140.03</b>
Additions	-	3.92	-	-	0.05	-	-	-	3.97
Other adjustments	-	-	-	0.12	-	-	-	-	0.12
<b>As at March 31, 2022</b>	<b>0.65</b>	<b>114.74</b>	<b>3.42</b>	<b>11.69</b>	<b>1.31</b>	-	<b>11.89</b>	<b>0.42</b>	<b>144.12</b>
Additions	-	6.62	59.51	-	-	26.52	10.98	1.68	105.31
Other adjustments	-	0.07	-	1.32	-	-	-	0.04	1.43
<b>As at March 31, 2023</b>	<b>0.65</b>	<b>121.43</b>	<b>62.93</b>	<b>13.01</b>	<b>1.31</b>	<b>26.52</b>	<b>22.87</b>	<b>2.14</b>	<b>250.86</b>
<b>Accumulated amortisation</b>									
<b>As at April 01, 2021</b>	<b>0.42</b>	<b>17.22</b>	<b>3.29</b>	<b>2.43</b>	<b>1.19</b>	-	<b>7.93</b>	<b>0.14</b>	<b>32.62</b>
Charge for the year	0.13	10.79	0.13	2.19	0.04	-	3.60	0.23	17.11
Other adjustments	-	-	-	0.06	-	-	-	-	0.06
<b>As at March 31, 2022</b>	<b>0.55</b>	<b>28.01</b>	<b>3.42</b>	<b>4.68</b>	<b>1.23</b>	-	<b>11.53</b>	<b>0.37</b>	<b>49.79</b>
Charge for the year	-	9.75	4.25	2.34	0.03	0.44	1.15	0.37	18.33
Other adjustments	-	-	-	0.65	-	-	-	0.04	0.69
<b>As at March 31, 2023</b>	<b>0.55</b>	<b>37.76</b>	<b>7.67</b>	<b>7.67</b>	<b>1.26</b>	<b>0.44</b>	<b>12.68</b>	<b>0.78</b>	<b>68.81</b>
<b>Net carrying amount</b>									
<b>As at March 31, 2022</b>	<b>0.10</b>	<b>86.73</b>	-	<b>7.01</b>	<b>0.08</b>	-	<b>0.36</b>	<b>0.05</b>	<b>94.33</b>
<b>As at March 31, 2023</b>	<b>0.10</b>	<b>83.67</b>	<b>55.26</b>	<b>5.34</b>	<b>0.05</b>	<b>26.08</b>	<b>10.19</b>	<b>1.36</b>	<b>182.05</b>

Note

- Amortisation of ₹ 1.43 crore (March 31, 2022: ₹ 0.02 crore) has been charged to capital work in progress.

# Notes to the consolidated financial statements for the year ended March 31, 2023

## 7a. Interest in Joint ventures (1) Details of joint ventures :

Name of the Entity	Country of incorporation/ Place of Business	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting right held as at		Nature of Activities	Accounting Method
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022		
<b>a) Material Joint Ventures :</b>							
GMR Megawide Cebu Airport Corporation (GMCAC) <sup>3,8</sup>	Philippines	17.00%	20.40%	33.33%	40.00%	Operates the Mactan Cebu International Airport.	Equity Method
Delhi Duty Free Services Private Limited (DDFS)	India	24.97%	24.97%	66.93%	66.93%	Operates Duty free shop at Indira Gandhi International Airport, New Delhi.	Equity Method
GMR Energy Limited (GEL) and its components <sup>2,6,7</sup>	India	NA	NA	NA	NA	Owns / operates / constructs thermal, solar and hydro power plants through its subsidiaries and joint ventures.	Equity Method
Heraklion Crete International Airport S.A. (Crete) <sup>3</sup>	Greece	11.04%	11.04%	21.64%	21.64%	Develop, construct, operate and management of the New Heraklion Airport.	Equity Method
<b>b) Others :</b>							
Delhi Aviation Services Private Limited (DASPL)	India	16.32%	16.32%	50.00%	50.00%	Manages the operation of bridge mounted equipment and supply potable water at Indira Gandhi International Airport, New Delhi.	Equity Method
Delhi Aviation Fuel Facility Private Limited (DAFFPL)	India	8.49%	8.49%	26.00%	26.00%	Operates aircraft refueling facility at Indira Gandhi International Airport, New Delhi.	Equity Method
Laqshya Hyderabad Airport Media Private Limited (Laqshya)	India	15.74%	15.74%	49.00%	49.00%	Provides outdoor media services for display of advertisement at Hyderabad Airport.	Equity Method
GMR Bajoli Holi Hydropower Private Limited (GBHHP) <sup>4</sup>	India	6.57%	6.57%	20.14%	20.14%	180 MW hydro based power project	Equity Method
Limak GMR Joint Venture (Limak) <sup>3,7</sup>	Turkey	NA	NA	NA	NA	Joint venture formed for construction of ISG airport, Turkey.	Equity Method
Megawide GMR Construction JV, Inc. (MGCJV Inc.) <sup>3</sup>	Philippines	25.50%	25.50%	50.00%	50.00%	Joint venture formed for construction of Clark Airport, Philippines.	Equity Method
GIL-SIL JV <sup>7</sup>	India	NA	NA	NA	NA	Engaged in Engineering, Procurement and Construction (EPC) activities	Equity Method
Mactan Travel Retail Group Co. (MTRGC) <sup>3,8</sup>	Philippines	8.50%	12.75%	16.67%	25.00%	Develops, set-up, operates, maintains and manages the duty paid retail outlets at the Mactan Cebu International Airport.	Equity Method
SSP-Mactan Cebu Corporation (SMCC) <sup>3,8</sup>	Philippines	8.50%	12.75%	16.67%	25.00%	Develops, set-up, operates, maintains and manages the food and beverage outlets at the Mactan Cebu International Airport.	Equity Method
GlobemERCHANTS Inc. (GMI) <sup>3,8</sup>	Philippines	17.00%	NA	33.33%	NA	Operates in importing, exporting, buying, selling, distributing, marketing at wholesale all kinds of goods, wares and merchandise.	Equity Method
PT Angkasa Pura Aviasi (PT APA) <sup>3,5</sup>	Indonesia	24.99%	24.99%	49.00%	49.00%	Operates Kualanamu International Airport, Indonesia.	Equity Method
GMR Logistics Park Private Limited (GLPPL)	India	9.64%	9.64%	30.00%	30.00%	Engages in business of leasing of commercial spaces.	Equity Method

## Notes to the consolidated financial statements for the year ended March 31, 2023

### Notes:

- 1 Aggregate amount of unquoted investment in joint ventures - ₹ 1,724.52 crore (March 31, 2022 : ₹ 1,650.90 crore).
- 2 During the year ended March 31, 2019, the Group has accounted for the put option to acquire additional 17.85% stake from investors in regard to GMR Energy Limited at an agreed amount. However, the same has been considered for effective holding but not for voting rights since March 31, 2019. GEL and its components together have been referred to as 'GEL Group'. Also refer note 32(c).
- 3 The reporting dates of the joint ventures entities coincide with the Holding Company except in case of GMCAC, MTRGC, SMCC, Limak, MGCJV Inc., PT APA, GMI and Crete whose financial statements for the year ended on and as at December 31, 2022 and December 31, 2021 as applicable were considered for the purpose of consolidated financial statements of the Group as these are the entities incorporated outside India and their financials statements are prepared as per calendar year i.e. January to December.
- 4 Shareholding excludes the shares held by GEL in GBHHPL.
- 5 GANBV acquired the shares of PT Angkasa Pura Aviassi (PT APA) incorporated in Indonesia to operate Kualanamu International Airport.
- 6 GEL, its subsidiaries and joint ventures as detailed in note 2.3 have been referred to as 'GEL and its components'
- 7 Refer note 32(c) for additional details.
- 8 Refer note 41(xvii)(a) for additional details.



## Notes to the consolidated financial statements for the year ended March 31, 2023

### (2) Summarised balance sheet for material joint ventures:

Particulars	GEL and its components*		DDFS		GMCAC		Crete		Total	
	March 31, 2023	March 31, 2022	March 31, 2023.	March 31, 2022	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	March 31, 2023	March 31, 2022
<b>Current assets</b>										
Cash and cash equivalents	-	-	66.64	67.65	36.36	40.80	1,873.79	972.26	1,976.79	1,080.71
Current tax assets	-	-	-	-	-	-	0.44	-	0.44	-
Other assets	-	-	413.34	234.94	335.62	147.28	257.06	249.01	1,006.02	631.23
<b>Total current assets</b>	-	-	<b>479.98</b>	<b>302.59</b>	<b>371.98</b>	<b>188.08</b>	<b>2,131.29</b>	<b>1,221.27</b>	<b>2,983.25</b>	<b>1,711.94</b>
<b>Non current assets</b>										
Non current tax assets	-	-	2.27	2.34	-	-	-	-	2.27	2.34
Deferred tax assets	-	-	8.84	18.08	-	-	-	-	8.84	18.08
Other non current assets	-	-	333.36	397.53	5,212.19	4,892.73	1,505.10	1,143.71	7,050.65	6,433.97
<b>Total non current assets</b>	-	-	<b>344.47</b>	<b>417.95</b>	<b>5,212.19</b>	<b>4,892.73</b>	<b>1,505.10</b>	<b>1,143.71</b>	<b>7,061.76</b>	<b>6,454.39</b>
<b>Current liabilities</b>										
Financial liabilities (excluding trade payable)	-	-	34.60	51.12	187.74	-	2.36	8.37	224.70	59.49
Current tax liabilities	-	-	1.32	5.65	0.03	-	-	-	1.35	5.65
Other liabilities (including trade payable)	-	-	157.86	132.10	341.91	142.84	15.85	15.46	515.62	290.40
<b>Total current liabilities</b>	-	-	<b>193.78</b>	<b>188.87</b>	<b>529.68</b>	<b>142.84</b>	<b>18.21</b>	<b>23.83</b>	<b>741.67</b>	<b>355.54</b>
<b>Non current liabilities</b>										
Financial liabilities (excluding trade payable)	-	-	51.25	55.42	3,635.00	3,786.66	3.49	4.57	3,689.74	3,846.65
Deferred tax liabilities	-	-	-	-	144.69	116.15	2.09	0.42	146.78	116.57
Other liabilities (including trade payable)	-	-	6.91	6.16	22.79	35.51	2,076.83	1,724.96	2,106.53	1,766.63
<b>Total non current liabilities</b>	-	-	<b>58.16</b>	<b>61.58</b>	<b>3,802.48</b>	<b>3,938.32</b>	<b>2,082.41</b>	<b>1,729.95</b>	<b>5,943.05</b>	<b>5,729.85</b>
<b>Net assets</b>	-	-	<b>572.51</b>	<b>470.09</b>	<b>1,252.01</b>	<b>999.65</b>	<b>1,535.77</b>	<b>611.20</b>	<b>3,360.29</b>	<b>2,080.94</b>

\* Refer note 7a(1)(2)

Notes to the consolidated financial statements for the year ended March 31, 2023

(3) Reconciliation of carrying amounts of material joint ventures

(₹ in crore)

Particulars	GEL and its components*		DDFS		GMCAC		Crete		Total	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	March 31, 2023	March 31, 2022
Opening net assets	-	278.35	470.09	329.67	999.65	1,241.23	611.20	650.89	2,080.94	2,500.14
Profit / (loss) for the period/year	-	(404.64)	266.76	188.34	(227.73)	(194.75)	3.10	(10.93)	42.13	(421.98)
Other Comprehensive income	-	(5.98)	(0.34)	0.08	0.60	0.93	0.03	-	0.29	(4.97)
Dividends paid	-	-	(164.00)	(48.00)	-	-	-	-	(164.00)	(48.00)
Foreign currency translation reserve	-	-	-	-	(75.06)	(47.76)	28.63	(28.76)	(46.43)	(76.52)
Additional share issued	-	-	-	-	558.22	-	892.81	-	1,451.03	-
Other adjustments	-	94.35	-	-	(3.67)	-	-	-	(3.67)	94.35
<b>Closing net assets</b>	-	<b>(37.92)</b>	<b>572.51</b>	<b>470.09</b>	<b>1,252.01</b>	<b>999.65</b>	<b>1,535.77</b>	<b>611.20</b>	<b>3,360.29</b>	<b>2,043.02</b>
Proportion of the Group's ownership**	-	69.58%	66.93%	66.93%	33.33%	40.00%	21.64%	21.64%	1,132.81	820.38
Group's share	-	(26.37)	383.18	314.63	417.29	399.86	332.34	132.26	1,132.81	820.38
<b>Adjustments to the equity values</b>										
a) Fair valuation of investments	-	2,862.53	-	-	-	-	-	-	-	2,862.53
b) Goodwill	-	-	80.03	80.03	-	-	-	-	80.03	80.03
c) Additional impairment charge (refer note 7b(13)(viii))	-	(2,216.13)	-	-	-	-	-	-	-	(2,216.13)
d) Acquisition of 17.85% stake	-	400.25	-	-	-	-	-	-	-	400.25
e) Additional investments	-	-	-	-	-	-	-	341.24	-	341.24
f) Other adjustments	-	(32.01)	-	-	-	-	265.35	96.00	265.35	63.99
g) Transfer on account of composite scheme of arrangement (refer note 32(c))	-	(988.27)	-	-	-	-	-	-	-	(988.27)
<b>Carrying amount of the investment</b>	-	-	<b>463.21</b>	<b>394.66</b>	<b>417.29</b>	<b>399.86</b>	<b>597.69</b>	<b>569.50</b>	<b>1,478.19</b>	<b>1,364.02</b>

\* Refer note 7a(1)(2)

## Notes to the consolidated financial statements for the year ended March 31, 2023

### (4) Summarised statement of profit and loss for material joint ventures

(₹ in crore)

Particulars	GEL and its components*		DDFS		GMCAC		Crete		Total	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	March 31, 2023	March 31, 2022
Revenue from operations	-	1,577.41	1,541.83	645.95	246.30	86.26	396.65	305.88	2,184.78	2,615.50
Interest income	-	115.71	27.30	21.09	0.87	0.92	0.17	0.07	28.34	137.79
Depreciation and amortisation expenses	-	213.16	58.18	56.99	36.86	6.78	1.30	1.32	96.34	278.25
Finance Cost	-	584.83	7.36	10.85	191.88	158.75	0.18	0.18	199.42	754.62
Other expenses (net of other income)	-	1,111.03	1,214.10	532.87	219.80	104.85	390.70	313.96	1,824.60	2,062.71
Tax expenses / (income)	-	(19.52)	101.70	58.42	26.36	11.55	1.54	1.42	129.60	51.87
Exceptional item	-	(208.33)	78.97	180.43	-	-	-	-	78.97	(27.90)
Profit / (loss) for the year	-	(404.71)	266.76	188.34	(227.73)	(194.75)	3.10	(10.93)	42.13	(422.05)
Less : Non controlling interest	-	(0.07)	-	-	-	-	-	-	-	(0.07)
Profit / (loss) for the year attributable to parent	-	(404.64)	266.76	188.34	(227.73)	(194.75)	3.10	(10.93)	42.13	(421.98)
Other comprehensive income/(loss)	-	(5.98)	(0.34)	0.08	0.60	0.93	0.03	-	0.29	(4.97)
Less : Non controlling interest	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) attributable to parent	-	(5.98)	(0.34)	0.08	0.60	0.93	0.03	-	0.29	(4.97)
Total comprehensive income/(loss) to parent	-	(410.62)	266.42	188.42	(227.13)	(193.82)	3.13	(10.93)	42.42	(426.95)
Other Adjustments	-	-	-	-	3.36	-	-	-	3.36	-
Total comprehensive income/(loss) to parent after other adjustments	-	(410.62)	266.42	188.42	(223.77)	(193.82)	3.13	(10.93)	45.78	(426.95)
Group share of profit / (loss) for the year	-	(285.71)	178.31	126.11	(89.51)	(77.53)	0.68	(2.36)	89.48	(239.49)
Dividend received by Group from joint ventures	-	-	109.77	32.13	-	-	-	-	109.77	32.13

\* Refer note 7a(1)(2)



## Notes to the consolidated financial statements for the year ended March 31, 2023

### 5. Financial information in respect of other joint ventures

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Aggregate carrying amount of investments in individually immaterial joint ventures	246.33	286.88
Aggregate amount of Group's share of :		
- Loss for the year from continuing operations	(45.35)	(1.26)
- Other comprehensive income for the year	(0.01)	(0.03)
<b>Total comprehensive income for the year</b>	<b>(45.36)</b>	<b>(1.29)</b>

### 6. Contingent liabilities in respect of joint ventures (Group's share)

#### a) Contingent liabilities (Group's share)

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Bank guarantees outstanding / Letter of credit outstanding	6.66	6.66
Claims against the Group not acknowledged as debts	169.19	100.63
Matters relating to income tax under dispute	0.78	1.06
<b>Total</b>	<b>176.63</b>	<b>108.35</b>

#### b) Notes

- i) The management of the Group believes that the ultimate outcome of the above matters will not have any material adverse effect on the Group's consolidated financial position and result of operations.
- ii) Refer note 45(b) with regard to corporate guarantee provided by the Group on behalf of joint ventures.
- iii) DDFS had filed three refund applications (for three quarters) dated January 31, 2018, under section 11(B) of Central Excise Act, 1944 seeking refund of ₹ 40.62 crore being the service tax and cess paid on license fees, marketing fees, airport services charges and utility charges during the period October 2016 to June 2017 for services rendered to DDFS at the duty free shops at T-3, IGI Airport, Delhi. Such refund claims were filed in pursuance of the decision of the CESTAT Mumbai in Commissioner of Service Tax - VII, Mumbai vs. Flemingo Duty Free Pvt Ltd 2018 (8) GSTL 181 (Tri. Mumbai) (Flemingo) wherein it was held that service tax on license fee was not payable since services were provided outside taxable territory of India.

In respect of the said refund applications, DDFS received a Show Cause Notice (SCN) dated August 24, 2018 that refund claims for the period October 2016 to January 2017 were barred by limitation and refund cannot be processed. Vide order dated September 06, 2018, the Assistant Commissioner, CGST held that only the period of October 2016 to December 2016 is barred by limitation and denied refund of ₹ 12.78 crore. The amount of ₹ 27.84 crore for the period January 2017 to June 2017 was allowed in favor

of DDFS and subsequently, refunded to DDFS, which was recognized as income in Statement of consolidated profit and loss during the year ended March 31, 2019 when this refund was received. The Department filed an appeal against the aforesaid Order dated September 06, 2018 before Commissioner (Appeals) to the extent of refund of ₹ 27.84 crore held to be payable to DDFS. The said appeal of the Department was rejected by the Commissioner (Appeals) vide Order dated May 18, 2020. Subsequently, on August 04, 2020, the Department filed an appeal before the CESTAT, New Delhi against the order of Commissioner (Appeal) dated May 18, 2020.

As against denial of refund of ₹ 12.78 crore, DDFS filed an appeal before the Commissioner (Appeals) who rejected the appeal on May 10, 2019 and upheld the Order dated September 06, 2018. DDFS filed an appeal before the CESTAT, New Delhi who allowed the DDFS appeal vide its Order dated August 14, 2019 and held that since service tax was not payable on license fees and other input services at the airport, the limitation prescribed under Section 11B of the Central Excise Act, 1944 has no application. Accordingly, refund of ₹ 12.78 crore was allowed in favor of DDFS. The Department filed an appeal along with application for stay against the CESTAT Order dated August 14, 2019 before the Honorable High Court of Delhi in March 2020. The Honorable High Court of Delhi in the hearing dated May 06, 2022 observed that service tax was not leviable in (duty free) area, this position has been settled at the Tribunal level in the matter concerning Commissioner of Service Tax-VII, Mumbai v/s M/s Flemingo Duty Free

## Notes to the consolidated financial statements for the year ended March 31, 2023

Shop Pvt. Ltd 2018 (8) GSTL 181 (Tri-Mumbai) and mentioned that they would prefer to wait for the decision of Hon'ble Supreme Court in Department's challenge to Flemingo's Order. Further, in the hearing dated April 17, 2023 the counsel of the Department mentioned that an Additional Solicitor General (ASG) will appear in this matter on behalf of the Department and the High court listed the matter for July 26, 2023.

DDFS had also filed application dated December 31, 2018 with the Department for the period April 2010 to September 2016 seeking refund of service tax and cess amounting to ₹ 182.13 crore, paid on the input services (concession fee, marketing fee, airport service charges and utility charges) rendered to DDFS at the duty-free shops at T-3, IGI Airport, Delhi. The Assistant Commissioner issued the Order dated June 26, 2019 rejecting the refund claim filed by DDFS on the ground that the Duty-free shops are in non-taxable territory. Subsequently, DDFS filed an appeal on August 07, 2019 against the Assistant Commissioner's Order before Commissioner (Appeals) and received a favorable Order dated May 26, 2020 allowing the refund of ₹ 182.13 crore. DDFS requested the Asst. Commissioner to process the refund based on the said Order passed by the Commissioner (Appeals). The Assistant Commissioner issued a SCN dated August 04, 2020 asking DDFS to explain that the refund claim is not hit by the bar of unjust enrichment as incidence of duty appears to be passed by DDFS to their customers at the time of sale of goods. Subsequently, on August 04, 2020, the Department filed an appeal before the CESTAT, New Delhi against the Order of Commissioner (Appeals) dated May 26, 2020. DDFS filed a reply before the CESTAT on December 24, 2020 against the department's appeal dated August 04, 2020.

In the meanwhile, the Assistant Commissioner issued two separate Orders dated December 10, 2020 on the respective SCNs and rejected the refund of service tax of ₹ 182.13 crore and ₹ 12.78 crore. DDFS filed a rectification / recall request under Section 74 of the Finance Act, 1994 dated December 23, 2020 against both the rejection Orders before the Principal Commissioner and the Assistant

Commissioner. Subsequently, on February 15, 2021, DDFS also filed an Appeal against both the rejection Orders passed by the Assistant Commissioner before the Commissioner (Appeals). DDFS received Order-in-Appeal from the Commissioner Appeals dated September 24, 2021 for refund of ₹ 182.13 crore and ₹ 12.78 crore, upholding the Order-in-Original passed by the Assistant Commissioner, both dated December 10, 2020. DDFS had filed appeals against both the Orders of Commissioner Appeals before CESTAT on November 03, 2021.

At DDFS request, all the above matters before CESTAT were clubbed together. DDFS received favourable order for all the above four matters from CESTAT on February 28, 2023. DDFS basis inputs from its legal counsel has assessed that there are high chances that the aforesaid favorable order from CESTAT will be challenged by the Department before the Honorable High Court/Supreme Court, considering a similar appeal involving Company for ₹ 12.78 crore is already pending at High Court level. Accordingly, the management in line with previous periods, considering the status of matters as referred above, legal opinion and taking into consideration the inherent uncertainty in predicting the final outcome in the above litigations involving refunds, which is sub-judice, has assessed the refund of ₹ 27.84 crore (as at March 31, 2022: ₹ 27.84 crore) received in the quarter ended September 30, 2018 as contingent liability, in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets' as at March 31, 2023.

- iv) State of Himachal Pradesh has filed claim against GBHHPL in District court of Himachal Pradesh seeking 1% additional free power from GBHHPL based on New Hydro Power Policy, 2008. Currently 1% of free power has been deferred for 12 year.
- v) In case of GBHHPL, special leave petition have been filed with Hon'ble Supreme Court challenging the grant of environmental clearance and approval granted for diversion of forest land for shifting of project site from right to left bank of river Ravi. The special leave petition yet to be admitted.

Notes to the consolidated financial statements for the year ended March 31, 2023

7b. Interest in associates  
(1) Details of associates:

Name of the Entity	Country of incorporation/ Place of Business	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting right held as at		Nature of Activities	Accounting Method
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022		
<b>a) Material associates :</b>							
GMR Rajahmundry Energy Limited (GREL) <sup>3</sup>	India	NA	NA	NA	NA	Owms and operates 768 MW combined cycle gas based power plant at Rajahmundry, Andhra Pradesh.	Equity Method
PT Golden Energy Mines TBK (PTGEMS) and its components <sup>3,4,5,6</sup>	Indonesia	NA	NA	NA	NA	Coal mining and trading operations in Indonesia .	Equity Method
TIM Delhi Airport Advertising Private Limited (TIMDAA)	India	16.29%	16.29%	49.90%	49.90%	Provides advertisement services at Indira Gandhi International Airport, New Delhi.	Equity Method
Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	India	8.49%	8.49%	26.00%	26.00%	Provides Cargo services at Indira Gandhi International Airport, New Delhi.	Equity Method
<b>b) Others :</b>							
Travel Food Services (Delhi Terminal 3) Private Limited (TFS)	India	13.06%	13.06%	40.00%	40.00%	Provides food and beverages services at Indira Gandhi International Airport, New Delhi.	Equity Method
DIGI Yatra Foundation (Digi)	India	9.59%	12.00%	28.00%	37.00%	A central platform for identity management of passengers as Joint Venture of private airport operators and Airport Authority of India.	Equity Method

**Notes:**

- Aggregate amount of unquoted investment in associates - ₹ 117.00 crore (March 31, 2022 : ₹ 123.01 crore).
- Aggregate amount of quoted investment in associates - ₹ Nil (March 31, 2022 : ₹ Nil).
- Refer note 32(c) for additional details.
- PTGEMS, its subsidiaries and joint ventures as detailed in note 2.3 have been referred to as 'PTGEMS and its components'.
- The reporting dates of the associates entities coincide with the Holding Company except in case of PT Golden Energy Mines Tbk (PTGEMS) and its components whose financial statements for the year ended on and as at December 31, 2021 as applicable were considered for the purpose of consolidated financial statements of the Group as these are the entities incorporated outside India and their financial statements are prepared as per calendar year i.e., January to December.
- During the previous year Holding Company has re-evaluated the control assessment of PTGEMS which was earlier classified as joint venture in previous periods. Based on the Master Concession agreement between PT Dian Swastatika Sentosa TBK (now Golden Energy and Resources Limited) and GMR Coal Resources Private Limited (GCRPL), a step down subsidiary of the Holding Company, dated August 2011 both the parties assessed joint control over PT Golden Energy Mines TBK (PT GEMS) considering GCRPL has substantive rights jointly on various policy and operating decision related matters but the same in substance are protective in nature. GCRPL can exercise only significant influence over the operating and policy decision as per Master Concession agreement. Accordingly, PT GEMS investments has been classified as associate from joint venture retrospectively in the consolidated financial statements of the Holding Company. Such reclassification does not have any financial impact in the consolidated financial statements of the Group for the year ended March 31, 2022.

# Notes to the consolidated financial statements for the year ended March 31, 2023



## Interest in associates

### (2) Summarised balance sheet of material associates

(₹ in crore)

Particulars	GREL		PTGEMS		TIMDAA		CDCTM		Total	
	March 31, 2023	March 31, 2022	December 31, 2022	December 31, 2021	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Current assets</b>										
Cash and cash equivalents	-	-	-	-	7.22	1.48	152.82	60.47	160.04	61.95
Other assets	-	-	-	-	111.84	78.24	167.08	173.53	278.92	251.77
<b>Total current assets</b>	-	-	-	-	<b>119.06</b>	<b>79.72</b>	<b>319.90</b>	<b>234.00</b>	<b>438.96</b>	<b>313.72</b>
<b>Non current assets</b>										
Non current tax assets	-	-	-	-	8.78	9.32	3.21	3.68	11.99	13.00
Deferred tax assets	-	-	-	-	5.82	5.48	32.32	28.35	38.14	33.83
Other non current assets	-	-	-	-	40.18	45.17	273.32	284.11	313.50	329.28
<b>Total non current assets</b>	-	-	-	-	<b>54.78</b>	<b>59.97</b>	<b>308.85</b>	<b>316.14</b>	<b>363.63</b>	<b>376.11</b>
<b>Current liabilities</b>										
Financial liabilities (excluding trade payable)	-	-	-	-	0.07	3.96	25.68	32.44	25.75	36.40
Current tax liabilities	-	-	-	-	-	-	54.87	22.21	54.87	22.21
Other liabilities (including trade payable)	-	-	-	-	69.62	54.21	191.03	75.23	260.65	129.44
<b>Total current liabilities</b>	-	-	-	-	<b>69.69</b>	<b>58.17</b>	<b>271.58</b>	<b>129.88</b>	<b>341.27</b>	<b>188.05</b>
<b>Non current liabilities</b>										
Financial liabilities (excluding trade payable)	-	-	-	-	0.22	-	42.74	38.97	42.96	38.97
Other liabilities (including trade payable)	-	-	-	-	1.50	1.70	102.84	86.31	104.34	88.01
<b>Total non current liabilities</b>	-	-	-	-	<b>1.72</b>	<b>1.70</b>	<b>145.58</b>	<b>125.28</b>	<b>147.30</b>	<b>126.98</b>
<b>Net assets</b>	-	-	-	-	<b>102.43</b>	<b>79.82</b>	<b>211.59</b>	<b>294.98</b>	<b>314.02</b>	<b>374.80</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

## (3) Reconciliation of carrying amounts of material associates

(₹ in crore)

Particulars	GREL		PTGEMS		TIMDAA		CDCTM		Total	
	March 31, 2023	March 31, 2022	December 31, 2022	December 31, 2021	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Opening net assets	-	(820.96)	-	2,532.10	79.82	78.03	294.98	288.85	374.80	2,078.02
Profit/(Loss) for the year	-	(176.63)	-	1,445.98	22.50	2.20	84.72	95.56	107.22	1,367.11
Other Comprehensive income	-	0.01	-	0.47	0.11	(0.41)	(0.11)	0.17	-	0.24
Dividends paid	-	-	-	(1,545.13)	-	-	(168.00)	(89.60)	(168.00)	(1,634.73)
Foreign currency translation difference account	-	-	-	39.32	-	-	-	-	-	39.32
<b>Closing net assets</b>	-	<b>(997.58)</b>	-	<b>2,472.74</b>	<b>102.43</b>	<b>79.82</b>	<b>211.59</b>	<b>294.98</b>	<b>314.02</b>	<b>1,849.96</b>
Proportion of the group's ownership	-	45.00%	-	30.00%	49.90%	49.90%	26.00%	26.00%	-	-
Group's share	-	(448.91)	-	741.82	51.11	39.83	55.01	76.69	106.12	409.43
<b>Adjustments to the equity values</b>										
a) Goodwill	-	-	-	2,962.52	-	-	-	-	-	2,962.52
b) Additional impairment charge	-	(425.04)	-	-	-	-	-	-	-	(425.04)
c) Loans adjusted against provision for loss in associates*	-	371.61	-	-	-	-	-	-	-	371.61
d) Transfer on account of composite scheme of arrangement (refer note 32(c))	-	502.34	-	(3,704.34)	-	-	-	-	-	(3,202.00)
<b>Carrying amount of the investment</b>	-	-	-	-	<b>51.11</b>	<b>39.83</b>	<b>55.01</b>	<b>76.69</b>	<b>106.12</b>	<b>116.52</b>

\* The Group has recognised the liability to the extent of its constructive obligation in GREL.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### (4) Summarised Statement of Profit & Loss for material associates

(₹ in crore)

Particulars	GREL		PTGEMS		TIMDAA		CDCTM		Total	
	March 31, 2023	March 31, 2022	December 31, 2022	December 31, 2021	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Revenue from operations	-	-	-	7,781.90	300.79	177.16	568.75	569.63	869.54	8,528.69
Interest income	-	0.04	-	20.19	1.96	1.96	21.72	17.58	23.68	39.77
Depreciation and amortisation expenses	-	82.08	-	48.69	6.26	7.64	19.27	18.05	25.53	156.46
Finance Cost	-	88.64	-	44.33	0.60	0.52	9.09	9.08	9.69	142.57
Other expenses (net of other income)	-	5.34	-	5,767.40	265.82	167.79	448.22	431.77	714.04	6,372.30
Tax expenses / (income)	-	0.61	-	471.12	7.57	0.97	29.17	32.75	36.74	505.45
Profit / (loss) for the year	-	(176.63)	-	1,470.55	22.50	2.20	84.72	95.56	107.22	1,391.68
Less : Non-controlling interest	-	-	-	24.57	-	-	-	-	-	24.57
Profit / (loss) for the year attributable to parent	-	(176.63)	-	1,445.98	22.50	2.20	84.72	95.56	107.22	1,367.11
Other comprehensive income	-	0.01	-	(4.02)	0.11	(0.41)	(0.11)	0.17	-	(4.25)
Less : Non-controlling interest	-	-	-	(4.49)	-	-	-	-	-	(4.49)
Other comprehensive income attributable to parent	-	0.01	-	0.47	0.11	(0.41)	(0.11)	0.17	-	0.24
Total comprehensive income	-	(176.62)	-	1,446.45	22.61	1.79	84.61	95.73	107.22	1,367.35
Group share of profit / (loss) for the year	-	(79.48)	-	433.94	11.28	0.89	22.00	24.89	33.28	380.24
Dividend received by group from associates	-	-	-	463.54	-	-	43.68	23.30	43.68	486.84

Notes to the consolidated financial statements for the year ended March 31, 2023

(5) Financial information in respect of other associates

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Aggregate carrying amount of investments in individually immaterial associates	10.88	6.49
Aggregate amount of group's share of :		
- Profit for the year from continuing operations	8.58	0.23
- Other comprehensive income for the year	(0.01)	(0.01)
<b>Total comprehensive income for the year</b>	<b>8.57</b>	<b>0.22</b>

(6) Carrying amount of investments accounted for using equity method

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Aggregate amount of individually material joint ventures (refer note 7(a))	1,478.19	1,364.02
Aggregate amount of individually material associates (refer note 7(b))	106.12	116.52
Aggregate amount of individually immaterial joint ventures (refer note 7(a))	246.33	286.88
Aggregate amount of individually immaterial associates (refer note 7(b))	10.88	6.49
<b>Total</b>	<b>1,841.52</b>	<b>1,773.91</b>

(7) Share of Profit/(loss) of investments accounted for using equity method

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>From continuing operations</b>		
Material joint ventures	89.48	46.22
Material associates	33.28	25.78
Other joint ventures	(45.36)	(1.53)
Other associates	8.57	0.22
<b>From discontinued operations</b>		
Material joint ventures	-	(285.71)
Material associates	-	354.46
Other joint ventures	-	0.24
<b>Total</b>	<b>85.97</b>	<b>139.68</b>

(8) Exceptional items

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Material joint venture and associates(refer note 41(xvii)(a))	339.25	(64.00)
<b>Total</b>	<b>339.25</b>	<b>(64.00)</b>

(9) Contingent liabilities in respect of associates (Group's share)

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Claims against the Group not acknowledged as debts	0.66	0.54
Bank guarantees outstanding / Letter of credit outstanding	0.31	-
Matters relating to income tax under dispute	4.12	4.12
Matters relating to indirect taxes duty under dispute	0.02	0.02
<b>Total</b>	<b>5.11</b>	<b>4.68</b>

Notes:

i) Refer Note 45(b) with regard to corporate guarantee provided by the Group on behalf of associates.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### (10) Capital Commitments in respect of joint ventures and associates

#### a) Capital commitments in respect of joint ventures

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Estimated value of contracts remaining to be executed on capital account, not provided for (net of advances)	613.92	704.18

#### b) Capital commitments in respect of associates

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Estimated value of contracts remaining to be executed on capital account, not provided for (net of advances)	1.77	0.83

### (11) Other Commitments of / towards joint ventures and associates

- i) In respect of Group's investments in certain jointly controlled entities, other joint venture partners have the first right of refusal in case any of the joint venture partners intend to sell its stake subject to other terms and conditions of respective joint venture agreements.
- ii) In respect of Group's investments in jointly controlled entities, the Group cannot transfer / dispose its holding for a period as specified in the respective joint venture agreements.
- iii) Shares of the certain joint ventures have been pledged as security towards loan facilities sanctioned to the Group. Refer Note 17.

### (12) Trade receivables in respect of joint ventures and associates

- i) GWEL has a PPA with Maharashtra State Electricity Distribution Company Limited ('MSEDCL') for sale of power for an aggregate contracted capacity of 200 MW. 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 Appellate Tribunal for Electricity ('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 December 31, 2021, GWEL has raised claim of ₹ 616.33 crore towards reimbursement of transmission charges from March 17, 2014 till December 31, 2021. MSEDCL preferred an appeal with Hon'ble Supreme Court of India and the matter is pending conclusion. Pursuant to notification No. L-1/250/2019/CERC, the transmission charges is being directly billed to the respective customers (DISCOMS) by Power Grid Corporation of India Limited and accordingly GWEL has not received transmission charges related invoices for the period December'2020 to December' 2021. Though there is a change in the invoicing mechanism, the final obligation towards the transmission charges will be decided based on the order of the Hon'ble Supreme Court of India as stated above.

In view of the favourable Order from APTEL, rejection of stay petition of MSEDCL by the Hon'ble Supreme Court of India, receipt of substantial amounts towards reimbursement of transmission charges and legal expert advice, GWEL has recognized the reimbursement of transmission charges of ₹ 616.33 crore from March 17, 2014 to December 31, 2021 (including ₹ 4.75 crore for the period ended December 31, 2021) as reduction in the cost of transmission in the Statement of profit and loss. Further the cost of transmission charges as stated with effect from December 2020 is directly invoiced by Power Grid Corporation of India Limited to DISCOMS and has been disclosed as contingent liability pending the final outcome of the matter in the Hon'ble Supreme Court of India.

### (13) Others

- i) DDFS had filed GST refund applications aggregating to ₹ 259.40 crore pertaining to the period July 01, 2017 to March 31, 2021. Till April 30, 2022, DDFS had been granted and received GST refunds aggregating to ₹ 180.43 crore which had been accounted for and presented as 'Exceptional Income' in the consolidated financial



**Notes to the consolidated financial statements for the year ended March 31, 2023**

statements for the year ended March 31, 2022. During the year ended March 31, 2023, GST refunds aggregating to ₹ 16.82 crore, pertaining to month of July 2019 and period January 2021 to March 2021, have been received, that have been accounted for and presented as 'exceptional income' in these consolidated Financial Statements. While refund claims of similar nature pertaining to earlier periods were accepted and processed by the authorities during financial year ended March 31, 2022, the management had assessed the pending claims aggregating to ₹ 16.82 crore, to be in the nature of contingent assets as at March 31, 2022, that should be accounted for as income, only on receipt of refund amount from the authorities. For balance GST refund claims aggregating to ₹ 62.15 crore pertaining to the period July 2017 to October 2018 and July 2019, the department had previously denied the refund claims citing that there was no mechanism or provision to process the revised claims and procedural lapses for filing the refund claims. DDFS has received the favorable orders from the Special Commissioner (Trade & Taxes Department) and received the refunds aggregating to ₹ 62.15 crore which have been accounted for in the financial statements.

- ii) DDFS had received a Demand cum Show Cause Notice dated April 21, 2022, based on special audit under Section 72A of Finance Act, 1994 for the second half of financial year 2016- 17 and period April 01, 2017 till June 30, 2017 conducted during quarter ended March 31, 2022, wherein the Commissioner of Central Tax and CGST, Delhi ("Department") had sought to recover service tax dues along with interest and penalty aggregating to ₹ 40.16 crore pertaining to the said period related to input tax credit and other matters. DDFS, through its legal counsel had filed

a writ petition before the Honorable High Court of Delhi on April 26, 2022, challenging the initiation of special audit and consequential Demand cum Show Cause Notice mentioned above, citing that the due procedures had not been followed by the Department and no opportunity of being heard was given to DDFS. The final hearing happened on March 03, 2023, Honorable High Court has quashed the SCN and the demand. As per the High Court's Order, the department is at liberty to issue a fresh notice and must consider the explanation of the petitioner in respect of the observations made in the special audit report before taking any further step. DDFS has received a letter from the Department asking to submit the replies to draft audit report dated April 05, 2022. DDFS submitted its reply on March 20, 2023. Based on inputs from its tax expert, the management believes that the likelihood of any liability (in relation to service tax dues, interest and penalty) devolving on DDFS is not probable and thus, no adjustment is considered necessary in these consolidated financial statements at this stage.

- iii) Fuel Infrastructure Charges (FIC)/ revenue rate for the company) is determined by the Airport Economic regulatory Authority of India (AERA) for a period of five years called control period. AERA has determined Fuel Infrastructure Charges for the third control period (FY 2021-22 to FY 2025-26) vide their order dated October 07, 2021. During the rate determination process of third control period, AERA has factored True-up value (over recovery) of second control period amounting to ₹ 144.55 crore as per their prevailing guidelines. Hence, the new FIC rate for third control period (FY 2021-22 to FY 2025-26) fixed by AERA are as follows:

Period	April-Oct' 21	Nov-Mar' 22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
FIC Rate as determined by AERA (Rs/KL)	609	548	469	402	344	293

- iv) In view of lower supplies / availability of natural gas to the power generating companies in India, GMR Vemagiri Power Generation Limited ('GVPGL'), a subsidiary of GEL and GEL 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 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 Re-gasified Liquefied Natural Gas ('RLNG') as natural gas. This entity has ceased operations and has been incurring losses including cash losses on

account of the aforesaid shortage of natural gas supply.

During the year ended March 31, 2018, pursuant to the appeal filed by Andhra Pradesh Discoms ('APDISCOMS'), the Hon'ble Supreme Court held that RLNG is not natural gas and accordingly GVPGL cannot be entitled for capacity charges based on availability declaration for generation of power on the basis of RLNG. GVPGL had also filed petition claiming losses of ₹ 447.00 crore pertaining to capacity charges pertaining to period 2006 to 2008 before Andhra Pradesh Electricity Regulatory Commission ('APERC'). Over the years, the case was heard for deciding the jurisdiction to adjudicate the proceedings. During the year ended

## Notes to the consolidated financial statements for the year ended March 31, 2023

March 31, 2019, the Hon'ble High Court of Andhra Pradesh passed its Judgment and held that the Central Electricity Regulatory Commission ('CERC') has the jurisdiction to adjudicate the aforesaid claims of GVPGL. Further, during the year ended March 31, 2020, the Andhra Pradesh DISCOMs (APDISCOMs) appealed against, the aforesaid judgement before the Hon'ble Supreme Court. The Supreme Court vide its order dated February 4, 2020 dismissed the aforesaid petition of the DISCOMs and held that CERC will have jurisdiction to adjudicate the disputes in the present case and directed CERC to dispose off the petition filed before it within six months. The matter is pending to be heard before the CERC as at December 31, 2021.

Additionally, during the year ended March 31, 2020, in case of GVPGL's litigation with APDISCOMs, wherein APDISCOMs refused to accept declaration of capacity availability on the basis of deep water gas citing that natural gas for the purpose of PPA does not include Deep Water Gas and consequent refusal to schedule power from GVGPL and pay applicable tariff including capacity charges, CERC has passed order dated January 28, 2020, declaring that natural gas for the purpose of PPA includes Deep Water Gas. Accordingly, GVGPL is entitled to claim capacity charges from APDISCOMs from October 2016 based on availability declaration for generation of power on the basis of deep water gas, along with late payment surcharge.

GVGPL has calculated a claim amount of ₹ 741.31 crore for the period from November 2016 till February 2020. GVPGL has not received any of the aforesaid claims and is confident of recovery of such claims in the future based on CERC order.

Further, the management of GPUIL 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 GPUIL carried out a valuation assessment of GVPGL during the period ended December 31, 2021 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 and current period from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The management of GPUIL 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. Based on the aforementioned reasons, claims for capacity charges and business plans, the management is of the view that the carrying value of the investment in GVPGL by GEL till December 31, 2021 is appropriate. However pursuant to the scheme of arrangement, investment in GEL has been transferred to GPUIL. For further details refer note 32(c).

- v) 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 GBHPL 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 December 31, 2021, the management of the Group is of the view that the carrying value of the investments in GBHPL by GEL till December 31, 2021 is appropriate. However pursuant to the scheme of arrangement, investment in GEL has been transferred to GPUIL. For further details refer note 32(c).
- vi) GMR Warora Energy Limited ('GWEL'), a subsidiary of GEL, 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 ₹ 763.23 crore as at December 31, 2021, which has resulted in substantial erosion of GWEL's net worth and its current

## Notes to the consolidated financial statements for the year ended March 31, 2023

liabilities exceed current assets. There have been delays in receipt of the receivables from customers which has resulted in delays of repayment of dues to the lenders 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 ₹ 756.20 crore and the payment from the customers against the claims including interest on such claims which are substantially pending receipt. Based on certain favorable interim regulatory orders, the management is confident of a favorable outcome towards the outstanding receivables.

Further, GWEL received notices from one of its customer disputing payment of capacity charges of ₹ 132.01 crore for the period March 23, 2020 to September 30, 2020 as the customer had not availed power during the said period sighting force majeure on account of COVID 19 pandemic. GWEL responded and clarified that the said situation is not covered under force majeure clause in view of the clarification by the Ministry of Power stating that Discoms will have to comply with the obligation to pay fixed capacity charges as per PPA. The customer is of the view that the aforesaid clarification by the Ministry of Power cannot override the terms of the PPA and continue to dispute the payment thereof. Accordingly, during the period ended March 31, 2021, GWEL filed petition with Central Electricity Regulatory Commission ('CERC') for settlement of the dispute. The management based on its internal assessment and petition filed with CERC, is of the view that the aforesaid capacity charges are fully recoverable. Further, in view of the ongoing COVID-19 pandemic and expiry of the PPA with one of the customer availing 200 MW of power in September 2020 and a consequent cancellation of the fuel supply agreement, there could be impact on the future business operations, financial position and future cash flows of GWEL. Further, GWEL basis the requisite approval of the lenders, has invoked resolution process as per Resolution Framework for COVID-19 related stress prescribed by RBI on December 30, 2020 in respect of all the facilities (including fund based, non-fund based and investment in non-convertible debentures) availed by GWEL as on the invocation date. In this regard, all the lenders of GWEL have entered into an Inter Creditors Agreement ('ICA') on January 21, 2021 and a Resolution Plan was to be implemented within 180 days from the invocation date in accordance

with the framework issued by RBI. Considering that the proposed resolution plan did not meet certain minimum rating criteria under Resolution Framework for COVID-19 related stress, the said resolution process was failed. Further most of the borrowing facilities of GWEL have become Special Mention Account-2/Non Performing Assets, accordingly resolution process under Prudential Framework for Resolution of Stressed Assets, as prescribed by the RBI on June 07, 2019 has been invoked on June 29, 2021 by default. ICA has been executed on July 27, 2021 by majority of lenders with 180 days timeline for resolution plan implementation. The initial timeline for implementation of Resolution plan expires on January 24, 2022. The management of GWEL confirms that such expiry of timelines will result in applicability of provisions pertaining to 'Delayed Implementation of the resolution plan' as per prudential framework for resolution of stressed asset, as prescribed by RBI on June 7, 2019 and further confirms that lender are in advance stage of implementation of resolution plan subsequent to report date.

Accordingly, 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 period ended December 31, 2021, considering key assumptions such as capacity utilization of plant in future years based on current levels of utilization including merchant sales and sales through other long term PPA's and management's plan for entering into a new long-term PPA to replace the PPA earlier entered with one of its customers which has expired in June 2020 and the pending outcome of the Prudential Framework for resolution of stressed assets with the lenders of GWEL, the management of the Group is of the view that the carrying value of the net assets in GWEL by GEL till December 31, 2021 is appropriate. However pursuant to the scheme of arrangement, investment in GEL has been transferred to GPUIL. For further details refer note 32(c).

- vii) GMR Kamalanga Energy Limited ('GKEL'), a subsidiary of GEL, 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 ₹ 1,748.22 crore as at December 31, 2021, 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

## Notes to the consolidated financial statements for the year ended March 31, 2023

has trade receivables, other receivables and unbilled revenue (including claims) of ₹ 1,411.18 crore as at December 31, 2021, 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 as at December 31, 2021. Based on certain favorable interim regulatory orders with regard to its petition for 'Tariff Determination' and 'Tariff Revision' with its customers, the management is confident of a favorable outcome towards the outstanding receivables of GKEL.

GKEL in view of the Supreme Court Order in Energy Watchdog vs CERC and others and CERC order in its own case for Haryana Discoms had sought legal opinion from the legal counsel on certainty of the claims with Bihar Discom. Considering opinion received from legal counsels that GKEL has good tenable case with virtual certainty with respect to coal cost pass through and favourable Order from APTEL dated December 21, 2018 and CERC judgment in GKEL's own case for Haryana Discom where the computation methodology of coal cost pass through was decided, the management was virtually certain on receipt of the GKEL's claim of revenue on coal cost pass through and was of the opinion that no contingency was involved in this regard. GKEL has now received a favourable order on September 16, 2019 whereby the CERC has allowed the coal cost pass through to be charged to the Bihar Discom, based on a certain methodology. However, GKEL has filed a review petition with Hon'ble Appellate Tribunal for Electricity dated November 14, 2019 against this methodology on the grounds that the methodology stated in this order, even though favourable, is contradictory to the methodology stated in the earlier order of CERC in GKEL's case with Haryana Discom. Accordingly, GKEL continued to recognize the income on Coal Cost Pass Through claims of ₹ 19.25 crore for the period ended December 31, 2021. The total outstanding receivables (including unbilled revenues) amount to ₹ 1,411.18 crore as on December 31, 2021.

Further, as detailed below there are continuing litigations with SEPCO Electric Power Construction Corporation (SEPCO) ('Capital Creditors') which are pending settlement. Further during the previous year, GKEL has won the bid for supply of balance 150 MW to Haryana Discom. GKEL has signed fuel supply agreement with Coal India Limited for

supply of coal from its Mahanadi Coal Field Mines for 0.36 crore ton which is within a distance of 15 KM from the plant site. In addition to above, GKEL has won the bid (Shakti-III) for supply of 0.04 crore ton of coal for balance 150 MW. GKEL is actively pursuing its customers for realization of claims and selling its untied capacity in exchange market to support the GKEL's ability to continue the business without impact on its operation.

In view of these matters, business plans (including expansion and optimal utilization of existing capacity, rescheduling/ refinancing of existing loans at lower rates), valuation assessment by an external expert during the period ended December 31, 2021, the management is of the view that the carrying value of the investments in GKEL held by GEL till December 31, 2021 is appropriate. However pursuant to the scheme of arrangement, investment in GEL has been transferred to GPUIL. For further details refer note 32(c).

- viii) The Group has investments of ₹ Nil as at March 31, 2022 and loan (including accrued interest) (net of impairment) amounting to ₹ 745.12 crore in GMR Energy Limited ('GEL') (including its subsidiaries and joint ventures), a joint venture of the Group and in GMR Rajahmundry Limited ('GREL'), an associate of GMR Generation Assets Limited ("GGAL"), subsidiary of the Group, as at March 31, 2021. GEL has certain underlying subsidiaries / joint ventures which are engaged in energy sector. GREL, GEL and some of its underlying subsidiaries / joint ventures, as further detailed in notes (iv), (v), (vi) and (vii) above have substantially eroded net worth. Based on the valuation assessment by an external expert during the year ended March 31, 2021 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 10.83% to 21.83% across various entities, the management has accounted for an impairment loss of ₹ 64.00 crore as at March 31, 2022 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 statements of the Group for the year ended March 31, 2022. The management is of the view that post such diminution, the carrying value of the Group's investment in GEL and provision created against future liabilities for GREL is appropriate. However pursuant to the scheme of arrangement, investment in GEL has been transferred to GPUIL. For further details refer note 32(c).

Notes to the consolidated financial statements for the year ended March 31, 2023

(7c) Non-current investments

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
<b>Investments carried at fair value through consolidated statement of profit or loss</b>		
In equity shares of other companies	0.06	0.06
In venture capital fund	-	32.18
In loan in nature of equity	13.50	242.71
<b>Investments at amortised cost</b>		
Investment in debentures <sup>1,2,3,4</sup>	84.75	62.85
	<b>98.31</b>	<b>337.80</b>
<b>Aggregate value of unquoted investments</b>	<b>98.31</b>	<b>337.80</b>

Notes

- (1) GIDL had invested ₹ 42.00 crore in GMR Infra Services Limited (GISL), a shareholder in GAL, through non convertible, non cumulative redeemable debentures with coupon rate of 0.001% p.a. The investment in GISL of ₹ 42.00 crore has been carried at amortised cost as per Ind AS 109.
- (2) GHAL, subsidiary of the Holding Company had invested ₹ 16.35 crore in ESR GMR Logistics Park Private Limited (GLPPL), a joint venture of the Holding Company, through optionally convertible debentures with coupon rate of 10.25% p.a.. The investment in GLPPL of ₹ 16.35 crore has been carried at amortised cost as per Ind AS 109.
- (3) GHAL, subsidiary of the Holding Company had invested ₹ 4.50 crore in ESR GMR Logistics Park Private Limited (GLPPL), a joint venture of the Holding Company, through non convertible debentures with coupon rate of 12.02% p.a.. The investment in GLPPL of ₹ 4.50 crore has been carried at amortised cost as per Ind AS 109.
- (4) During the year ended March 31, 2023 GHAL, subsidiary of the Holding Company had invested ₹ 6.00 crore at coupon rate of 12.15% p.a. and ₹ 15.90 crore at coupon rate of 12.52% p.a. in ESR GMR Logistics Park Private Limited (GLPPL), a joint venture of the Holding Company, through non convertible debentures. The investment in GLPPL of ₹ 21.90 crore has been carried at amortised cost as per Ind AS 109.

8. Trade Receivables

Particulars	(₹ in crore)	
	Current	
	March 31, 2023	March 31, 2022
<b>Unsecured, considered good</b>		
Trade Receivables from external parties	257.92	290.34
Receivables from related parties (refer note 45)	111.01	85.19
<b>(A)</b>	<b>368.93</b>	<b>375.53</b>
<b>Trade receivables- credit impaired</b>		
Unsecured, credit impaired	5.12	4.70
	<b>5.12</b>	<b>4.70</b>
Less: Trade receivables - loss allowance	(5.12)	(4.70)
<b>(B)</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>(A+B)</b>	<b>368.93</b>
		<b>375.53</b>

- (i) Refer note 45 for trade or other receivables due from directors or other officers of the Group either severally or jointly with any other person and trade or other receivable due from firms or private companies respectively in which any director is a partner, a director or a member.

## Notes to the consolidated financial statements for the year ended March 31, 2023

- (ii) Includes retention money deducted by customers to ensure performance of the Group's obligations and hence are receivable on the completion of contract or after the completion of defect liability period as defined in the respective contract and accordingly no discounting has been done for the same.
- (iii) For ageing analysis refer note 40(ii).
- (iv) Payment is generally received from customers in due course as per agreed terms of contract with customer which usually ranges from 7-30 days.

### 9. Loans

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Unsecured, considered good</b>				
Loan to related parties (refer note 45)	1,474.37	1,263.15	464.02	250.94
Loan to employees	0.18	0.20	1.50	1.77
<b>Total</b>	<b>1,474.55</b>	<b>1,263.35</b>	<b>465.52</b>	<b>252.71</b>

1. Loans are non-derivative financial instruments which generate a fixed or variable interest income for the Group. The carrying value may be affected by the changes in the credit risk of the counter parties.
2. No loans are due from directors or other officers of the Holding Company either severally or jointly with any other person. Nor any loans are due from firms or private companies respectively in which any director is a partner, a director or a member.
3. The above loans has been given for business puposes.
4. The loans that fall under category of "Loans - Non-current" are repayable after one year.

## Notes to the consolidated financial statements for the year ended March 31, 2023

**10. Other financial assets**

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>				
Non-current bank balances (refer note 14)	53.05	7.58	-	-
<b>(A)</b>	<b>53.05</b>	<b>7.58</b>	-	-
<b>Derivative instruments at fair value through OCI</b>				
Derivatives designated as hedge (refer note 46)	1,879.40	1,393.63	-	-
<b>(B)</b>	<b>1,879.40</b>	<b>1,393.63</b>	-	-
<b>Security Deposit</b>				
Unsecured, considered good				
Security deposit includes deposits with related parties (refer note 45)	-	-	9.76	2.40
Security deposit with others	128.64	427.22	316.24	22.75
<b>(C)</b>	<b>128.64</b>	<b>427.22</b>	<b>326.00</b>	<b>25.15</b>
<b>Others</b>				
Unbilled revenue (refer note 45)	-	-	322.24	265.22
Interest accrued on fixed deposits	0.47	0.11	30.04	32.17
Interest accrued on long term investments including loans to group companies (refer note 45)	55.70	24.09	100.50	63.72
Non trade receivable (refer note 45)	145.19	15.12	214.60	280.31
Advance to Airport Authority of India ('AAI') paid under protest (refer note 41(xi))	-	-	489.42	489.42
	<b>201.36</b>	<b>39.32</b>	<b>1,156.80</b>	<b>1,130.84</b>
Less: Advance to AAI - loss allowance	-	-	(489.42)	(489.42)
<b>(D)</b>	<b>201.36</b>	<b>39.32</b>	<b>667.38</b>	<b>641.42</b>
<b>Total</b>	<b>(A+B+C+D)</b>	<b>2,262.45</b>	<b>1,867.75</b>	<b>993.38</b>
		<b>1,867.75</b>	<b>993.38</b>	<b>666.57</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 11. Other assets

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>				
<b>Capital advances to</b>				
Related parties (refer note 45)	-	102.27	-	-
Others	501.62	651.78	-	-
<b>(A)</b>	<b>501.62</b>	<b>754.05</b>	<b>-</b>	<b>-</b>
<b>Advances other than capital advances</b>				
Unsecured, considered good				
Advances other than capital advances	9.13	7.82	169.79	173.16
Other advances, considered doubtful	0.04	0.04	-	-
	9.17	7.86	169.79	173.16
Less: Provision for doubtful advances	(0.04)	(0.04)	-	-
<b>(B)</b>	<b>9.13</b>	<b>7.82</b>	<b>169.79</b>	<b>173.16</b>
<b>Other advances</b>				
Prepaid expenses	27.71	29.90	43.54	40.52
Deposits/ balances with statutory/ government authorities	74.17	1,424.15	131.33	199.38
Receivable against lease equalisation	1,710.05	1,504.67	-	-
Other receivable	5.22	6.74	11.91	39.00
<b>(C)</b>	<b>1,817.15</b>	<b>2,965.46</b>	<b>186.78</b>	<b>278.90</b>
<b>Total (A+B+C)</b>	<b>2,327.90</b>	<b>3,727.33</b>	<b>356.57</b>	<b>452.06</b>

### 12. Inventories

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Raw materials (valued at lower of cost and net realizable value) (refer note 24)	61.80	67.37
Traded goods (refer note 26)	57.66	10.21
Consumables, stores and spares	15.27	14.81
<b>Total</b>	<b>134.73</b>	<b>92.39</b>

### 13. Current investments

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Investments carried at fair value through consolidated statement of profit or loss</b>		
Investment in domestic mutual funds	1,417.32	812.17
<b>Investments carried at amortised cost</b>		
Investment in commercial papers	1,070.96	874.53
Investment in certificate of deposits	49.98	-
	<b>2,538.26</b>	<b>1,686.70</b>
<b>Note:</b>		
Aggregate market value of current quoted investments	-	-
Aggregate carrying amount of current unquoted investments	2,538.26	1,686.70
Aggregate provision for diminution in the value of investments	-	-



Notes to the consolidated financial statements for the year ended March 31, 2023

14. Cash and cash equivalents, Bank balances other than cash and cash equivalents

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Cash and cash equivalents</b>				
Balances with banks				
- on current accounts <sup>1,3,5</sup>	-	-	426.27	222.47
- Deposits with original maturity of less than three months	-	-	2,820.18	1,372.97
Cheques/ drafts on hand	-	-	29.86	22.99
Cash on hand/ credit card collection	-	-	1.40	1.02
	-	-	<b>3,277.71</b>	<b>1,619.45</b>
<b>Bank balances other than cash and cash equivalents</b>				
- Deposits with remaining maturity for less than twelve months <sup>5</sup>	-	-	717.20	1,444.03
- Restricted balances with banks <sup>1,2,4</sup>	53.05	7.58	25.76	52.35
	<b>53.05</b>	<b>7.58</b>	<b>742.96</b>	<b>1,496.38</b>
Amount disclosed under other financial assets (refer note 10)	(53.05)	(7.58)	-	-
	<b>(53.05)</b>	<b>(7.58)</b>	-	-
<b>Total</b>	-	-	<b>742.96</b>	<b>1,496.38</b>

1. Includes balances in Exchange Earner's Foreign Currency ('EEFC') Accounts.
2. Restricted deposits includes margin money deposit and deposits with banks that are pledged by the Group with the Government and other authorities and with lenders against non - current and current borrowings / hedging of FCCB interest / towards bank guarantee and letter of credit facilities availed by the Group.
3. Balances with banks on current accounts does not earn interest. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash-requirement of the Group and earn interest at the respective short-term deposit rates.
4. Refer note 17 as regards restriction on balances with banks arising in connections with the borrowings made by the Group.
5. Includes marketing fund in DIAL of ₹ 50.64 crore (March 31, 2022: ₹ 45.93 crore). Refer note 41(viii).
6. During year ended March 31, 2022, unclaimed dividend has been transferred to investor education and protection fund by the Holding Company.

15. Equity share capital

Particulars	Equity Shares*		Preference Shares**	
	Number of shares	(₹ in crore)	Number of shares	(₹ in crore)
<b>Authorised share capital:</b>				
<b>At April 1, 2021</b>	13,500,000,000	1,350.00	6,000,000	600.00
Changes during the year	50,000,000	5.00	(5,000,000)	(500.00)
<b>At March 31, 2022</b>	<b>135,50,000,000</b>	<b>1,355.00</b>	<b>1,000,000</b>	<b>100.00</b>
Changes during the year	-	-	-	-
<b>At March 31, 2023</b>	<b>135,50,000,000</b>	<b>1,355.00</b>	<b>1,000,000</b>	<b>100.00</b>

\*Face value of equity shares of ₹ 1 each

\*\*Face value of preference shares of ₹ 1,000 each

## Notes to the consolidated financial statements for the year ended March 31, 2023

### a) Issued equity capital

#### Equity shares of ₹ 1 each issued, subscribed and fully paid

Particulars	In Numbers	(₹ in crore)
<b>At April 01, 2021</b>	6,035,945,275	603.59
Changes during the year	-	-
<b>At March 31, 2022</b>	<b>6,035,945,275</b>	<b>603.59</b>
Changes during the year	-	-
<b>At March 31, 2023</b>	<b>6,035,945,275</b>	<b>603.59</b>

### b) Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 1 per share. Every member holding equity shares therein shall have voting rights in proportion to the member's share of the paid up equity share capital. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend, if any.

In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

### c) Shares held by the Holding Company / Ultimate Holding Company and / or their subsidiaries / associates:

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares held	(₹ in crore)	Number of shares held	(₹ in crore)
<b>Equity shares of ₹ 1 each fully paid</b>				
GMR Enterprises Private Limited ('GEPL'), Ultimate Holding Company	2,684,843,150	268.48	2,684,843,150	268.48
GMR Infra Ventures LLP ('GIVLLP'), an associate of the Ultimate Holding Company	31,321,815	3.13	31,321,815	3.13
GMR Business and Consulting LLP ('GBC'), an associate of the Ultimate Holding Company	765,135,166	76.51	765,135,166	76.51
Hyderabad Jabilli Properties Private Limited ('HJPPL'), a subsidiary of the Ultimate Holding Company	57,500,000	5.75	57,500,000	5.75

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

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares held	% in Holding in class	Number of shares held	% in Holding in class
<b>Equity shares of ₹ 1 each fully paid</b>				
GMR Enterprises Private Limited ('GEPL')	2,684,843,150	44.48%	2,684,843,150	44.48%
GMR Business and Consulting LLP ('GBC')	765,135,166	12.68%	765,135,166	12.68%
DVI Fund Mauritius Limited	113,988,382	1.89%	468,417,768	7.76%
ASN Investments Limited	439,069,922	7.27%	439,069,922	7.27%

As per records of the Company including its register of shareholders/ members, the above share holding represents both legal and beneficial ownership of shares.

**Notes to the consolidated financial statements for the year ended March 31, 2023**
**e) Shares held by promoters in the Company**

Name of Promoters	March 31, 2023		March 31, 2022		% of change during the year
	Number of shares held	% in Holding in class	Number of shares held	% in Holding in class	
<b>Equity shares of ₹ 1 each fully paid</b>					
GMR Enterprises Private Limited	2,684,843,150	44.48%	2,684,843,150	44.48%	0.00%
G.M. Rao*	1,732,330	0.03%	1,732,330	0.03%	0.00%

\*Includes shares held as karta of HUF and trustee of trust

**f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date**

There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

**g) Shares reserved for issue under options**

For details of shares reserved for issue under options, refer note 17 related to terms of conversion/ redemption of foreign currency convertible bonds ('FCCB') and optionally convertible debentures.

**16. Other Equity**
**(₹ in crore)**

Equity component of FCCB (Refer note 16(k))	Amount
Balance as at April 01, 2021	-
Balance as at March 31, 2022	-
Add: Equity component on FCCB recognised during the year	479.35
<b>Balance as at March 31, 2023 (A)</b>	<b>479.35</b>
<b>Equity component of loan (refer note 17)</b>	
Balance as at April 01, 2021	-
Add: Equity component of loan	54.60
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	(54.60)
Balance as at March 31, 2022	-
<b>Balance as at March 31, 2023 (B)</b>	<b>-</b>
<b>Securities premium (refer note 16(h))</b>	
Balance as at April 01, 2021	10,010.98
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	(10,010.98)
Balance as at March 31, 2022	-
<b>Balance as at March 31, 2023 (C)</b>	<b>-</b>
<b>Debenture redemption reserve (refer note 16(c))</b>	
Balance as at April 01, 2021	92.59
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	(92.59)
Balance as at March 31, 2022	-
Add: Transferred from retained earnings	199.00
<b>Balance as at March 31, 2023 (D)</b>	<b>199.00</b>
<b>Capital reserve on consolidation (refer note 16(f))</b>	
Balance as at April 01, 2021	(162.27)
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	(27.05)
Balance as at March 31, 2022	(189.32)
<b>Balance as at March 31, 2023 (E)</b>	<b>(189.32)</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

	(₹ in crore)
<b>Capital reserve on acquisition</b> (refer note 16(a))	
Balance as at April 01, 2021	3.41
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	(3.41)
Balance as at March 31, 2022	-
<b>Balance as at March 31, 2023</b>	<b>(F) -</b>
<b>Capital reserve on government grant</b> (refer note 16(d))	
Balance as at April 01, 2021	63.45
Balance as at March 31, 2022	63.45
<b>Balance as at March 31, 2023</b>	<b>(G) 63.45</b>
<b>Capital reserve on forfeiture</b> (Refer note 16(e))	
Balance as at April 01, 2021	141.75
Balance as at March 31, 2022	141.75
<b>Balance as at March 31, 2023</b>	<b>(H) 141.75</b>
<b>Foreign currency monetary translation reserve (FCMTR)</b> (refer note 16(g))	
Balance as at April 01, 2021	(173.83)
Less: Exchange differences on FCCBs recognised during the year	(40.39)
Add: FCMTR amortisation during the year	6.63
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	187.38
Balance as at March 31, 2022	(20.21)
Less: Exchange differences on FCCB recognised during the year	(15.89)
Add: FCMTR amortisation during the year	2.30
<b>Balance as at March 31, 2023</b>	<b>(I) (33.80)</b>
<b>Special Reserve u/s 45-IC of Reserve Bank of India ('RBI') Act</b> (refer note 16(b))	
Balance as at April 01, 2021	89.16
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	(11.99)
Balance as at March 31, 2022	77.17
<b>Balance as at March 31, 2023</b>	<b>(J) 77.17</b>
<b>Deficit in the consolidated statement of profit and loss</b>	
Balance as at April 01, 2021	(12,600.42)
Loss for the year	(1,025.15)
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))	12,296.35
Balance as at March 31, 2022	(1,329.22)
Loss for the year	(181.56)
Less: Transferred to debenture redemption reserve	(199.00)
<b>Balance as at March 31, 2023</b>	<b>(K) (1,709.78)</b>

**Notes to the consolidated financial statements for the year ended March 31, 2023**

		(₹ in crore)
Components of Other Comprehensive Income ('OCI')		Amount
<b>Foreign currency translation reserve (FCTR) (refer note 16(i))</b>		
Balance as at April 01, 2021		59.00
Less: Movement during the year		(79.98)
Less: Non controlling interest		(1.87)
Less: Transfer on account of composite scheme of arrangement (refer note 32(c))		(175.33)
Balance as at March 31, 2022		(198.18)
Less: Movement during the year		(180.07)
Less: Non controlling interest		48.63
<b>Balance as at March 31, 2023</b>	<b>(L)</b>	<b>(329.62)</b>
<b>Cash flow hedge reserve (refer note 16(j))</b>		
Balance as at April 01, 2021		154.46
Add: Movement during the year		(370.00)
Add: Non controlling interest		250.11
Add: Transfer to statement of consolidated profit and loss on hedge settlement		(1.05)
Add: Deferred tax on hedge settlement		(0.37)
Balance as at March 31, 2022		33.15
Add: Movement during the year		(450.71)
Add: Non controlling interest		304.33
Add: Transfer to statement of consolidated profit and loss on hedge settlement		28.68
Add: Deferred tax on hedge settlement		(10.02)
<b>Balance as at March 31, 2023</b>	<b>(M)</b>	<b>(94.57)</b>
<b>Total other equity</b>	<b>(A+B+C+D+E+F+G+H+I+J+K+L+M)</b>	
<b>Balance as at March 31, 2022</b>		<b>(1,421.41)</b>
<b>Balance as at March 31, 2023</b>		<b>(1,396.37)</b>

- a) GAPL purchased the aircraft division of GMR Industries Limited under slump sale on October 01, 2008 for a purchase consideration of ₹ 29.00 crore on a going concern basis and the transaction was concluded in the month of March 2009. Accordingly, an amount of ₹ 3.41 crore being the excess of net value of the assets acquired (based on a valuation report) over the purchase consideration has been recognised as capital reserve on acquisition.
- b) As required by section 45-1C of the RBI Act, 20% of DSPL and GAL's net profit of the year is transferred to special reserve. The said reserve can be used only for the purpose as may be specified by the RBI from time to time.
- c) Certain entities in the Group have issued redeemable non-convertible debentures ('NCD'). Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), required the Company to create DRR out of profits of the entities available for payment of dividend.
- d) During the year ended March 31, 2006, GHIAL had received a grant of ₹ 107.00 crore from Government of Telangana [formerly Government of Andhra Pradesh ('GoAP')] towards Advance Development Fund Grant, as per the State Support Agreement. This is in the nature of financial support for the project and accordingly, the Group's share amounting to ₹ 67.41 crore as at April 01, 2011 was included in Capital reserve (government grant).
- e) On July 2, 2014, the Board of Directors of the Holding Company approved an issue and allotment of up to 180,000,000 warrants having an option to apply for and be allotted equivalent number of equity shares of face value of ₹ 1 each on a preferential basis under chapter VII of the SEBI ICDR Regulations and provisions of all other applicable laws and regulations and accordingly the Company received an advance of ₹ 141.75 crore against such share warrants. The shareholders approved the aforesaid issue of warrants through postal ballot on August 12, 2014. Pursuant to the approval of the Management Committee of the Board of Directors dated February 26, 2016 the outstanding warrants have been cancelled as the holders did not exercise the option within the due date of 18 months from the date of allotment and

## Notes to the consolidated financial statements for the year ended March 31, 2023

- ₹ 141.75 crore received as advance towards such warrants has been forfeited in accordance with the SEBI ICDR Regulations during the year ended March 31, 2016. The said amount has been credited to Capital Reserve account during the year ended March 31, 2016.
- f) The Group has paid an additional consideration of ₹ 197.09 crore for acquisition of RSSL which has been adjusted against the capital reserve as at April 01, 2015.
- g) The MCA, Government of India ('GoI') vide its Notification No GSR 225 (E) dated March 31, 2009 prescribed certain changes to AS - 11 on 'The Effects of Changes in Foreign Exchange Rates'. The Group has, pursuant to adoption of such prescribed changes to the said Standard, exercised the option of recognizing the exchange differences arising in reporting of foreign currency monetary items at rates different from those at which they were recorded earlier, in the original cost of such depreciable assets in so far such exchange differences arose on foreign currency monetary items relating to the acquisition of depreciable assets. Exchange differences are capitalized as per paragraph D13AA of Ind AS 101 'First time adoption' availing the optional exemption that allows first time adopter to continue capitalization of exchange differences in respect of long term foreign currency monetary items recognized in the consolidated financial statement for the period ending immediately beginning of the first Ind AS financial reporting period as per the previous GAAP. Accordingly, exchange loss of ₹ 13.59 crore (March 31, 2022: exchange loss ₹ 33.76 crore), net of amortisation, on long term monetary asset has been accumulated in the 'Foreign currency monetary item translation difference account' and is being amortised in the statement of consolidated profit and loss over the balance period of such long term monetary asset.
- h) Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.
- i) Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to consolidated profit or loss when the net investment is disposed-off.
- j) The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Group uses foreign currency forward contracts, call spread option, cross currency swaps, foreign currency option contracts and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to the consolidated statement of profit or loss when the hedged item affects profit or loss.
- k) Pursuant to the approval of the Management Committee of the Board of Directors dated March 17, 2023, the Holding Company has issued 6.76% Unlisted Foreign Currency Convertible Bonds ('ADP FCCBs') of Euro 330.817 million of Euro 1,000 each, equivalent to ₹ 2,931.77 crore to Aeroports De Paris S.A. with a maturity period of 10 year and 1 day. The bondholder can exercise the conversion option at any time on or after the day following the 5th anniversary of the Closing Date (March 24, 2023) up to the close of business on March 2033. The exchange rate for conversion of ADP FCCBs is fixed at ₹ 88.5237/EUR. The price at which each of the shares will be issued upon conversion, will initially be ₹ 43.67 (calculated by reference to a premium of 10% (ten percent) over and above the Regulatory Floor Price), but will be subject to adjustment as per terms of the FCCB's. The Bonds may be redeemed or converted into new shares of the Holding Company on the maturity date at 100 per cent of the principal amount of the bonds together with any accrued but uncapitalised or unpaid interest (including default interest) up to (but excluding) the maturity date in accordance with the issuance terms. The bond shall carry an interest rate of 6.76% p.a on a simple interest basis. Interest will accrue on a yearly basis and first interest installment is payable on date of expiry of five year and from end of sixth year on yearly basis .
- The above ADP FCCBs are fair valued as per Ind AS 109 - 'Financial Instrument' and equity component of ₹ 479.35 crore (net of deferred tax of ₹ 161.21 crore) has been recognised in other equity.

Notes to the consolidated financial statements for the year ended March 31, 2023

17. Borrowings

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Non-current borrowings</b>				
<b>Debentures / bonds</b>				
Foreign currency convertible bonds (unsecured)	2,519.65	185.67	-	-
Foreign currency senior notes (secured)	14,208.83	14,891.00	-	-
Non convertible debentures/bonds (secured)	6,276.66	3,196.50	2.46	-
Non convertible debentures/bonds (unsecured)	1,908.17	3,646.91	3,084.19	1,330.00
<b>From banks</b>				
Indian rupee term loans (secured)	2,035.72	1,259.45	79.49	62.66
Foreign currency loans (secured)	439.35	419.09	-	-
<b>From financial institutions</b>				
Indian rupee term loans (secured)	536.06	104.95	34.97	8.30
<b>Other loans</b>				
Indian rupee term loans (secured)	-	285.78	0.39	9.38
Loans from related parties (unsecured) (refer note 45)	-	100.19	67.05	-
From the State Government of Telangana ('GoT') (unsecured)	252.04	315.05	63.01	-
<b>Current borrowings</b>				
<b>Debentures / bonds</b>				
Non convertible debentures/bonds (secured)	-	-	175.00	175.00
<b>From banks</b>				
Foreign currency loans (secured)	-	-	-	14.93
Cash credit and working capital from banks (secured)	-	-	220.44	178.16
Cash credit and working capital from banks (unsecured)	-	-	-	57.49
<b>From financial institutions</b>				
Indian rupee short term loan (secured)	-	-	-	100.00
<b>Other loans</b>				
Loans from related parties (unsecured) (refer note 45)	-	-	40.00	175.25
	<b>28,176.48</b>	<b>24,404.59</b>	<b>3,767.00</b>	<b>2,111.17</b>
<b>The above amount includes</b>				
Secured borrowings	23,496.62	20,156.77	512.75	548.43
Unsecured borrowings	4,679.86	4,247.82	3,254.25	1,562.74
<b>Total</b>	<b>28,176.48</b>	<b>24,404.59</b>	<b>3,767.00</b>	<b>2,111.17</b>

A. Terms of security

- i) The aforementioned Indian rupee term loans, cash credit and working capital loans from Banks and financial institutions of various entities of the Group are secured by way of charge on various movable and immovable assets of the group including but not limited to, present and future, leasehold rights of land, freehold land, buildings, intangibles, movable plant and machinery, other property, plant and equipment, investments, inventories, spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, intangible, goodwill, intellectual property, uncalled capital transaction accounts, rights under project documents of respective entities and all book debts, operating cash flows, current assets, receivables, Trust and Retention account ('TRA'), commissions, revenues of whatsoever nature and wherever arising, all insurance contracts, accounts including Debt Service Reserve Accounts and bank accounts, bank guarantees, letter of credits, guarantee, project assets, performance bond, corporate guarantees, non disposable undertaking with respect to shares held in certain companies, pledge of shares of subsidiaries / associates / joint ventures held by their respective holding companies (including Holding Company of the Group).

## Notes to the consolidated financial statements for the year ended March 31, 2023

- ii) The Unlisted Foreign Currency Convertible Bonds ('KIA FCCBs') issued to Kuwait Investment authority are convertible at ₹ 1.5 per share which is subject to adjustment as per the terms of the FCCBs. The exchange rate for conversion of FCCBs is fixed at ₹ 66.745/USD. As at March 31, 2023, FCCB holders have not exercised the conversion option.
- iii) The Unlisted Foreign Currency Convertible Bonds ('ADP FCCBs') to Aeroports De Paris S.A. are convertible at ₹ 43.57 per shares at any time on or after the day following the 5th anniversary of the Closing Date (i.e March 24, 2023). The exchange rate for conversion of ADP FCCBs is fixed at ₹ 43.67. The Bonds may be redeemed or converted into New Shares of the Holding Company on the maturity date at 100 per cent of the principal amount of the Bonds together with any accrued but uncapitalised or unpaid interest (including Default Interest) up to (but excluding) the Maturity Date in accordance with the issuance terms.
- iv) Redemption of unsecured non-convertible bonds and debentures will start from December 2023 and all the unsecured non-convertible bonds and debentures will have to be redeemed by September 2024 as per terms of various agreements.
- v) Foreign currency senior notes (secured) and non-convertible debentures/ bonds (secured) are secured by first rank pari-passu charge on all the future revenues, receivables, Trust and Retention account, any other reserve, other bank accounts and insurance proceeds of the Company and all the rights, titles, interests, permits in respect of the project documents as detailed in the lender's agreements, to the extent permissible under OMDA. Further, the redemption of these foreign currency senior notes (secured) and non-convertible debentures/ bonds (secured) will start from July 2023 and all these instruments will have to be redeemed by March 2033 as per terms of various agreements.

### B. Terms of repayment

(₹ in crore)

Particulars	Interest rates range (p.a.)	Amount outstanding as at March 31, 2023	Repayable within		
			1 year	1 to 5 year	>5 year
<b>Debentures / Bonds</b>					
Foreign currency convertible bonds (unsecured)	6.76% - 7.50%	3,164.34	-	-	3,164.34
Foreign currency senior notes (secured)	4.25% - 6.45%	14,244.37	-	10,135.87	4,108.50
Non convertible debentures (secured)	8.71% - 17.00%	6,532.10	177.46	4,364.64	1,990.00
Non convertible debentures (unsecured)	11.50% - 18.25%	5,062.10	3,086.00	1,976.10	-
<b>Term loans</b>					
<b>From banks</b>					
Indian rupee term loans (secured)	8.25% - 12.30%	2,138.24	79.49	715.63	1,343.12
Foreign currency loans (secured)	Euribor + 3.60%	446.48	-	13.39	433.09
Cash credit and working capital from banks (secured)	7.90% - 11.35%	220.43	220.43	-	-
<b>From financial institutions</b>					
Indian rupee term loans (secured)	7.60% - 12.00%	575.09	34.97	219.39	320.73
<b>From others</b>					
Indian rupee term loans (secured)	4.70%	0.39	0.39	-	-
Loans from related parties (unsecured)	8.00% - 9.00%	107.05	107.05	-	-
<b>Other loans</b>					
From the State Government of Telangana ('GoT') (unsecured)	N.A.	315.05	63.01	252.04	-
		<b>32,805.64</b>	<b>3,768.80</b>	<b>17,677.06</b>	<b>11,359.78</b>



Notes to the consolidated financial statements for the year ended March 31, 2023

**Note**

<b>i) Reconciliation with carrying amount</b>	<b>(₹ in crore)</b>
Total Amount repayable as per repayment terms	32,805.64
Less: Equity component of FCCB (including deferred tax) (refer note 16(k))	640.57
Less: Impact of recognition of borrowing at amortised cost using effective interest method	221.59
<b>Net carrying value</b>	<b>31,943.48</b>

**Terms of repayment**

(₹ in crore)

Particulars	Interest rates range (p.a.)	Amount outstanding as at March 31, 2022	Repayable within		
			1 year	1 to 5 year	>5 year
<b>Debentures / Bonds</b>					
Foreign currency convertible bonds (unsecured)	7.50%	185.67	-	-	185.67
Foreign currency senior notes (secured)	4.25% - 6.45%	14,950.84	-	8,508.47	6,442.37
Non convertible debentures (secured)	10.96% - 17.00%	3,432.10	175.00	3,257.10	-
Non convertible debentures (unsecured)	11.50% - 17.50%	4,980.00	1,330.00	3,650.00	-
<b>Term loans</b>					
<b>From banks</b>					
Indian rupee term loans (secured)	7.50% - 12.50%	1,343.23	62.66	447.13	833.44
Indian rupee term loans (unsecured)	7.90% - 9.90%	57.49	57.49	-	-
Foreign currency loans (secured)	Euribor+3.60%, 9.60%	434.02	14.93	4.19	414.90
Cash credit and working capital from banks (secured)	7.50% - 9.60%	178.16	178.16	-	-
<b>From financial institutions</b>					
Indian rupee term loans (secured)	8.95% - 9.50%	114.50	8.30	69.25	36.95
<b>From others</b>					
Indian rupee term loans (secured)	4.70% - 8.60%	396.27	109.38	108.39	178.50
Loans from related parties (unsecured)	8.00% - 12.25%	275.44	175.25	100.19	-
<b>Other loans</b>					
From the State Government of Telangana ('GoT') (unsecured)	N.A.	315.05	-	252.04	63.01
		<b>26,662.77</b>	<b>2,111.17</b>	<b>16,396.76</b>	<b>8,154.84</b>

**Note**

<b>i) Reconciliation with carrying amount</b>	<b>(₹ in crore)</b>
Total Amount repayable as per repayment terms	26,662.77
Less: Impact of recognition of borrowing at amortised cost using effective interest method	147.01
<b>Net carrying value</b>	<b>26,515.76</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 18. Trade payables

(₹ in crore)

Particulars	Current	
	March 31, 2023	March 31, 2022
Trade payables <sup>1</sup>	850.78	543.38
	<b>850.78</b>	<b>543.38</b>

- Terms and conditions of the above financial liabilities:
  - Trade payables are non-interest bearing
  - For explanations on the Group's credit risk management processes, refer note 47.
- The dues to related parties are unsecured. (refer note 45).
- For ageing analysis refer note 40(iii).

### 19. Other financial liabilities

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>At amortised cost</b>				
Security deposit from concessionaires / customers	537.87	451.08	352.27	317.91
Security deposit from commercial property developers ('CPD')	185.87	182.44	-	-
Concession fee payable	104.26	70.75	100.31	127.39
Annual fees payable to AAI (refer note 41(xi))	663.57	576.58	-	-
Exchangeable Bonds (refer note 41(xvii)(a))	1149.27	-	-	-
Non-trade payable (including retention money) <sup>1</sup>	114.07	212.21	2,008.60	1,513.92
Interest / premium / processing fees payable on redemption of debenture/loan	122.16	139.01	1,074.12	971.51
<b>Total</b>	<b>2,877.07</b>	<b>1,632.07</b>	<b>3,535.30</b>	<b>2,930.73</b>

<sup>1</sup>Retention money is payable on the completion of the contracts or after the completion of the defect liability period as defined in the respective contracts. These payments are kept as retention to ensure performance of the vendor obligation and hence are not discounted for present value of money.

### 20. Other liabilities

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advances received from customers and CPD	229.51	177.88	119.28	106.02
Deferred / unearned revenue <sup>1</sup>	2,334.50	2,341.84	213.44	221.42
Statutory dues payable	-	-	224.05	151.61
Marketing fund liability (refer note 41(viii))	-	-	47.55	43.91
Government grants	19.79	25.06	5.27	5.27
Other liabilities	-	-	34.67	34.46
	<b>2,583.80</b>	<b>2,544.78</b>	<b>644.26</b>	<b>562.69</b>

<sup>1</sup>Interest free security deposit received from concessionaire, customers and commercial property developers (that are refundable in cash on completion of its term) are carried at amortised cost. Difference between the amortised value and transaction value of the security deposits received has been recognised as deferred revenue.

Notes to the consolidated financial statements for the year ended March 31, 2023

21. Provisions

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Provision for employee benefits</b>				
Provision for gratuity (refer note 36)	25.05	26.76	17.09	14.07
Provision for compensated absences	-	-	91.32	90.25
Provision for other employee benefits	-	-	3.77	1.48
	<b>25.05</b>	<b>26.76</b>	<b>112.18</b>	<b>105.80</b>
<b>Other provisions (refer note 39)</b>				
Provision for replacement obligations	18.91	10.79	5.09	8.36
Provision against standard assets	1.92	11.53	0.72	0.40
Others	-	-	119.72	121.73
	<b>20.83</b>	<b>22.32</b>	<b>125.53</b>	<b>130.49</b>
<b>Total</b>	<b>45.88</b>	<b>49.08</b>	<b>237.71</b>	<b>236.29</b>

22. Revenue from operations

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>a) Sale of goods and services</b>		
Aeronautical	1,726.95	1,017.41
Non-aeronautical	3,830.97	2,488.19
Construction revenue	82.43	125.77
Sale of material	4.85	22.30
Income from security and other service	206.21	118.50
<b>Total</b>	<b>(A) 5,851.41</b>	<b>3,772.17</b>
<b>b) Other operating income</b>		
Income from commercial property development	579.23	632.65
Income from management and other services	118.76	91.29
Interest income on bank deposits and others	107.12	86.64
Net gain on sale or fair valuation of investments	9.98	4.88
Others	26.90	13.09
<b>Total</b>	<b>(B) 841.99</b>	<b>828.55</b>
<b>Total</b>	<b>(A + B) 6,693.40</b>	<b>4,600.72</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

### a) Timing of rendering of services in the year ended March 31, 2023

(₹ in crore)

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time*	Total
Aeronautical	1,611.74	115.21	1,726.95
Non-aeronautical	767.43	3,063.54	3,830.97
Construction revenue	-	82.43	82.43
Sale of material	4.85	-	4.85
Income from security and other services	-	206.21	206.21
Income from commercial property development	-	579.23	579.23
Income from management and other services	-	118.76	118.76
Net gain on sale or fair valuation of investments	-	9.98	9.98
Interest income on bank deposit and others	-	107.12	107.12
Others	-	26.90	26.90
<b>Total</b>	<b>2,384.02</b>	<b>4,309.38</b>	<b>6,693.40</b>

### Timing of rendering of services in the year ended March 31, 2022

(₹ in crore)

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time*	Total
Aeronautical	922.05	95.36	1,017.41
Non-aeronautical	319.71	2,168.48	2,488.19
Construction revenue	-	125.77	125.77
Sale of material	22.30	-	22.30
Income from security and other services	-	118.50	118.50
Income from commercial property development	-	632.65	632.65
Income from management and other services	-	91.29	91.29
Net gain on sale or fair valuation of investments	-	4.88	4.88
Interest income on bank deposit and others	-	86.64	86.64
Others	-	13.09	13.09
<b>Total</b>	<b>1,264.06</b>	<b>3,336.66</b>	<b>4,600.72</b>

\* The Group recognises revenue from these sources over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group.

### b) Reconciliation of revenue recognised in the consolidated statement of profit and loss with contracted price

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Revenue as per contracted price	6,692.76	4,599.62
Significant financing component	0.64	1.10
<b>Revenue from contract with customer</b>	<b>6,693.40</b>	<b>4,600.72</b>

Notes to the consolidated financial statements for the year ended March 31, 2023

c) Details of revenue earned

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
In India	6,635.60	4,546.58
Outside India	57.80	54.14
<b>Total</b>	<b>6,693.40</b>	<b>4,600.72</b>

d) Contract Balances

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Trade receivables</b>		
- Gross	374.05	380.23
- Loss allowance	(5.12)	(4.70)
<b>Contract assets:</b>		
Unbilled revenue		
- Current	322.24	265.22
<b>Contract Liabilities</b>		
Deferred / unearned revenue		
- Non current	2,334.50	2,341.84
- Current	213.44	221.42
<b>Advances received from customers and commercial property developers</b>		
- Non current	229.51	177.88
- Current	119.28	106.02

23. Other Income

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Interest income on bank deposits and others	304.49	246.96
Provisions no longer required, written back	2.11	2.46
Net gain on sale or fair valuation of investments	49.16	-
Gain on account of foreign exchange fluctuations (net)	180.05	81.92
Income from Government grant	5.27	5.27
Income from duty credit scripts	1.01	-
Miscellaneous income	53.50	21.83
	<b>595.59</b>	<b>358.44</b>

24. Cost of materials consumed

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Inventory at the beginning of the year	67.37	65.09
Add: Purchases	91.00	94.85
	158.37	159.94
Less: Inventory at the end of the year (refer note 12)	(61.80)	(67.37)
	<b>96.57</b>	<b>92.57</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 25. Purchase of traded goods

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Purchase of duty free items	134.17	31.62
Purchase of other goods for trading	4.02	20.75
	<b>138.19</b>	<b>52.37</b>

### 26. (Increase) / decrease in stock in trade

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Stock at the beginning of the year (refer note 12)	10.21	14.82
Less: Stock at the end of the year (refer note 12)	(57.66)	(10.21)
	<b>(47.45)</b>	<b>4.61</b>

### 27. Employee benefit expense

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Salaries, wages and bonus	852.27	661.44
Contribution to provident and other funds (refer note 36(a) and 36(b)(A))	67.91	53.64
Gratuity expenses (refer note 36(b)(B))	12.15	11.88
Staff welfare expenses	37.05	28.16
	<b>969.38</b>	<b>755.12</b>

### 28. Finance costs\*

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Interest on debts, borrowings and lease liabilities	2,037.64	1,667.64
Net interest on hedging instruments	251.27	265.87
Bank and other charges	30.96	30.89
Interest others	23.24	54.26
	<b>2,343.11</b>	<b>2,018.66</b>

\* Excluding the finance cost capitalised under CWIP

### 29. Depreciation and amortisation expense\*

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment	1,010.17	856.05
Amortisation of right of use asset	16.90	17.09
Amortisation of other intangible assets	15.37	16.26
	<b>1,042.44</b>	<b>889.40</b>

\* Excluding the depreciation and amortisation capitalised under CWIP

**Notes to the consolidated financial statements for the year ended March 31, 2023**
**30. Other expenses**

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Rates and taxes	59.75	37.25
Utilities	126.80	72.11
Repairs and maintenance		
Plant and machinery	156.15	140.84
Buildings	59.33	38.57
Others	111.09	149.78
Communication costs	6.10	8.13
Printing and stationery	2.72	2.88
Advertisement and publicity	34.50	24.85
Directors' sitting fees	1.25	0.99
Legal and professional fees	372.77	195.50
Insurance	37.08	32.29
Provision against advance to AAI paid under protest	-	43.21
Rent	28.24	14.31
House keeping & other expenses	3.96	3.14
Travelling and conveyance	140.37	84.55
Loss on sale/written off of fixed assets (net)	20.88	2.95
Charities and donation (including CSR expenditure)	14.38	47.13
Operating, manpower outsourcing and maintenance expenses	266.53	143.18
Collection charges	10.73	7.60
Airport operator's charge	71.67	52.80
Expenses of commercial property development	32.84	9.11
Provision for bad and doubtful debt	65.99	1.87
Write off /provision towards carrying amount of investments	-	0.10
Net loss on fair valuation of investments	-	63.47
Loss on settlement of derivative financial instruments	90.77	-
Miscellaneous expenses	112.15	76.60
	<b>1,826.05</b>	<b>1,253.21</b>

**31. Earnings per share ('EPS')**

Basic EPS amounts are calculated by dividing the profit/ loss for the year attributable to equity shareholders of the parent by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders (after adjusting for interest on the convertible securities) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

## Notes to the consolidated financial statements for the year ended March 31, 2023

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

Particulars	March 31, 2023	March 31, 2022
<b>Loss attributable to equity holders of the parent:</b>		
Continuing operations (₹ in crore)	(179.26)	(589.82)
Discontinuing operations (₹ in crore)	-	(433.47)
<b>Loss attributable to equity holders of the parent for basic/ diluted earning per share (₹ in crore)</b>	<b>(179.26)</b>	<b>(1,023.29)</b>
Weighted average number of equity shares for basic EPS	6,035,945,275	6,035,945,275
Effect of dilution:	-	-
Weighted average number of equity shares adjusted for the effect of dilution	6,035,945,275	6,035,945,275
Earning per share for continuing operations - Basic and Diluted (₹)	(0.30)	(0.98)
Earning per share for discontinued operations - Basic and Diluted (₹)	-	(0.72)
Earning per share for continuing and discontinued operations - Basic and Diluted (₹)	(0.30)	(1.70)

**Note:**

Considering that the Group has incurred losses during the year ended March 31, 2023 and March 31, 2022, the allotment of conversion option in case of convertible instrument would decrease the loss per share for the respective years and accordingly has been ignored for the purpose of calculation of diluted earnings per share.

### 32. Non- current assets held for sale and discontinued operations

- a) In GMR Male International Airport Private Limited ('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 May 23, 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 GMIAL to receive the sum it would have received if the payment had not been liable to tax.

Further, as per the letter dated January 22, 2020 received from Ministry of Finance Male', Republic of Maldives (the "Ministry"), the amount of tax assessed by MIRA relating to the final arbitration award is USD 0.59 crore and in the event of any tax payable by GMIAL on the same shall be borne by whom the payment was settled to GMIAL, without giving any workings/ break-up for the same. As such the Ministry has confirmed that GMIAL is not liable to pay for the tax assessed by MIRA on the final arbitration award. GMIAL has obtained the statement of dues from MIRA on December 31, 2020, according to which GMIAL is required to settle business profit tax amounting to USD 0.72 crore and fines on business profit tax amounting to USD 0.82 crore and GMIAL is required to settle withholding tax amounting USD 0.29 crore and fines on withholding tax amounted to USD 0.44 crore (withdrawing the interim tax liability claim of USD 0.72 crore).

In addition to that, GMIAL has obtained the statements of dues from MIRA on October 28, 2021 and as per the statement, GMIAL requires to settle business profit tax amounting to USD 0.72 crore fines on business profit tax amounting to USD 0.81 crore, withholding tax amounting to USD 0.29 and fines on withholding tax amounting to USD 0.44 crore. As per business profit tax assessments issued by MIRA GMIAL should pay tax on net income of the final arbitration award.

Considering the entire tax liability pertaining to the business profit taxes is relating to the Arbitration Award Sum, the management of Group is of view that GMIAL will be able to successfully defend and object to the notice of tax assessments and accordingly, no additional provision is required to be recognized in these consolidated financial statements. Further, in respect of the matters pertaining to the withholding taxes and the fines thereon, Group, believes that since these pertain to the aforementioned matter



## Notes to the consolidated financial statements for the year ended March 31, 2023

itself, the tax demand on these items is not valid and based on an independent legal opinion, no adjustments to the books of account are considered necessary. Also refer (c) below.

- b) State Industries Promotion Corporation of Tamil Nadu (SIPCOT) has acquired 277 acres of land in year ended March 31, 2021 and further issued notification / notice for acquisition of 486 acres of land for industrial purpose. During the six month period ended September 30, 2021, SIPCOT acquired 59 acres of land out of 486 acres of land. Accordingly, the investment property is classified as assets held for sale as at March 31, 2021. Also refer (c) below.
- c) The composite scheme of arrangement for demerger of Engineering Procurement and Construction (EPC) business and Urban Infrastructure Business of the Group (including Energy business) into GMR Power and Urban Infra Limited (GPUIL) ("Scheme") was approved by the Hon'ble National Company Law Tribunal, Mumbai bench ("the Tribunal") vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed with the Registrar of Companies by the Holding Company and GPUIL on December 31, 2021 thereby the Scheme becoming effective on that date. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 01, 2021, being the appointed date as per the Scheme.

The breakup of the EPC business and Urban Infrastructure Business (including Energy business) classified as discontinued operation are as under:

	(₹ in crore)
Particulars	March 31, 2022
<b>Income</b>	
Revenue from operations	2,890.76
Other income	118.91
<b>Total income</b>	<b>3,009.67</b>
<b>Expenses</b>	
Revenue share paid/payable to concessionaire grantors	110.37
Cost of material consumed	464.40
Purchase of traded goods	1,431.20
Sub-contracting expenses	221.42
Employee benefit expense	50.08
Finance cost	1,008.46
Depreciation and amortisation expense	84.38
Other expenses	199.67
<b>Total expenses</b>	<b>3,569.98</b>
<b>Loss before share of net loss of investments accounted for using equity method, exceptional items and tax</b>	<b>(560.31)</b>
Share of net gain / (loss) of investments accounted for using equity method	68.98
<b>Loss before exceptional items and tax</b>	<b>(491.33)</b>
Exceptional items	173.00
<b>Loss before tax</b>	<b>(318.33)</b>
Tax expense	60.75
<b>Loss after tax</b>	<b>(379.08)</b>
Other comprehensive income (net of tax)	17.00
<b>Total comprehensive income net of tax</b>	<b>(362.08)</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

The book value of Assets and Liabilities transferred as at the effective date are as under

(₹ in crore)

Particulars	Amount
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	307.11
Right of use asset	6.16
Investment property	569.96
Other intangible assets	2,214.66
Investments accounted for using equity method	4,647.68
Financial assets	
Investments	232.60
Trade receivables	176.19
Loans	1,128.69
Other financial assets	1,174.87
Income tax assets (net)	9.50
Deferred tax assets (net)	4.26
Other non-current assets	39.22
	<b>10,510.90</b>
<b>Current assets</b>	
Inventories	111.06
Financial assets	
Investments	73.87
Trade receivables	638.84
Cash and cash equivalents	146.36
Bank balances other than cash and cash equivalents	78.37
Loans	829.98
Other financial assets	1,490.92
Other current assets	133.67
	<b>3,503.07</b>
Assets classified as held for sale (also refer note below)	426.89
<b>Total assets</b>	<b>(A) 14,440.86</b>
<b>Liabilities</b>	
<b>Non-current liabilities</b>	
Financial liabilities	
Borrowings	7,332.25
Lease liabilities	3.96
Other financial liabilities	310.25
Provisions	54.55
Deferred tax liabilities (net)	2.13
Other non-current liabilities	2.56
	<b>7,705.70</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

		(₹ in crore)
Particulars		Amount
<b>Current liabilities</b>		
Financial liabilities		
Borrowings		3,365.99
Trade payables		2,352.96
Lease liabilities		6.56
Other financial liabilities		1,995.70
Other current liabilities		103.08
Income tax liabilities (net)		12.44
Provisions		763.00
		<b>8,599.73</b>
Liabilities directly associated with the assets classified as held for sale (also refer note below)		22.41
<b>Total Liabilities</b>	<b>(B)</b>	<b>16,327.84</b>
<b>Net Assets Transferred</b>	<b>(A) - (B)</b>	<b>(1,886.98)</b>
Equity component of loans pertaining to the entities transferred to GPUIL in accordance with scheme		(316.88)
FCMTR amortisation impact		36.21
<b>Amount disclosed under statement of change in equity</b>		<b>(2,167.65)</b>

**Breakup of assets and liabilities classified as held for sale**

		(₹ in crore)
Particulars		March 31, 2022
<b>Assets classified as held for sale</b>		
Investment property		147.23
Other current financial assets		276.24
Cash and cash equivalents		0.44
Other assets including claims recoverable		2.98
<b>Total assets of disposal group held for sale</b>		<b>426.89</b>
<b>Liabilities directly associated with assets classified as held for sale</b>		
Trade payables		4.26
Other liabilities		18.15
<b>Total liabilities of disposal group held for sale</b>		<b>22.41</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

### d) The financial performance and cash flow information as at the effective date are as under

(₹ in crore)

Particulars	March 31, 2022
Net cash generated from operating activities	1,061.62
Net cash generated from investing activities	422.16
Net cash used in financing activities	(1,523.82)
<b>Net decrease in cash and cash equivalents from discontinued operation</b>	<b>(40.04)</b>

### e) Segment information for discontinued operations

For the year ended March 31, 2022

(₹ in crore)

Particulars	Power	Roads	EPC	Others	Inter Segment	Unallocated	Total
Segment revenue	1,505.24	384.51	848.60	152.41	-	-	2,890.76
Inter segment revenue	-	-	-	99.18	(99.18)	-	-
<b>Total revenue</b>	<b>1,505.24</b>	<b>384.51</b>	<b>848.60</b>	<b>251.59</b>	<b>(99.18)</b>	-	<b>2,890.76</b>
Segment result before share of profit from investments accounted for using equity method, exceptional item and tax	28.91	148.37	72.38	104.96	-	-	354.62
Share of profit from investments accounted for using equity method	68.74	-	0.24	-	-	-	68.98
Exceptional item	473.00	-	-	(300.00)	-	-	173.00
<b>Segment result after share of profit from investments accounted for using equity method, exceptional item and before tax</b>	<b>570.65</b>	<b>148.37</b>	<b>72.62</b>	<b>(195.04)</b>	-	-	<b>596.60</b>
<b>Unallocated income/ (expenses)</b>							
Finance cost	-	-	-	-	-	(1,008.46)	(1,008.46)
Finance income	-	-	-	-	-	93.55	93.55
<b>Loss before tax</b>	-	-	-	-	-	(914.91)	<b>(318.31)</b>
Tax expenses	-	-	-	-	-	(60.75)	(60.75)
<b>Loss after tax</b>	-	-	-	-	-	(975.66)	<b>(379.06)</b>
<b>Other disclosures</b>							
Depreciation and amortisation expenses	2.35	56.71	14.20	11.12	-	-	84.38
Material non cash expenses including impairment, other than depreciation and amortisation expenses	66.78	-	-	300.63	-	-	367.41

### Adjustments and eliminations

Current taxes, deferred tax and certain financial assets and liabilities are not allocated to those segments as they are managed on a group basis.

(₹ in crore)

Particulars	Revenue from External Customer March 31, 2022
In India	1,976.26
Outside India	914.50
<b>Total</b>	<b>2,890.76</b>

### Note

There is no single external customer which constitutes 10% of total revenue from external customer.

Notes to the consolidated financial statements for the year ended March 31, 2023

33. (a) Deferred tax

Deferred tax (liabilities)/ assets comprises mainly of the following:

(₹ in crore)

Particulars	Opening deferred tax assets/ (liabilities)	Deferred tax (expense)/ income recognised in profit and loss	Deferred tax (expense)/ income recognised in other comprehensive income	Transfer on account of composite scheme of arrangement (refer note 32(c))	Deferred tax income/ (expense) recognised in statement of changes in equity	Closing deferred tax assets/ (liabilities)
<b>For the year ended March 31, 2023</b>						
<b>Deferred tax assets</b>						
Carry forward losses / unabsorbed depreciation (including capital loss)	426.09	(225.37)	-	-	-	200.72
Minimum Alternate Tax credit entitlement	457.28	(11.00)	-	-	-	446.28
Others	87.18	167.15	99.72	-	(31.19)	322.86
<b>Total</b>	<b>970.55</b>	<b>(69.22)</b>	<b>99.72</b>	<b>-</b>	<b>(31.19)</b>	<b>969.86</b>
<b>Offsetting deferred tax liabilities</b>						
Property, plant and equipments	(181.17)	(27.39)	-	-	-	(208.56)
Others	(1.91)	1.17	-	-	-	(0.74)
<b>Total</b>	<b>(183.08)</b>	<b>(26.22)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(209.30)</b>
<b>Net deferred tax assets</b>	<b>787.47</b>	<b>(95.44)</b>	<b>99.72</b>	<b>-</b>	<b>(31.19)</b>	<b>760.56</b>
<b>Deferred tax liabilities</b>						
Property, plant and equipments, other intangible assets and right of use assets	(825.76)	50.88	-	-	-	(774.88)
Lease equalisation reserve	(514.44)	(66.10)	-	-	-	(580.54)
Cash flow hedge	(156.63)	-	-	-	-	(156.63)
Undistributed profits of equity accounted investments	(4.95)	(0.92)	-	-	-	(5.87)
Equity component of ADP FCCBs	-	-	-	-	(161.21)	(161.21)
Others	19.68	(95.22)	-	-	-	(75.54)
<b>Total</b>	<b>(1,482.10)</b>	<b>(111.36)</b>	<b>-</b>	<b>-</b>	<b>(161.21)</b>	<b>(1,754.67)</b>
<b>Offsetting deferred tax assets</b>						
Property, plant and equipments, other intangible assets and right of use assets	1,013.93	218.74	-	-	-	1,232.67
Intangibles (airport concession rights)	51.01	(3.92)	-	-	-	47.09
Expenses on which tax is not deducted	52.47	(1.71)	-	-	-	50.76
Unpaid liability	201.48	30.40	-	-	-	231.88
Others	140.33	(138.49)	-	-	-	1.84
<b>Total</b>	<b>1,459.22</b>	<b>105.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,564.24</b>
<b>Net deferred tax liabilities</b>	<b>(22.88)</b>	<b>(6.34)</b>	<b>-</b>	<b>-</b>	<b>(161.21)</b>	<b>(190.43)</b>
<b>Net deferred tax</b>	<b>764.59</b>	<b>(101.78)</b>	<b>99.72</b>	<b>-</b>	<b>(192.40)</b>	<b>570.13</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Particulars	Opening deferred tax assets/ (liabilities)	Deferred tax (expense)/ income recognised in profit and loss	Deferred tax (expense)/ income recognised in other comprehensive income	Transfer on account of composite scheme of arrangement (refer note 32(c))	Deferred tax income/ (expense) recognised in statement of changes in equity	Closing deferred tax assets/ (liabilities)
<b>For the year ended March 31, 2022</b>						
<b>Deferred tax assets</b>						
Carry forward losses / unabsorbed depreciation (including capital loss)	451.54	(25.45)	-	-	-	426.09
Minimum Alternate Tax credit entitlement	516.00	(58.72)	-	-	-	457.28
Others	72.87	20.58	-	(6.27)	-	87.18
<b>Total</b>	<b>1,040.41</b>	<b>(63.59)</b>	<b>-</b>	<b>(6.27)</b>	<b>-</b>	<b>970.55</b>
<b>Offsetting deferred tax liabilities</b>						
Property, plant and equipments, other intangible assets and right of use assets	(175.69)	(5.48)	-	-	-	(181.17)
Others	(42.89)	2.75	35.43	3.17	(0.37)	(1.91)
<b>Total</b>	<b>(218.58)</b>	<b>(2.73)</b>	<b>35.43</b>	<b>3.17</b>	<b>(0.37)</b>	<b>(183.08)</b>
<b>Net deferred tax assets</b>	<b>821.83</b>	<b>(66.32)</b>	<b>35.43</b>	<b>(3.10)</b>	<b>(0.37)</b>	<b>787.47</b>
<b>Deferred tax liabilities</b>						
Property, plant and equipments, other intangible assets and right of use assets	(873.46)	47.70	-	-	-	(825.76)
Lease equilisation reserve	(401.17)	(113.27)	-	-	-	(514.44)
Cash flow hedge	(156.63)	-	-	-	-	(156.63)
Undistributed profits of equity accounted investments	(96.16)	91.21	-	-	-	(4.95)
Others	1.21	18.47	-	-	-	19.68
<b>Total</b>	<b>(1,526.21)</b>	<b>44.11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,482.10)</b>
<b>Offsetting deferred tax assets</b>						
Carry forward losses / unabsorbed depreciation	782.24	231.69	-	-	-	1,013.93
Intangibles (airport concession rights)	54.94	(3.93)	-	-	-	51.01
Expenses on which tax is not deducted	169.90	(117.43)	-	-	-	52.47
Unpaid liability	184.50	16.98	-	-	-	201.48
Others	217.50	(77.17)	-	-	-	140.33
<b>Total</b>	<b>1,409.08</b>	<b>50.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,459.22</b>
<b>Net deferred tax liabilities</b>	<b>(117.13)</b>	<b>94.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(22.88)</b>
<b>Net deferred tax</b>	<b>704.70</b>	<b>27.93</b>	<b>35.43</b>	<b>(3.10)</b>	<b>(0.37)</b>	<b>764.59</b>

### Notes:

- In case of certain entities, deferred tax asset has not been recognised on unabsorbed losses on the grounds of prudence in view of the management's assessment of future profitability.
- In case of certain entities, as the timing differences are originating and reversing within the tax holiday period under the provisions of section 80-IA of the Income Tax Act, 1961, deferred tax has not been recognised by these companies.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

- iii. As at March 31, 2023 aggregate amount of temporary difference associated with undistributed earnings of subsidiaries for which deferred tax liability has not been recognised is ₹ 235.36 crore (March 31, 2022: ₹ 350.64 crore). No liability has been recognised in respect of such difference as the Group is in a position to control the timing of reversal of the temporary difference and it is probable that such difference will not reverse in the foreseeable future.
- iv. The Holding Company has not recognised deferred tax asset on unused tax losses and unabsorbed depreciation of ₹ 2,035.46 crore and other deductible temporary differences of ₹ 14.53 crore. The unused tax losses will be adjustable till assessment year 2030-31.

**33. (b) Income tax**

The domestic subsidiaries of the Group are subject to income tax in India on the basis of their standalone financial statements. As per the Income Tax Act, 1961, these entities are liable to pay income tax which is the higher of regular income tax payable or the amount payable based on the provisions applicable for MAT.

MAT paid in excess of regular income tax during a year can be carried forward for a period of 15 years and can be offset against future tax liabilities.

**Income tax expenses in the consolidated statement of profit and loss consist of the following:**

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
<b>Tax expense of continuing operations</b>		
Current tax	12.29	15.64
Deferred tax expense/ (credit)	101.78	(27.94)
<b>Tax expenses of discontinued operations</b>		
Current tax	-	60.75
Deferred tax	-	-
<b>Total tax expenses</b>	<b>114.07</b>	<b>48.45</b>
<b>Other comprehensive income</b>		
Deferred tax related to items recognized in OCI during the year		
Remeasurement losses on defined benefit plans	(0.30)	(0.16)
Cash flow hedge reserve	(99.42)	(35.25)
Remeasurement losses on defined benefit plans (discontinued operations)	-	(0.02)
<b>Income tax charged to OCI</b>	<b>(99.72)</b>	<b>(35.43)</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

**Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:**

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Loss before taxes from continuing operations	(725.86)	(764.61)
Loss before taxes from discontinued operations	-	(318.33)
	<b>(725.86)</b>	<b>(1,082.94)</b>
Less: Share of profit on investments accounted for using equity method (including discontinuing operations)	85.97	139.68
<b>Loss before taxes</b>	<b>(811.83)</b>	<b>(1,222.62)</b>
Applicable tax rates in India	34.94%	34.94%
<b>Computed tax charge based on applicable tax rates of respective countries</b>	<b>(283.69)</b>	<b>(427.23)</b>
<b>Adjustments to taxable profits for companies with taxable profits</b>		
(a) Income exempt from tax	(0.68)	(3.59)
(b) Items not deductible	81.00	42.72
(c) Adjustments on which deferred tax is not created/reversal of earlier years	214.10	283.38
(d) Adjustments to current tax in respect of prior periods	7.55	(11.05)
(e) Adjustment for different tax rates between the group components	88.31	101.70
(f) Others	7.48	62.52
<b>Tax expense as reported</b>	<b>114.07</b>	<b>48.45</b>

### Note

- Certain entities of the Group have incurred losses during the relevant period, which has resulted in reduction of profit/increase of losses in the consolidated financial statements. However, the tax liability has been discharged by the respective entities on a standalone basis. Further, in view of absence of reasonable certainty, the Group has not recognised deferred tax asset in such companies.

### 34. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include impairment of investments, other non-current assets including Goodwill, determination of useful life of assets, estimating provisions, recoverability of deferred tax assets, commitments and contingencies, fair value measurement of financial assets and liabilities, fair value measurement of put options given by the Group, applicability of service concession arrangements, recognition of revenue on long term contracts, treatment of certain investments as joint ventures/associates and estimation of payables to Government / statutory bodies.

#### a) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.



Notes to the consolidated financial statements for the year ended March 31, 2023

**i. Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Estimates include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 46 and 47 for further disclosures.

**ii. Revenue recognition from Engineering, procurement and construction (EPC)**

Revenue from EPC contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. Due to the nature of the contracts, the Group uses the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Group to estimate the costs incurred till date as a proportion of the total cost to be incurred along with identification of contractual obligations and the Group's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/onerous obligations. Costs incurred have been used to measure progress towards completion as there is a direct relationship. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

**iii. Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly

sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 36.

**iv. Impairment of non-current assets including property, plant and equipment, right of use assets, intangible assets, assets under construction/development, investments accounted for using equity method and goodwill**

Determining whether property, plant and equipment, right of use assets, intangible assets, assets under construction/development, investments accounted for using equity method and goodwill are impaired requires an estimation of the value in use of the individual investment or the relevant cash generating units. The value in use calculation is based on Discounted Cash Flow Model ("DCF") model over the estimated useful life of the power plants, concession on roads, airports etc. Further, the cash flow projections are based on estimates and assumptions relating to conclusion of tariff rates, operational performance of the plants and coal mines, life extension plans, availability and market prices of gas, coal and other fuels, restructuring of loans etc in case of entities in the energy business, estimation of passenger traffic and rates, rates per acre/hectare for lease rentals from CPD, passenger penetration rates, and favorable outcomes of litigations etc. in the airport and expressway business, assumptions relating to realization per acre of land from monetization for SEZ business which are considered as reasonable by the management (refer note 3,4,5,6,7a and 7b).

**v. Recognition of revenue for change in law and other claims**

The recognition of revenue is based on the tariff rates/methodology prescribed under PPA/LOI with

## Notes to the consolidated financial statements for the year ended March 31, 2023

customers. Significant management judgement is required to determine the revenue to be recognized in cases where regulatory order in favour of the Group is yet to be received or which is further challenged in higher judicial forums. The estimate of such revenue is based on similar existing other favorable orders/contractual terms of the PPA with the customers.

### vi. Provision for periodic major maintenance

The entities in the road sector of the Group are engaged in development of highways on build, operate and transfer model on annuity or toll basis. These are SPVs which have entered into concessionaire agreements with National Highways Authority of India ('NHAI') or the respective state governments for carrying out these projects.

The Group is contractually committed to carry out major maintenance whenever the roughness index exceeds the limit as indicated in the respective concession agreement.

The management, estimates provision w.r.t periodic major maintenance by using a model that incorporates a number of assumptions, including the life of the concession agreement, annual traffic growth and the expected cost of the periodic major maintenance which are considered as reasonable by the management. (Refer note 39)

### vii. Valuation of investment property

Investment property is stated at cost. However, as per Ind AS 40 'Investment Property', there is a requirement to disclose fair value as at the balance sheet date. The Group engaged independent valuation specialists to determine the fair value of its investment property as at previous reporting date.

## b) Significant judgements

In the process of applying the Group's accounting policies, the management has made the following judgements, which have the most significant effect on the amounts recognized in these consolidated financial statements.

### i. Determination of applicability of Appendix C of Service Concession Arrangement ('SCA'), under Ind AS - 115 'Revenue from contracts with customers' in case of airport entities

DIAL, GGIAL and GHIAL, subsidiaries of the Holding Company, have entered into concession agreements

with Airports Authority of India ('AAI') and the Ministry of Civil Aviation ('MoCA') respectively, both being Government / statutory bodies. The concession agreements give DIAL, GGIAL and GHIAL exclusive rights to operate, maintain, develop, modernize and manage the respective airports on a revenue sharing model. Under the agreement, the Government / statutory bodies have granted exclusive right and authority to undertake some of their functions, being the functions of operation, maintenance, development, design, construction, upgradation, modernization, finance and management of the respective airports and to perform services and activities at the airport constituting 'Aeronautical services' (regulated services) and 'Non-aeronautical services' (non-regulated services). Aeronautical services are regulated while there is no control over determination of prices for Non-aeronautical services. Charges for Non-aeronautical services are determined at the sole discretion of DIAL, GGIAL and GHIAL. The management of the Group conducted detailed analysis to determine applicability of SCA. The concession agreements of these entities, have significant non-regulated revenues, which are apparently not ancillary in nature, as these are important for DIAL, GGIAL and GHIAL, the Government / statutory body and users/ passengers perspective. Further, the regulated and non-regulated services are substantially interdependent and cannot be offered in isolation. The airport premises are being used both for providing regulated services (Aeronautical services) and for providing non-regulated services (Non-aeronautical services). Based on DIAL, GGIAL and GHIAL's proportion of regulated and non-regulated activities, the management has determined that over the concession period, the unregulated business activities drive the economics of the arrangement and contributes substantially to the profits of DIAL, GGIAL and GHIAL and accordingly, the management has concluded that SCA does not apply in its entirety to DIAL, GGIAL and GHIAL.

### ii. Determination of control and accounting thereof

As detailed in the accounting policy, consolidation principles under Ind AS necessitates assessment of control of the subsidiaries independent of the majority shareholding. Accordingly, certain entities like GKEL and DDFS, where though the Group has majority

## Notes to the consolidated financial statements for the year ended March 31, 2023

shareholdings, they have been accounted as joint ventures on account of certain participative rights granted to other partners / investors under the shareholding agreements (GKEL has been accounted for as joint venture of GEL). Similarly, consequent to investment made by Tenaga in GEL with certain participative rights in the operations of GEL, GEL and its underlying subsidiaries have also been accounted as joint ventures w.e.f. November 4, 2016 under Ind AS. Further, GREL have been accounted as associates on account of the SDR and the conversion of loans into equity share capital by the consortium of lenders.

Under Ind AS, joint ventures are accounted under the equity method as per the Ind AS-28 against the proportionate line by line consolidation under previous GAAP.

Refer note 7a and 7b for further disclosure.

### iii. Classification of leases

The Group enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

### iv. Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

### v. Taxes

Deferred tax assets including MAT Credit Entitlement is recognized to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax

assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 33 for further disclosures.

### vi. Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal and contractual claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

The Group has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the consolidated financial statements.

In respect of financial guarantees provided by the Group to third parties, the Group considers that it is more likely than not that such an amount will not be payable under the guarantees provided. Refer note 37(c) for further disclosure.

### vii. Other significant judgements

- a) Refer note 41(vii) as regards the revenue share payable by DIAL and GHIAL to the grantor.
- b) Refer note 41(ii) and 41(iii) as regards the revenue accounting of DIAL and GHIAL.
- c) Refer note 42(i) and 42(ii) as regard the recovery of claims in GACEPL and GHVEPL.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 35. Interest in material partly-owned subsidiaries

Financial information of subsidiaries that have material non-controlling interests is provided below :

#### 1. Details of material partly-owned subsidiaries

Name of the Entity	Place of Business	Proportion of equity interest held by non-controlling interests (Effective)		Proportion of equity interest held by non-controlling interests (Direct)	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
DIAL	India	67.36%	67.36%	36.00%	36.00%
GHIAL	India	67.87%	67.87%	37.00%	37.00%
GMIAL*	Republic of Maldives	-	-	-	-
GAL	India	49.00%	49.00%	49.00%	49.00%

\* Refer note 32(c) for details.

#### 2. Accumulated balances of non-controlling interest

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
DIAL	427.67	829.53
GHIAL*	1,107.05	1,141.32
GMIAL (refer note 32 (c))	-	-
GAL	1,151.58	1,239.43
Transfer on account of composite scheme of arrangement (refer note 32(c))	-	59.87
Aggregate amount of individually immaterial non-controlling interest	(924.67)	(534.18)
<b>Total</b>	<b>1,761.63</b>	<b>2,735.97</b>

\* including the gain on hedge settlement (net of deferred tax) ₹ 39.40 crore (March 31, 2022: ₹ Nil) disclosed under consolidated statement of change in equity

#### 3. Profit / (loss) allocated to non-controlling interest

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
DIAL	(401.86)	(122.12)
GHIAL	(73.67)	(189.70)
GMIAL	-	1.54
GAL	(87.85)	(39.41)
Aggregate amount of individually immaterial non-controlling interest	(452.79)	(10.90)
<b>Total</b>	<b>(1,016.17)</b>	<b>(360.59)</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 4. Summarised financial position

The summarised financial position of these subsidiaries are provided below. This information is based on amounts before inter-company eliminations:

Particulars	DIAL		GHIAL		GMIAL*		GAL**	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	December 31, 2022	September 30, 2021	March 31, 2023	March 31, 2022
(₹ in crore)								
<b>Non-current assets</b>								
Property, plant and equipments	6,453.31	6,142.50	4,153.42	2,457.59	-	-	2.43	1.42
Capital work in progress	8,082.88	5,537.69	2,756.60	3,043.11	-	-	46.49	0.61
Intangible assets (including right of use asset)	366.05	376.45	78.71	76.79	-	-	3.62	0.91
Investments	249.45	254.61	780.02	756.79	-	-	5,291.63	5,745.81
Financial assets	1,257.41	1,134.43	830.94	684.83	-	-	382.63	431.00
Other non-current assets (including income tax assets)	2,174.13	2,865.77	75.81	627.11	-	-	42.16	59.90
Deferred tax assets	-	-	485.40	452.50	-	-	107.28	107.17
<b>Total</b>	<b>18,583.23</b>	<b>16,311.45</b>	<b>9,160.90</b>	<b>8,098.72</b>	-	-	<b>5,876.24</b>	<b>6,346.82</b>
<b>Current assets</b>								
Inventories	5.53	7.23	8.65	5.73	-	-	-	-
Financial assets	1,907.57	2,672.61	2,141.85	2,578.98	-	-	853.54	356.37
Other current assets	177.06	220.23	92.01	55.02	-	-	31.56	28.49
<b>Total</b>	<b>2,090.16</b>	<b>2,900.07</b>	<b>2,242.51</b>	<b>2,639.73</b>	-	-	<b>885.10</b>	<b>384.86</b>
<b>Non-current liabilities</b>								
Financial liabilities	13,927.86	12,139.92	8,265.98	7,642.11	-	-	2,052.94	2,455.64
Other non-current liabilities	2,318.95	2,394.89	29.16	31.51	-	-	24.93	12.89
<b>Total</b>	<b>16,246.81</b>	<b>14,534.81</b>	<b>8,295.14</b>	<b>7,673.62</b>	-	-	<b>2,077.87</b>	<b>2,468.53</b>
<b>Current liabilities</b>								
Financial liabilities	2,011.13	1,767.29	1,203.63	1,109.21	-	-	2,274.60	1,679.24
Provisions	152.58	152.99	21.52	20.81	-	-	8.45	10.42
Other current liabilities (including liabilities for income tax)	487.35	384.32	80.05	81.25	-	-	50.26	44.04
<b>Total</b>	<b>2,651.06</b>	<b>2,304.60</b>	<b>1,305.20</b>	<b>1,211.27</b>	-	-	<b>2,333.31</b>	<b>1,733.70</b>
<b>Total equity (A)</b>	<b>1,775.52</b>	<b>2,372.11</b>	<b>1,803.07</b>	<b>1,853.56</b>	-	-	<b>2,350.16</b>	<b>2,529.45</b>
Equity share capital attributable to non-controlling shareholders (B)	882.00	882.00	139.86	139.86	-	-	689.27	689.27
Equity share capital attributable to equity holders of parents (C)	1,568.00	1,568.00	238.14	238.14	-	-	717.40	717.40
<b>Net other equity for distribution (D=A-B-C)</b>	<b>(674.48)</b>	<b>(77.89)</b>	<b>1,425.07</b>	<b>1,475.56</b>	-	-	<b>943.49</b>	<b>1,122.78</b>
<b>Other equity attributable to:</b>								
Equity holders of parents	(220.15)	(25.42)	457.88	474.10	-	-	481.18	572.62
Non-controlling interests	(454.33)	(52.47)	967.19	1,001.46	-	-	462.31	550.16

\* Being a foreign subsidiary, financial statements of GMIAL is consolidated for the year ended December 31 every year. Refer note 32(c).

\*\* The balances are net of fair value gain recognised on investments in subsidiaries.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 5. Summarised statement of profit and loss

The summarised financial statement of profit and loss of these subsidiaries are provided below. This information is based on amounts before inter-company eliminations.

(₹ in crore)

Particulars	DIAL		GHIAL		GMIAL <sup>1</sup>		GAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	December 31, 2022	September 30, 2021	March 31, 2023	March 31, 2022
Revenue from operations	3,989.97	2,914.08	1,246.24	673.68	-	-	445.25	488.59
Other income	264.30	143.27	138.12	105.00	-	-	229.46	89.70
<b>Total Income</b>	<b>4,254.27</b>	<b>3,057.35</b>	<b>1,384.36</b>	<b>778.68</b>	-	-	<b>674.71</b>	<b>578.29</b>
Revenue share paid/ payable to concessionaire grantors	1,857.67	192.70	54.41	30.33	-	-	3.09	-
Employee benefits expense	251.98	228.45	115.66	109.85	-	-	24.71	19.36
Finance cost	810.32	862.49	340.23	258.52	-	-	570.03	479.88
Depreciation and amortisation	655.79	588.29	259.99	219.85	-	-	1.79	1.52
Other expenses	896.52	779.22	555.95	312.19	-	0.02	255.92	159.44
<b>Total Expenses</b>	<b>4,472.28</b>	<b>2,651.15</b>	<b>1,326.24</b>	<b>930.74</b>	-	<b>0.02</b>	<b>855.54</b>	<b>660.20</b>
<b>(Loss)/ profit before tax and exceptional items</b>	<b>(218.01)</b>	<b>406.20</b>	<b>58.12</b>	<b>(152.06)</b>	-	<b>(0.02)</b>	<b>(180.83)</b>	<b>(81.91)</b>
Exceptional items	(59.30)	(378.43)	-	-	-	-	-	-
<b>(Loss)/ profit before tax</b>	<b>(277.31)</b>	<b>27.77</b>	<b>58.12</b>	<b>(152.06)</b>	-	<b>(0.02)</b>	<b>(180.83)</b>	<b>(81.91)</b>
Tax expense/ (credit)	7.55	10.09	25.13	(43.96)	-	-	(1.85)	(1.28)
<b>(Loss)/profit for the year</b>	<b>(284.86)</b>	<b>17.68</b>	<b>32.99</b>	<b>(108.10)</b>	-	<b>(0.02)</b>	<b>(178.98)</b>	<b>(80.63)</b>
Other comprehensive income	(311.73)	(198.97)	(141.52)	(171.40)	-	6.68	(0.31)	0.20
<b>Total comprehensive income</b>	<b>(596.59)</b>	<b>(181.29)</b>	<b>(108.53)</b>	<b>(279.50)</b>	-	<b>6.66</b>	<b>(179.29)</b>	<b>(80.43)</b>
% of NCI	67.36%	67.36%	67.87%	67.87%	-	23.13%	49.00%	49.00%
<b>Attributable to the non-controlling interests</b>	<b>(401.86)</b>	<b>(122.12)</b>	<b>(73.67)</b>	<b>(189.70)</b>	-	<b>1.54</b>	<b>(87.85)</b>	<b>(39.41)</b>

<sup>1</sup> Being a foreign subsidiary, financial statements of GMIAL are consolidated for the year ended December 31 every year. However, pursuant to the composite scheme of arrangement (refer note 32 (c)) GMIAL has been consolidated based on the financial statements for the period ended September 2021.

Notes to the consolidated financial statements for the year ended March 31, 2023

6. Summarised cash flow information

The summarised cash flow information of these subsidiaries are provided below. This information is based on amounts before inter-company eliminations.

Particulars	DIAL		GHIAL		GMIAL		GAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	December 31, 2022	September 30, 2021	March 31, 2023	March 31, 2022
Cash flow from/(used in) operating activities	1,043.95	1,851.96	729.24	23.44	-	-	5.05	2.52
Cash flow from/(used in) investing activities	(1,734.46)	(581.15)	(91.80)	(72.16)	-	-	373.60	(9.65)
Cash flow from/(used in) financing activities	(313.33)	(3,322.08)	(541.85)	(594.59)	-	-	(499.58)	116.74
<b>Net increase/(decrease) in cash &amp; cash equivalents</b>	<b>(1,003.84)</b>	<b>(2,051.27)</b>	<b>95.59</b>	<b>(643.31)</b>	-	-	<b>(120.93)</b>	<b>109.61</b>

(₹ in crore)

36. Gratuity and other post employment benefits plans

a) Defined contribution plan

Contributions to provident and other funds included in capital work-in-progress (note 3), intangible assets under development (note 5), Non current assets held for sale and discontinued operations (note 32) and employee benefits expense (note 27) are as under:

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Contribution to provident fund	53.63	29.65
Contribution to superannuation fund and other fund	15.91	14.64
	<b>69.54</b>	<b>44.29</b>

b) Defined benefit plan

(A) Provident fund

The Group makes contribution towards provident fund which is administered by the trustees. The rules of the Group's provident fund administered by a trust, require that if the board of the trustees are unable to pay interest at the rate declared by the government under para 60 of the Employees provident fund scheme, 1972 for the reason that the return on investment is less for any other reason, then the deficiency shall be made good by the Group making interest shortfall a defined benefit plan. Accordingly, the Group has obtained actuarial valuation and based on the below provided assumption there is no deficiency at the balance sheet date. Hence the liability is restricted towards monthly contributions only.

Contributions to provident funds by DIAL is as under:

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Contribution to provident fund	-	9.94
	<b>-</b>	<b>9.94</b>

The Board of trustee meeting was held on March 31, 2022 wherein Trustees were informed that trust had surrendered with effect from April 01, 2022. DIAL is contributing provident fund (PF) to Employees Provident fund organisation with effect from April 01, 2022.

As per the requirements of Ind AS 19, benefits involving employer established provident funds, which require interest shortfalls to be re-compensated, are to be considered as defined benefit plans.

## Notes to the consolidated financial statements for the year ended March 31, 2023

The details of the fund and plan asset position are as follows:

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Plan assets at the year end, at fair value	-	181.43
Present value of benefit obligation at year end	-	171.63
<b>Net liability recognized in the balance sheet</b>	<b>-</b>	<b>-</b>

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach:

Particulars	March 31, 2023	March 31, 2022
Discount rate	-	6.80%
Fund rate	-	8.50%
EPFO rate	-	8.50%
Withdrawal rate	-	5.00%
Mortality		Indian Assured Lives Mortality (2006-08) (modified) Ult *

\*As published by Insurance Regulatory and Development Authority ('IRDA') and adopted as Standard Mortality Table as recommended by Institute of Actuaries of India effective April 01, 2013

### (B) Gratuity plan

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (based on last drawn basic) for each completed year of service.

The fund provides a capital guarantee of the balance accumulated and declares interest periodically that is credited to the fund account. Although we know that the fund manager invests the funds as per products approved by Insurance Regulatory and Development Authority of India and investment guidelines as stipulated under section 101 of Income Tax Act, the exact asset mix is unknown and not publicly available. The Trust assets managed by the fund manager are highly liquid in nature and we do not expect any significant liquidity risks. The Trustees are responsible for the investment of the assets of the Trust as well as the day to day administration of the scheme.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss / OCI and amounts recognised in the balance sheet for defined benefit plans/ obligations.

### Statement of consolidated profit and loss

Gratuity expense included in capital work-in-progress (note 3), intangible assets under development (note 5), Non current assets held for sale and discontinued operations (note 32) and employee benefits expenses (note 27) are as under:

#### (i) Net employee benefit expenses

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Current service cost	10.44	11.05
Net interest cost on defined benefit obligation	1.98	1.75
<b>Net benefit expenses</b>	<b>12.42</b>	<b>12.80</b>



Notes to the consolidated financial statements for the year ended March 31, 2023

(ii) Remeasurement loss recognised in other comprehensive income

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Actuarial loss due to defined benefit obligations ('DBO') and assumptions changes	4.17	1.54
Return on plan assets less than discount rate	1.24	0.94
<b>Actuarial loss recognised in OCI</b>	<b>5.41</b>	<b>2.48</b>

Balance sheet

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Present value of defined benefit obligation	(104.73)	(91.11)
Fair value of plan assets	62.59	50.28
<b>Plan liability</b>	<b>(42.14)</b>	<b>(40.83)</b>

Changes in the present value of the defined benefit obligation are as follows

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Opening defined benefit obligation	91.11	87.91
Transferred to / transfer from the Group	0.61	(0.76)
Interest cost	5.91	5.47
Current service cost	10.44	11.05
Benefits paid	(7.51)	(8.19)
Actuarial loss on obligation - assumptions	4.17	1.54
Effects of business combinations and disposals (refer note 32(c))	-	(5.91)
<b>Closing defined benefit obligation</b>	<b>104.73</b>	<b>91.11</b>

Changes in the fair value of plan assets are as follows

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Opening fair value of plan assets	50.28	56.77
Transferred to / transfer from the Group	0.84	(0.45)
Interest income on plan assets	3.93	3.72
Contributions by employer	16.29	3.85
Benefits paid	(7.51)	(8.19)
Return on plan assets lesser than discount rate	(1.24)	(0.94)
Effects of business combinations and disposals (refer note 32(c))	-	(4.48)
<b>Closing fair value of plan assets</b>	<b>62.59</b>	<b>50.28</b>

The Group expects to contribute ₹ 16.29 crore to gratuity fund during the year ended March 31, 2024 (March 31, 2023: ₹ 3.85 crore).

The major category of plan assets as a percentage of the fair value of total plan assets is as follows:

Particulars	March 31, 2023	March 31, 2022
Investments with insurer managed funds	100.00%	100.00%

## Notes to the consolidated financial statements for the year ended March 31, 2023

### Expected benefit payments for the year ending

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
March 31, 2023	NA	14.29
March 31, 2024	18.94	11.67
March 31, 2025	15.04	12.60
March 31, 2026	14.28	12.47
March 31, 2027	13.32	12.66
March 31, 2028	14.90	NA
March 31, 2029 to March 31, 2033*	73.38	65.61

\* for previous year read as March 31, 2028 to March 31, 2032

The average duration of the defined benefit obligation at the end of the reporting period is 10 year (March 31, 2022: 10 year)

### The principal assumptions used in determining gratuity obligations

Particulars	For Raxa		Other entities of the Group	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate (in %)	7.00%	5.90%	7.30%	7.10%
Salary escalation (in %)	3.00%	3.00%	6.00%	6.00%
Attrition rate (in %)	30.00%	25.00%	5.00%	5.00%
Mortality rate	Indian Assured Lives "Mortality (2006-08) (modified)Ult"	Indian Assured Lives "Mortality (2006-08) (modified)Ult"	Indian Assured Lives "Mortality (2006-08) (modified)Ult"	Indian Assured Lives "Mortality (2006-08) (modified)Ult"

### Notes :

1. The estimates of future increase in compensation levels, considered in the actuarial valuation, have been taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

### 2. Plan characteristics and associated risks

The Gratuity scheme is a final salary defined benefit plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

- Interest rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
- Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation
- Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

## Notes to the consolidated financial statements for the year ended March 31, 2023

A quantitative sensitivity analysis for significant assumption is as shown below

Assumptions	Discount rate		Future salary increases		Attrition Rate	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Sensitivity level (%)	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%
Impact on defined benefit obligation due to increase (₹ in crore)	(5.88)	(5.49)	5.43	5.22	0.45	0.44
Impact on defined benefit obligation due to decrease (₹ in crore)	6.68	6.25	(4.85)	(4.82)	(0.37)	(0.50)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

### 37. Commitments and contingent liabilities

#### a) Capital commitments

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Estimated value of contracts remaining to be executed on capital account, not provided for (net of advances)	2,490.81	4,802.37

#### b) Other commitments

- i. Entities in roads sectors have entered into various Concession agreements with concessionaires for periods ranging from 17.5 years to 25 years from achievement of date of COD / appointed date as defined in the respective Concession agreements, whereby these entities have committed to comply with certain key terms and conditions pertaining to construction of roads / highways in accordance with the timelines and milestones as defined in the respective Concession agreements, COD as per the respective Concession agreements, construction, management, payment of fees (including revenue share), operation and maintenance of roads / highways in accordance with the respective Concession agreements, performance of the obligations under the respective financing agreements, non-transfer or change in ownership without the prior approval of the concessionaire and transfer of the roads / highways projects on termination of relevant agreements or in case of defaults as defined in the respective Concession agreements and utilisation of grants received as per the requirements of the respective concession agreements. Also refer note 32(c).
- ii. a) Entities in airports sector have entered into various agreements with Concessionaires for periods ranging from 25 years to 35 years extendable by another 20 to 30 years in certain cases on satisfaction of certain terms and conditions of respective Concession agreements from dates as defined in the respective agreements for development, rehabilitation, expansion, modernisation, operation and maintenance of various airports in and outside India. Pursuant to these agreements, these entities have committed to comply with various terms of the respective agreements which pertains to payment of fees (including revenue share), development / expansion of Airports in accordance with the timelines and milestones as defined in the respective agreements, achievement of COD as per the respective agreements, development, management, operation and maintenance of airports in accordance with the respective agreements, performance of various obligations under the respective financing agreements, non-transfer or change in ownership without the prior approval of respective airport concessionaires, compliance with the applicable laws and permits as defined in the respective agreements, transfer of airports on termination of agreements or in case of defaults as defined in the respective agreements.
- b) As per the terms of agreements with respective authorities, DIAL, GHIAL and GGIAL are required to pay 45.99%, 4% and 36.99% of the revenue for an initial term of 30, 30 and 35 years which is further extendable by 30, 30 and 20 years respectively and GVIAL is required to pay per passenger fess of ₹ 303/- per domestic passenger and ₹ 606/- per international passenger from 10 anniversary from phase 1 COD on a monthly basis.

## Notes to the consolidated financial statements for the year ended March 31, 2023

- iii. The Group has entered into agreements with the lenders wherein the promoters of the Holding Company and the Holding Company have committed to hold at all times at least 51% of the equity share capital of the subsidiaries and not to sell, transfer, assign, dispose, pledge or create any security interest except pledge of shares to the respective lenders as covered in the respective agreements with the lenders.
- iv. The Group has provided commitment to fund the cost overruns over and above the estimated project cost or cash deficiency, if any, to the lenders of its project stage subsidiaries, to the extent as defined in the agreements executed with the respective lenders.
- v. In respect of its equity investment in East Delhi Waste Processing Company Private Limited, DIAL along with SELCO International Limited has to maintain minimum 51% shareholding for a period of 2 years from the commissioning of the project and thereafter minimum 26% shareholding for next 10 years. The project has been commissioned with effect from April 01, 2017.
- vi. DIAL had entered into call spread option with various banks for hedging the repayment of 6.125% senior secured notes (2022) of USD 288.75 million, 6.125% senior secured notes (2026) of USD 522.60 million which are repayable in February 2022 and October 2026 respectively. Also DIAL has entered into call spread option with bank for hedging the repayment of 6.45% senior secured notes (2029) for USD 500 million borrowings which is repayable in June 2029.

Option Value (in USD Mn)	Period		Call spread range (₹/USD)	Total Premium Payable (₹ in crore)	Premium paid till (₹ in crore)	Premium outstanding as on (₹ in crore)
	From	To			March 31, 2023	March 31, 2023
522.60	December 6, 2016	October 22, 2026	66.85 - 101.86	1,241.30	769.92	471.38
80.00*	February 8, 2017	January 25, 2022	68.00 - 85.00	94.33	94.33	-
208.75*	January 25, 2018	January 25, 2022	63.80 - 85.00	192.28	192.28	-
350.00	June 24, 2019	May 30, 2029	69.25 - 102.25	742.79	273.17	469.62
150.00	February 27, 2020	May 30, 2029	71.75 - 102.25	307.17	99.51	207.66

During the previous year, DIAL has also entered into call spread option with bank for hedging the payment of interest liability on 6.125% senior secured notes (2026) for USD 522.60 million borrowings. During the previous year, DIAL has entered into coupon only hedge with bank for hedging the payment of interest liability on 6.125% senior secured notes (2029) for USD 150 million borrowings.

\*During the previous year, DIAL has cancelled/matured call spread options of USD 288.75 million and call spread option on interest liability for full repayment of borrowings USD 288.75 million.

- vii. As per the terms of Airport Operator Agreement, DIAL is required to pay every year 3% of previous year's gross revenue as operator fee to Fraport AG Frankfurt Airport Services Worldwide.
- viii. Shares of the certain subsidiaries / joint ventures have been pledged as security towards loan facilities sanctioned to the Group.
- ix. As at March 31, 2023, GAL was required to pay ₹ Nil to CARE as annual surveillance fee each year (March 31, 2022: ₹ 0.43 crore) for its rating in relation to Bond issue.
- x. GVIAL is required to pay ₹ 11.60 crore for project development fees within 30 days of the appointed date and also liable to pay licence fees of ₹ 0.00 crore (₹ 20,000/-) per acre per annum increased by 6% every year from appointed date. The appointed date yet to be complied with. Also GVIAL is liable to pay lease rent ₹ 0.00 crore (₹ 20,000/-) per annum during the period of concession.
- xi. Refer Note 38 for commitments relating to lease arrangements.
- xii. Refer Note 7a and 7b with regards to other commitments of joint ventures and associates.

**Notes to the consolidated financial statements for the year ended March 31, 2023**
**c) Contingent liabilities**

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Corporate guarantees*	3,828.79	4,815.28
Bank guarantees outstanding / Letter of credit outstanding	536.35	496.75
Claims against the Group not acknowledged as debts	86.49	115.01
Put Option	59.95	-
Matters relating to income tax under dispute	446.71	423.27
Matters relating to indirect taxes duty under dispute	127.26	249.44

\*This includes corporate guarantees ('CG') jointly extended by GIL and GPUIL, a fellow subsidiary company sanctioned amount of ₹ 2,092.21 crore and outstanding amount of ₹ 1,569.12 crore (March 31, 2022: sanctioned amount of ₹ 3,940.82 crore and outstanding amount of ₹ 2,905.58 crore) in favour of lender's of its subsidiaries and fellow subsidiaries.

Above corporate guarantees include guarantees amount outstanding ₹ 737.13 crore for the loan taken by certain group companies. The Holding Company has approved lending to group companies by way of inter-corporate loans and the same shall be utilized to repay aforementioned outstanding loans of ₹ 737.13 crore against which the Holding Company has given corporate guarantees. Once such loans are repaid by group companies, the corresponding outstanding corporate guarantees reported above shall be reduced by ₹ 737.13 crore.

In addition to the above, the Holding Company had extended certain corporate guarantees sanctioned amount of ₹ 2,353.20 crore and outstanding amount ₹ 2,035.67 crore (discounted amount of ₹ 1,553.12 crore) (March 31, 2022: sanctioned amount of ₹ 4,784.71 crore and outstanding amount ₹ 3,153.00 crore (discounted amount ₹ 2,618.40 crore)) pertaining to the demerged undertaking which have been transferred to GPUIL pursuant to the Scheme. However, the Holding Company has passed board resolutions/ executed undertakings with GPUIL pursuant to which it is in the process of executing guarantees wherein both the Holding Company and GPUIL shall jointly continue to remain liable for the aforementioned guarantees. This guarantee is not yet executed and the same is in further discussion with the lenders.

**Other contingent liabilities**

- The above amounts do not include interest and any other amounts which may be payable till the date of settlements, if any.
- A search under section 132 of the IT Act was carried out at the premises of the Holding Company and certain entities of the Group by the income tax authorities on October 11, 2012, followed by search closure visits on various dates during the year ended March 31, 2013 to check the compliance with the provisions of the IT Act. The income tax department has subsequently sought certain information / clarifications. Block assessments have been completed for some of the companies of the Group and they have received orders/demand from the Income Tax Authorities for earlier years. The management of the Group has filed the appeals with the income tax department against the disallowances made in the assessment orders and believes that these demands are not tenable as it has complied with all the applicable provisions of the IT Act with respect to its operations.
- There are numerous interpretative issues till now relating to the Supreme Court (SC) judgement on PF dated February 28, 2019. The Group, its joint ventures and associates have paid the liability on a prospective basis from the date of SC order. The Group, its joint ventures and associates have not made any provision related to period before the order due to lack of clarity on the subject.
- MSEDCL has raised a legal dispute on GETL at the Central Electricity Regulatory Commission seeking revocation of its trading license on account of failure to supply power. The Group is confident that litigation filed at the CERC by MSEDCL will not hold good as the same is not in accordance with the terms of the LOI and there is no financial implication expected out of this matter. Refer note 32(c).
- Refer note 32(a) with regard to contingent liability of the Group in case of tax demands in GMIAL.
- Refer note 41(iv) and 41 (v) with regard to contingent liability arising out of utilization of PSF(SC) Fund.
- Refer note 7(a) and 7(b) with regards to contingent liabilities of the Group on behalf of joint ventures and associates.
- Refer note 41(xiv) with regards to contingent liabilities on Duty Credit Scrips in DIAL.

## Notes to the consolidated financial statements for the year ended March 31, 2023

9. Refer note 41(xi) with regards to contingent liabilities as regards Annual Fee/Monthly Annual Fee (MAF) payable to AAI in DIAL.
10. Refer note 41(vii) with regards to contingent liabilities as regards revenue sharing on notional Ind AS adjustments.

### 38. Leases

#### a) Finance lease receivables - Group as lessor

Particulars	(₹ in crore)	
	Minimum lease payments	
	March 31, 2023	March 31, 2022
Receivable not later than 1 year	8.00	1.61
Receivable later than 1 year and not later than 5 year	11.06	19.12
Receivable later than 5 year	0.10	-
<b>Gross investment lease</b>	<b>19.16</b>	<b>20.73</b>
Less: Unearned finance income	(3.46)	(4.96)
<b>Present value of minimum lease receivables</b>	<b>15.70</b>	<b>15.77</b>

#### b) Operating leases - Group as lessor

The Group has sub-leased certain assets to various parties under operating leases having a term of 1 year to 45 year. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of leases are renegotiable.

The lease rentals received during the year and the future minimum rentals receivable under non-cancellable operating leases are as follows:

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
<b>Receivables on non- cancellable leases</b>		
Not later than one year	663.48	658.58
Later than one year but not later than five year	2,859.96	2,863.62
Later than five year	23,990.96	25,327.48

#### c) Group as lessee

The Group has entered into certain cancellable operating lease agreements mainly for office premises and hiring equipment's and certain non-cancellable operating lease agreements towards land space and office premises and hiring office equipment's and IT equipment's. The lease rentals paid during the year (included in Note 30) and the maximum obligation on the long term non-cancellable operating lease payable are as follows:

##### Lease liabilities

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Opening balance	116.95	122.25
Addition	104.67	3.67
Other adjustments	0.88	0.18
Interest for the year (including interest capitalised)	14.76	11.08
Repayment made during the year	(23.68)	(20.23)
<b>Closing balance</b>	<b>213.58</b>	<b>116.95</b>
<b>Disclosed as:</b>		
Non - current	190.19	108.10
Current	23.39	8.85

Notes to the consolidated financial statements for the year ended March 31, 2023

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

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Amortisation on right to use asset	16.90	17.09
Interest on lease liability	13.85	11.07
Expenses related to short term and low value lease (included under other expenses)*	28.24	53.85
<b>Total amount recognised in consolidated statement of profit and loss</b>	<b>58.99</b>	<b>82.01</b>

\* Including discontinued operations for the year ended March 31, 2022

Other notes

- i. For right of use assets refer note 6.
- ii. For maturity profile of lease liability refer note 47.

39. Other provisions

(₹ in crore)

Particulars	Provisions for operations and maintenance	Provisions against standard assets	Provision for replacement obligations	Others	Total
<b>As at April 01, 2021</b>	<b>290.58</b>	<b>10.57</b>	<b>10.67</b>	<b>125.16</b>	<b>436.98</b>
Provision made during the year	22.82	1.51	8.48	-	32.81
Notional interest on account of unwinding of financial liabilities	8.01	-	-	-	8.01
Amount used during the year	(46.10)	-	-	(3.43)	(49.53)
Amount reversed during the year	-	(0.15)	-	-	(0.15)
Transfer on account of composite scheme of arrangement (refer note 32(c))	(275.31)	-	-	-	(275.31)
<b>As at March 31, 2022</b>	<b>-</b>	<b>11.93</b>	<b>19.15</b>	<b>121.73</b>	<b>152.81</b>
Provision made during the year	-	-	4.85	-	4.85
Amount reversed during the year	-	(9.29)	-	(2.01)	(11.30)
<b>As at March 31, 2023</b>	<b>-</b>	<b>2.64</b>	<b>24.00</b>	<b>119.72</b>	<b>146.36</b>
<b>Balances as at March 31, 2022</b>					
Current	-	0.40	8.36	121.73	130.49
Non-current	-	11.53	10.79	-	22.32
<b>Balances as at March 31, 2023</b>					
Current	-	0.72	5.09	119.72	125.53
Non-current	-	1.92	18.91	-	20.83

Notes

Provisions for operations and maintenance

During the previous year ended March 31, 2022, based on report by independent agency on road roughness index, the management has revised its assumption about the timing and quantum of the estimated overlay expenditure which has resulted in the reversal of excess provision of ₹ Nil. Also refer note 32 (c) and 34a(vi) .

## Notes to the consolidated financial statements for the year ended March 31, 2023

### Contingent provisions against standard assets

As per regulation 10 of the prudential norms issued by Reserve Bank of India ("RBI"), every Non-Banking Financial Institution i.e. Systematically Important Core Investment Company (CIC-ND-SI) is required to make provision @ 0.40% (March 31, 2022: 0.40%) on all standard assets and as per regulation 9 at other defined percentages for all "sub-standard assets, doubtful assets and loss assets".

In order to comply with the prudential norms, GAL and DSPL, based on the legal opinion, has identified only interest-bearing assets to be considered for provisioning. Accordingly, GAL and DSPL have created provision on standard assets @ 0.40% (March 31, 2022: 0.40%) on inter corporate deposits only.

In addition to above, GAL has also created provision @ 10% on the loan to related party, trade receivables and other receivables, as per the requirement of master directions-core investments Companies (Reserve Bank) Directions.

### Provision for replacement obligations

GACAEL, a subsidiary of the Group, has made provision towards replacement obligations of its Cargo business.

## 40. Additional disclosure pursuant to schedule III of Companies Act 2013

### i) Capital work in progress

As at March 31, 2023

(₹ in crore)

Particulars	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
Project in progress	4,208.32	3,496.43	1,713.59	1,754.58	11,172.92
	<b>4,208.32</b>	<b>3,496.43</b>	<b>1,713.59</b>	<b>1,754.58</b>	<b>11,172.92</b>

As at March 31, 2022

(₹ in crore)

Particulars	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 year	
Project in progress	5,142.28	2,558.72	2,029.28	432.35	10,162.63
	<b>5,142.28</b>	<b>2,558.72</b>	<b>2,029.28</b>	<b>432.35</b>	<b>10,162.63</b>

### ii) Trade receivables

As at March 31, 2023

(₹ in crore)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 months -1 year	1-2 year	2-3 year	More than 3 year	
<b>Undisputed trade receivables</b>							
(i) Considered good	44.90	220.96	44.76	44.22	5.34	8.75	368.93
(ii) Having significant increase in credit risk	-	0.51	0.01	1.41	-	2.27	4.20
(iii) Credit impaired	0.51	-	-	-	-	0.41	0.92
<b>Disputed trade receivables</b>							
(i) Considered good	-	-	-	-	-	-	-
(ii) Having significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>45.41</b>	<b>221.47</b>	<b>44.77</b>	<b>45.63</b>	<b>5.34</b>	<b>11.43</b>	<b>374.05</b>
Loss allowance	(0.51)	(0.51)	(0.01)	(1.41)	-	(2.68)	(5.12)
<b>Total</b>	<b>44.90</b>	<b>220.96</b>	<b>44.76</b>	<b>44.22</b>	<b>5.34</b>	<b>8.75</b>	<b>368.93</b>



Notes to the consolidated financial statements for the year ended March 31, 2023

As at March 31, 2022

(₹ in crore)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 months -1 year	1-2 year	2-3 year	More than 3 year	
<b>Undisputed trade receivables</b>							
(i) Considered good	59.08	252.96	27.44	15.87	14.57	5.61	375.53
(ii) Having significant increase in credit risk	-	0.08	0.61	0.15	0.50	2.59	3.93
(iii) Credit impaired	-	-	-	-	0.09	0.59	0.68
<b>Disputed trade receivables</b>							
(i) Considered good	-	-	-	-	-	-	-
(ii) Having significant increase in credit risk	-	-	-	-	0.09	-	0.09
(iii) Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>59.08</b>	<b>253.04</b>	<b>28.05</b>	<b>16.02</b>	<b>15.25</b>	<b>8.79</b>	<b>380.23</b>
Loss allowance	-	(0.08)	(0.61)	(0.15)	(0.68)	(3.18)	(4.70)
<b>Total</b>	<b>59.08</b>	<b>252.96</b>	<b>27.44</b>	<b>15.87</b>	<b>14.57</b>	<b>5.61</b>	<b>375.53</b>

iii) Trade payables

As at March 31, 2023

(₹ in crore)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 year	
Undisputed	-	363.65	415.20	36.40	8.80	26.64	850.69
Disputed	-	-	-	-	0.09	-	0.09
<b>Total</b>	<b>-</b>	<b>363.65</b>	<b>415.20</b>	<b>36.40</b>	<b>8.89</b>	<b>26.64</b>	<b>850.78</b>

As at March 31, 2022

(₹ in crore)

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 year	
Undisputed	236.25	66.66	191.74	10.96	9.57	27.83	543.01
Disputed	-	0.28	-	0.09	-	-	0.37
<b>Total</b>	<b>236.25</b>	<b>66.94</b>	<b>191.74</b>	<b>11.05</b>	<b>9.57</b>	<b>27.83</b>	<b>543.38</b>

- iv) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- v) The Group does not have any transactions/ balances with companies struck off under section 248 of Companies Act, 2013 to the best of knowledge of Group's management.
- vi) The Group has not traded or invested funds in Crypto currency of Virtual currency.

## Notes to the consolidated financial statements for the year ended March 31, 2023

- vii)** The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,
- viii)** Except for the information given in the table below and excluding entities whose financial statements are consolidated with the Holding Company, the Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understating (whether recorded in writing or otherwise) that the Group shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Date and amount of fund received from Funding parties with complete details of each Funding party					Date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries or ultimate beneficiaries				
S. No.	Name of Funding Party	Loan/ Investment/ Advance	Date	Amount (₹ in crore)	Name of ultimate beneficiary	Loan/ Investment/ Advance	Date	Amount (₹ in crore)	Date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries
1	Aéroports de Paris S.A.	Foreign Currency Convertible Bonds (FCCB's)	March 28, 2023	2,931.77	GMR Generation Assets Ltd.	Loan	March 28, 2023	125.00	NA
2					GMR Generation Assets Ltd.	Loan	March 31, 2023	5.18	NA
3					GMR Highways Ltd.	Loan	March 28, 2023	300.00	NA
4					GMR Highways Ltd.	Loan	March 31, 2023	8.63	NA
5					GMR Energy Trading Ltd.	Loan	March 31, 2023	2.50	NA
6					GMR SEZ Port Holdings Private Ltd.	Loan	March 31, 2023	1.57	NA

We confirm that, we have complied with the provisions of Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act, 2013 (to the extent applicable) for the above transactions. Further, above transactions are contractual in nature and not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003) and any other regulatory compliance.

- ix)** The Group has used borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- x)** The Group has not declared willful defaulter by any bank of financial institution of other lender.
- xi)** The quarterly return/ statement of current assets filed by the Group with bank and financial institutions in relation to secured borrowings wherever applicable are in agreement with books of accounts.

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Quarter and Nature of reporting	Name of bank	Particulars of securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Difference	Reason for material discrepancies
June 30, 2021 - Current Assets	Bank of Baroda	1. Current assets of the Company (DFCC Project Package 202);	648.79	598.88	49.91	The Company files quarterly returns for current assets and current liabilities pertains to Project Package 202 which includes current assets and current liabilities of the Holding Company and GIL SIL JV. The figures included in the table as per books is for the Company. The quarterly statement is further splitted between the Company and GIL SIL JV and the Company figures are reconciled with the books of accounts.
September 30, 2021 - Current Assets			653.68	530.85	122.83	
December 30, 2021- Current Assets		2. The Escrow Account (in the name of GIL-SIL JV) maintained for the purpose of Project Package 202 along with other working capital as well as term loan lenders and equipment financed by Laksmi Vilas Bank ('LVB')	676.01	664.78	11.23	
June 30, 2021 - Current Liabilities			856.85	715.49	141.36	
September 30, 2021 - Current Liabilities			863.66	645.13	218.53	
December 31, 2021 - Current Liabilities			889.04	772.81	116.23	

**xii)** The Group does not have any such transaction which is not recorded in books of account that has been surrendered or disclosed as income during the year in the tax assessments (such as, search or survey or any other relevant provisions) under Income Tax Act, 1961.

**xiii)** The Group is in compliance with the requirement of Section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

**xiv)** Disclosure as per section 186 of Companies Act 2013

The details of loans, guarantees and investments under section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of investments made are given in Note 7(a), 7(b) and 7(c).

(ii) Details of loan given by the company and guarantees issued as at March 31, 2023 and March 31, 2022 refer note 45.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 41. Matters related to certain airport sector entities

- i. During the year ended March 31, 2021, Reserve Bank of India ('RBI') had conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2020 and has issued its report in relation to the said inspection. GAL has sent its replies to the RBI in relation to the observations. Subsequently, GAL has received letters from RBI during the month of June 2021, July 2021 and May 2022 in respect of inspection report for the financial year ended March 31, 2020 and GAL has submitted its responses to RBI in relation to same. Thereafter, RBI has sent additional comments on the replies by GAL on which GAL has filed its reply.

During the year ended March 31, 2022, RBI has conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2021 and has issued its report in relation to the said inspection. GAL has filed its reply to the said inspection and risk assessment report. Subsequently, GAL has received letter from RBI dated December 29, 2022 in respect of inspection report for the financial report for the financial year ended March 31, 2021 and GAL has submitted its response to RBI in relation to the same.

During the Year ended March 31, 2023, RBI has conducted an inspection under section 45N of the Reserve Bank of India Act, 1934 for the financial year ended March 31, 2022 and has issued its report in relation to the said inspection. GAL has filed its reply to the said inspection and risk assessment report.

- ii. **Airport Economic Regulatory Authority ('AERA') DF Order No. 28/2011-12, 30/2012-13 and AERA tariff order No. 03/2012-13 and 57/2020-21 on determination of Aeronautical Tariff was issued on November 14, 2011, December 28, 2012, April 24, 2012 and December 30, 2020 respectively.**

AERA has issued tariff order no 57/2020-21 for third control period ("CP3") starting from April 01, 2019 to March 31, 2024 on December 30, 2020 allowing DIAL to continue with Base Airport Charges ("BAC") +10% tariff for the balance period of third control period. AERA has also allowed compensatory tariff in lieu of Fuel Throughput Charges w.e.f. February 01, 2021 for the balance period of third control period. DIAL had also filed an appeal against some of AERA's decision in third control period order on January 29, 2021 with Telecom disputes settlement and appellate tribunal ("TDSAT").

DIAL's appeal against the second control period ("CP2") is pending before the TDSAT and the same is still to be heard which shall be heard in due course. Also, DIAL in respect of TDSAT

order against first Control period appeal dated April 23, 2018 has filed a limited appeal in the Hon'ble Supreme Court of India on July 21, 2018 and same is still to be heard.

TDSAT at the request of AERA and concurred by DIAL, has agreed to tag CP2 appeal with CP3 appeal. The matter is being sub judice at TDSAT.

- iii. GHIAL had filed an appeal, challenging the disallowance of pre-control period losses and foreign exchange loss on external commercial borrowings, classification of revenues from ground handling, cargo and fuel farm as aeronautical revenues and other issues for determination of aeronautical tariff for the First Control Period ("FCP") commencing from April 01, 2011 to March 31, 2016 by Airport Economic Regulatory Authority ('AERA').

In relation to determination of tariff for the Second Control Period ("SCP"), commencing from April 01, 2016 to March 31, 2021, AERA had issued a consultation paper on November 19, 2017. However, as the aforesaid consultation paper does not address the issues arising out of the FCP, including true up for shortfall of receipt vis-a-vis entitlement for the FCP, GHIAL had filed a writ petition and obtained a stay order from the Hon'ble High Court at Hyderabad in the month of February 2018 in respect of further proceedings in determination of tariff order for the SCP. The Adjudicating Authority, Telecom Disputes Settlement Appellate Tribunal (TDSAT), in its disposal order dated March 06, 2020 has directed AERA to reconsider the issues afresh while determining the aeronautical tariff for the Third Control Period commencing ("TCP") from April 01, 2021.

During the month of August 2021, AERA has issued Tariff Order ("the Order") effective from October 01, 2021 for the TCP commencing from April 01, 2021 to March 31, 2026. GHIAL in the month of September 2021, has filed an appeal against the Order with TDSAT, as the management is of the view that AERA has not considered the outstanding issues of FCP and SCP in determination of aeronautical tariff for the TCP as directed by TDSAT vide its ordered dated March 06, 2020, while continuing to charge the aeronautical tariff as determined by AERA

- iv. a) MoCA had issued orders in the past requiring DIAL to reverse the expenditure incurred, towards procurement and maintenance of security systems/equipment and on creation of fixed assets out of PSF (SC) escrow account opened and maintained by DIAL in a fiduciary capacity. In the opinion of the management DIAL had incurred ₹ 297.25 crore towards capital expenditure (excluding related maintenance expense and interest thereon) till the date of

**Notes to the consolidated financial statements for the year ended March 31, 2023**

order out of PSF (SC) escrow account as per Standard Operating Procedure (SOPs), guidelines and clarification issued by MoCA from time to time on the subject of utilization of PSF (SC) funds and as such had challenged the said order before Hon'ble High court of Delhi.

MoCA in its order had stated that approximate amount of reversal to be made by DIAL towards capital expenditure and interest thereon amounting to ₹ 295.58 crore and ₹ 368.19 crore respectively, subject to the order of the Hon'ble High court of Delhi. The Hon'ble High Court of Delhi, vide its order dated March 14, 2014, stayed recovery of amount already utilized by DIAL from PSF (SC) Escrow Account till date. The matter is now listed for hearing on August 08, 2023.

Based on an internal assessment, the management of DIAL is of the view that no adjustments are required to be made in the books of accounts.

However, 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 ₹ 119.66 crore to PSF (SC) for transfer of screening assets from PSF (SC) to DIAL with an undertaking to MoCA that in case the matter pending before the Hon'ble High Court is decided in it's the DIAL's favour, it will not claim this amount back from MoCA.

- b) The Ministry of Civil Aviation (MoCA) issued a Circular dated January 08, 2010 giving fresh guidelines regarding the expenditure which could be met out of the PSF (SC) and subsequently clarified by MoCA vide order dated April 16, 2010. Based on the said circular, DIAL is not debiting such security expenditure to PSF (SC) escrow account. Further, vide circular dated May 17, 2012, it was further directed that any such expenditure already debited was required to be credited back to PSF(SC) account. However, security expenditure amounting to ₹ 24.48 crore was already incurred prior to April 16, 2010 and was debited to PSF (SC) account.

DIAL had challenged the said circulars issued by MoCA before the Hon'ble High Court of Delhi by way of a Writ Petition. The Hon'ble Court, vide its order dated December 21, 2012, had restrained MoCA from taking any coercive measures in the form of initiation of criminal proceedings against DIAL and the matter is now listed on September 19, 2023.

Based on an internal assessment and aforesaid order of the Hon'ble High Court of Delhi, the management is confident that no liability in this regard would be payable and as such no provision has been made in these consolidated financial statements.

- v. a) The Ministry of Civil Aviation (MoCA) had issued orders in 2014, requiring the Airport Operators to reverse the expenditure incurred from PSF (SC) Fund towards (a) procurement and maintenance of security systems/equipment; (b) construction of other long lived assets (refer note (b) below) along with interest till date of reversal. GHIAL had utilised approximately ₹ 142.00 crore towards the aforesaid expenses till March 31, 2018, excluding related maintenance expense, other costs and interest thereon which is presently unascertainable. The Comptroller and Auditor General, during their audits of PSF (SC) fund, observed that the funds utilised by GHIAL is contrary to the directions issued by MoCA. Management is of the opinion that the utilisation of funds from PSF(SC) escrow account is consistent with the Standard Operating Procedures, guidelines and clarification issued by the MoCA from time to time on the subject of utilization of PSF (SC) funds.

As the above order, in management's opinion, is contrary to and inconsistent with SOPs, guidelines and clarification issued by the MoCA from time to time in this regard, GHIAL had challenged the said order vide writ petition before the Hon'ble High court of Andhra Pradesh. The Hon'ble High Court, vide its order dated March 03, 2014 followed by further clarifications dated April 28, 2014 and December 24, 2014, stayed the MoCA order with an undertaking that, in the event the decision of the writ petition goes against GHIAL it shall restore the PSF (SC) Fund to this extent. The matter is currently sub judice with the Hon'ble High Court of Telangana.

Based on the internal legal assessments, GHIAL's management is of the view that no further adjustments are required to be made, in this regard to the accompanying consolidated financial statements for the year ended March 31, 2023.

- (b) As per the advice from the Ministry of Home Affairs and the Standard Operating Procedures ('SOP') issued by MoCA on March 06, 2002, GHIAL, through its erstwhile wholly owned subsidiary, Hyderabad Airport Security Services Limited ('HASSL' liquidated on September 20, 2019)

## Notes to the consolidated financial statements for the year ended March 31, 2023

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 and related finance cost amounting to ₹ 113.73 crore till March 31, 2018 was debited to the PSF (SC) Fund with corresponding 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 08, 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. Pending final outcome of the matter from Hon'ble High Court of Telangana,

residential quarter continued to be accounted under PSF(SC) Fund and no adjustments have been made to the accompanying consolidated financial statements for the year ended March 31, 2023.

- vi. DIAL has received Advance Development Costs (ADC) from various Developers at Commercial Property District towards facilitating the development of common infrastructure there in. As per the term of the agreement, DIAL will facilitate the development of common infrastructure upon receipt of advance towards development cost in accordance with the instructions and specifications in the agreement. Further DIAL has no right to escalate the development cost and in case DIAL does not utilize any portion of the advance development cost towards development of any infrastructure facility, the same shall be returned to the Developers upon earlier of the expiry of the initial term of agreement or upon termination of the development agreement. The status of fund balance is as below:

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
ADC Funds Received *	953.85	848.85
Funds Utilized for Common Infrastructure Development (including refund of ADC)	689.80	637.39
Fund Balance disclosed under "other liabilities"	264.05	211.46

\* During the year ended March 31, 2023, DIAL has received ₹ 105.00 crore (March 31, 2022: ₹ 168.71 crore), for common infra development from Developers.

- vii. 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 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, have provided for MAF / CF on the basis of revenue adjusted for such incomes/ credits. Detail of such incomes / credits for the year ended March 31, 2023 and March 31, 2022 are as under:

**Notes to the consolidated financial statements for the year ended March 31, 2023**

(₹ in crore)

Description	DIAL		GHIAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Construction income from commercial property developers	32.84	9.11	-	-
Discounting on fair valuation of deposits taken from commercial property developers	44.01	36.40	-	-
Discounting on fair valuation of deposits taken from concessionaires	69.88	71.41	5.40	6.35
Discounting on fair valuation of deposits given	0.72	0.98	0.10	0.25
Significant financing component on revenue from contract with customers	-	-	0.64	1.10
Impact on account of straight lining of lease rentals	-	-	4.53	4.71
Income arising from fair valuation of financial guarantee	-	-	1.82	2.54
Income from government grant	-	-	5.27	5.27
Amortisation of deferred income	-	-	0.22	0.26
Fair value on financial instruments at fair value through profit and loss	1.09	-	-	-
Interest income on financial assets carried at amortised cost	6.50	-	-	-
Discounting of profit on relinquishment of assets rights	40.43	-	-	-

Other income of ₹ 59.57 crore (₹ 100.00 crore as per erstwhile IGAAP) towards profit on relinquishment of assets rights is also excluded from revenue for the calculation of annual fees for the year ended March 31, 2023.

DIAL has accrued revenue on straight lining basis, in accordance with Ind AS 116, Annual fees on this revenue is also provided which is payable to AAI in future years on actual realization of revenue as below:

(₹ in crore)

Description	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations	259.52	419.00
Annual Fees to AAI	119.36	192.70

Further, DIAL has also provided the "Airport Operator Fees" included in "Other expenses" based on "Gross revenue" for the period, after excluding the income/ credits from above transactions.

- viii. DIAL is collecting "Marketing Fund" at a specified percentage from various concessionaires as per the agreement with respective concessionaires and to be utilized towards sales promotional activities as defined in such agreements in accordance with the Marketing Fund policy adopted by the DIAL. As at March 31, 2023, DIAL has accounted for ₹ 229.23 crore (March 31, 2022: ₹ 196.30 crore) towards such Marketing Fund and has incurred expenditure amounting to ₹ 183.48 crore (March 31, 2022: ₹ 155.66 crore) (net of income on temporary investments) till March 31, 2023 from the amount so collected. The balance amount of ₹ 45.74 crore pending utilization as at March 31, 2023 (March 31, 2022: ₹ 40.63 crore) against such
- ix. sales promotion activities is included under "Other current liabilities" as specific fund to be used for the purposes to be approved by the Marketing fund committee constituted for this purpose as per Marketing Fund Policy
- During the financial year ended March 31, 2019, GHIAL had entered into a term loan facility arrangement with Yes Bank Limited ("YBL" or "Bank"), to avail term loan of ₹ 4,200 crore, and had incurred an up-front processing fee of ₹ 63.00 crore. However, in view of certain developments, the Bank expressed its inability to extend the loan, and accordingly on April 21, 2020, the arrangement was terminated. Further YBL vide their letter dated June 09, 2020 acknowledged the receipt of request from GHIAL for refund of the aforesaid up-front fees and to present the GHIAL's request to the appropriate committees for approvals. Further, management had obtained legal opinion from an independent lawyer regarding the GHIAL's right to receive the

## Notes to the consolidated financial statements for the year ended March 31, 2023

refund of upfront fee and accordingly had considered the amount recoverable in full as of March 31, 2022.

However, owing to the delays in obtaining requisite approvals by the Bank for processing of upfront fee, which is still pending as of the date of adoption of these consolidated financial statement, the management has assessed and written-off the carrying value of upfront processing fee receivable during the year ended March 31, 2023.

- x. Based on the legal opinion taken, the management is of the view that the Annual Fee payable to AAI should be based upon "Revenue" as defined under OMDA instead of on Gross Receipts credited to the statement of profit and loss (with certain exclusions). The matter was in dispute with the AAI. DIAL had received the award of arbitral tribunal on July 16, 2022. Pursuant to the award, AAI inter alia is required to amend the scope of Independent Auditor to enable the determination of amount of excess annual fee paid by DIAL from June 21, 2015 to the date of arbitral award and such determination was directed to be completed within 3 month from the date of award. However, AAI has instead filed a petition with Hon'ble Delhi High Court under section 34 of The Arbitration and Conciliation Act, 1996 for setting aside the Arbitral Award. Arguments were heard on February 03, 2023, on interim stay application filed by AAI and the hon'ble court in the interim has provided that while the process to be undertaken by the Independent Auditor in terms of majority award in respect of claim no. 78 (d) shall continue, its findings shall not be given effect to nor shall refunds become payable in terms thereof till the final disposal of the matter. All liabilities of parties for the period prior to the present order shall continue as per the revenue sharing understanding which prevailed prior to the impugned award being rendered.

DIAL has partly concluded its arguments which will further continue on next date of hearing scheduled for July 07, 2023.

- xi. DIAL issued various communications to Airport Authority India ("AAI") from the month of March 2020 onwards inter-alia under Article 16 (Force Majeure) and informed AAI that consequent to outbreak of Covid-19 pandemic, the entire aviation industry, particularly the Indira Gandhi International ("IGI") Airport has been adversely affected. It was specifically communicated that the said crisis has materially and adversely affected the business of DIAL which in turn directly impacts the performance of DIAL's obligations under the Operation Management Development Agreement ("OMDA") (including obligation to pay Annual Fee/ Monthly Annual Fee) while it is continuing to perform its obligation to operate, maintain and manage the IGI Airport. DIAL

thereby invoked Force Majeure post outbreak of COVID-19 "A Pandemic" as provided under Article 16 of OMDA and claimed that it would not in a position to perform its obligation to prepare Business Plan and pay Annual Fee/ Monthly Annual fee to AAI. The said event(s) of Force Majeure had also been admitted by AAI in its communication to DIAL. Consequently, DIAL is entitled to suspend or excuse the performance of its said obligations to pay Annual Fees/ Monthly Annual Fees as notified to AAI. However, AAI has not agreed to such entitlement of DIAL under OMDA. This has resulted in dispute between DIAL & AAI and for the settlement of which, DIAL has invoked on September 18, 2020 dispute resolution mechanism in terms of Article 15 of OMDA. Further, on December 02, 2020, DIAL again requested AAI to direct the ICICI Bank (Escrow Bank) to not transfer the amounts from Proceeds Accounts to AAI Fee Account, seeking similar treatment as granted by Hon'ble High Court of Delhi to Mumbai International Airport Limited.

In the absence of response from AAI, DIAL approached Hon'ble High Court of Delhi seeking certain interim reliefs by filing a petition u/s 9 of Arbitration & Conciliation Act on December 05, 2020 due to the occurrence of Force Majeure event due to outbreak of COVID 19 and its consequential impact on business of DIAL, against AAI and ICICI Bank (Escrow Bank). The Hon'ble High Court of Delhi vide its order dated January 05, 2021 has granted ad-interim reliefs with following directions:

- The ICICI Bank is directed to transfer back, into the Proceeds Account, any amount which may have been transferred from the Proceeds Account to the AAI Fee Account, after December 09, 2020,
- Transfer of moneys from the Proceeds Account to the AAI Fee Account, pending further orders, shall stand stayed and DIAL can use money in Proceeds Account to meet its operational expenses.

Meanwhile with the nomination of arbitrators by DIAL and AAI and appointment of presiding arbitrator, the arbitration tribunal has been commenced from January 13, 2021. The final arguments before arbitration tribunal were closed in February and March 2023 and final order of Arbitration Tribunal is awaited.

Before DIAL's above referred section 9 petition could be finally disposed off, AAI has preferred an appeal against the ad-interim order dated January 05, 2021 under section 37 of the Arbitration and Conciliation Act, 1996 before division bench of Hon'ble High Court of Delhi which is listed for considerations and arguments.

In compliance with the ad-interim order dated January 05, 2021,



## Notes to the consolidated financial statements for the year ended March 31, 2023

AAI has not issued any certificate or instructions to the Escrow Bank from December 09, 2020 onwards regarding the amount of AAI Fee payable by DIAL to AAI, as contemplated under the Escrow Agreement and the OMDA. Resultantly both pursuant to the ad-interim order of Hon'ble High Court of Delhi and in the absence of any certificate or instruction from AAI, the Escrow Bank has not transferred any amount pertaining to AAI Fee from Proceeds Account to AAI Fee Account of the Escrow Account from December 09, 2020 onwards.

Basis the legal opinion obtained, DIAL is entitled to not to pay the Monthly Annual fee under article 11.1.2 of OMDA to AAI being an obligation it is not in a position to perform or render on account of occurrence of Force Majeure Event, in terms of the provisions of Article 16.1 of OMDA till such time DIAL achieves level of activity prevailing before occurrence of Force majeure. Further, DIAL has also sought relief for refund of MAF of an amount of ₹ 465.77 crore appropriated by AAI for the period starting from March 19, 2020 till December 2020.

In view of the above, the management of DIAL had not provided the Monthly Annual Fee to AAI for the period April 01, 2020 to March 31, 2022 amounting to ₹ 1,758.28 crore.

As AAI had already appropriated the Monthly Annual Fee amounting to ₹ 446.21 crore from April 01, 2020 till December 09, 2020, which DIAL had already protested, the same had been shown as Advance to AAI paid under protest. However, since the recovery of this amount is sub-judice before the Hon'ble Delhi High Court and the arbitral tribunal, as a matter of prudence, DIAL had decided to create a provision against above advance and shown the same in other expenses during the year ended March 31, 2021.

As an interim arrangement the Parties (DIAL and AAI) by mutual consent and without prejudice to their rights and contentions in the dispute before the arbitral tribunal, have entered into a settlement agreement dated April 25, 2022, for the payment of Annual Fee/ Monthly Annual Fee (AF/ MAF) with effect from April 2022, prospectively. Accordingly, DIAL is paying the MAF to AAI w.e.f. April 01, 2022 onwards as per approved Business Plan.

Consequent to this interim arrangement, both DIAL and AAI have filed copy of the Agreement in their respective petition and appeal before Hon'ble Delhi High Court and have withdrawn the pending proceedings. This arrangement is entirely without prejudice to the rights and contentions of the parties in respect of their respective claims and counter claims in the pending

arbitration proceedings, including the disputes in respect of payment/ non-payment of MAF from March 19, 2020 onwards, till such time as provided in Article 16.1.5 (c) of OMDA.

- xii. The Hon'ble Orissa High Court vide Judgement in W.P. No.20463/2018, in the case of Safari Retreats Private Limited, observed that the GST provisions under Section.17(5) (c) and (d) w.r.t input tax credit eligibility are not in line with the objective of the Act to allow seamless credit where such input services are used to provide taxable output services and accordingly, it was held that if an assessee is required to discharge GST on the rental income, it is eligible to avail the Input Tax Credit (ITC) of GST paid on the goods or services or both by a taxable person for construction of an immovable property, when they are used in the course or furtherance of business. DIAL is engaged in the operation of Airport, it renders taxable Output Services in the nature of Landing and Parking Charges, hanger services, Charges for use of Terminal facilities, refuelling facilities, licensing of space for various aeronautical and non- Aeronautical charges being its output supplies which are subject to output GST. Hence, DIAL in view of the favourable judgment of Orissa High Court in the case of Safari Retreats Private Limited DIAL has availed the Input Tax Credit accumulated in respect of the Input goods and Services supplied for the construction of Airport facilities as part of Phase 3A expansion project and regular operations. Further, department has filed Special leave to appeal before Hon'ble Supreme Court of India against the judgement of Hon'ble Orissa High Court CWP No.20463/2018, where leave has been allowed without Stay of operation of the judgment. Thus relying upon the favourable ruling of Orissa High Court which is a binding law and enforceable across all jurisdictions, the management decided to avail the Input Tax Credit in the GST Returns and books for the respective periods, however, without the utilization of the said the input tax credit, pending the outcome of the judgement of Hon'ble Supreme Court of India. Further a Writ Petition has also been filed by DIAL in the matter before Delhi High Court on July 10, 2020, for ITC claim to be allowed of GST in respect of the civil works i.e. works contract service and goods and services received by DIAL for construction of immoveable property used for providing output taxable supplies. The writ was heard by the Hon'ble High Court on July 29, 2020 and has issued notice to the respondents. Accordingly, the matter was heard on various dates and upon mentioning the Court has directed to list the batch matters for hearing on merits in last week of July, 2023 within first five matters, it may be listed accordingly. Further the intervention application filed by DIAL in the main SLP No.26696/ 2019 will be heard together.



## Notes to the consolidated financial statements for the year ended March 31, 2023

Considering that, the final decision in the SLP No.26696/2019 filed by Union of India and other connected matters, may take longer time, the management has taken a considered view for recognition of the project expenditure in terms of the prudent accounting principles and prevailing circumstances and also in view of the fact that various developmental activities under the Phase 3A expansion project are under completion and currently being capitalised as CWIP, the said expenditure including the value of Input Tax Credit pertaining to the Civil Works needs to be capitalised during the year ended March 31, 2023. However, the management reserves its right to claim ITC in case of favourable decision from the Supreme Court on the above issue. Accordingly, GST ITC on civil works amounting to ₹ 997.13 crore accumulated till March 31, 2023 (March 31, 2022: ₹ 754.78 crore) has been reversed from GST recoverable account and now capitalized against the respective assets/capital work in progress in the books on accounts during financial year ended March 31, 2023.

Further in GHIAL, GST ITC on civil works amounting to ₹ 513.12 crore accumulated till March 31, 2023 (March 31, 2022: ₹ 451.21 crore) has been reversed from GST recoverable account and now capitalized against the respective assets/capital work in progress in the books on accounts during financial year ended March 31, 2023.

Further in GGIAL, GST ITC on civil works amounting to ₹ 368.24 crore accumulated till March 31, 2023 (March 31, 2022: ₹ 193.12 crore) has been reversed from GST recoverable account and now capitalized against the respective assets/capital work in progress in the books on accounts during financial year ended March 31, 2023.

xiii. GHIAL has recognized, deferred tax asset comprising of Minimum Alternate Tax (MAT) credit entitlement and unabsorbed business losses aggregating to ₹ 546.36 crore (March 31, 2022: ₹ 560.92 crore) as at March 31, 2023. GHIAL based on the future taxable income expects to adjust these amounts against the projected taxable profits. The ultimate realisation of the deferred tax asset is dependent upon the generation of future taxable income projected by considering the applicable tariff order for the Third Control Period and the anticipated tariff orders for the subsequent control periods, estimated revenues and expenses of the business, scheduled reversals of deferred tax liabilities and tax planning strategy. As the recoverability of deferred tax assets is based on estimates of future taxable income including projected aeronautical tariff revenue which involved determination of applicable tariff orders

by AERA and being a subject matter of litigations as detailed in note 41(iii), any changes in such future taxable income could impact its recoverability. However, basis the sensitivity analysis performed, management believes that any reasonable possible change in the key assumptions would not effect GHIAL's ability to recover the deferred tax asset within the specified period as per the provisions of Income Tax Act, 1961.

xiv. DIAL was entitled to custom duty credit scrip under Served from India Scheme (SFIS) of Foreign Trade Policy issued by Government of India. Under the terms of SFIS, service providers are entitled to custom duty credit scrip as a percentage of foreign exchange earned by DIAL that can be utilized for payment of import duty. Till March 31, 2014, DIAL had cumulatively utilized custom duty credit scrip amounting to ₹ 89.60 crore, in lieu of payment of import duty in respect of import of fixed assets (including capital work in progress) and accounted the same as grant as per para 15 of erstwhile Accounting Standard 12 and adjusted the same against certain expenditure which in its view are related to obtaining such custom duty credit scrip entitlements. Basis the opinion of the Expert Advisory Committee ('EAC') of the Institute of Chartered Accountants of India.

However, Airport Authority of India ('AAI') has expressed different view on this and argued that amount utilized under SFIS should be treated as revenue and accordingly annual fee on amount of ₹ 89.60 crore is payable to AAI.

DIAL had filed a writ petition against the AAI's letter in Hon'ble High Court of Delhi on July 10, 2015 disputing the demand and prayed for quashing of demand by AAI. Hon'ble High Court has granted the interim relief and disposed the writ petition with a direction to DIAL to seek remedy under the provisions of Arbitration law.

The matter was contested in arbitration before Arbitral Tribunal and arbitration award was pronounced in favour of DIAL on December 27, 2018, mentioning that the income earned by way of SFIS Scrip does not fall under the definition of Revenue as per OMDA as it is not related with any Aeronautical or Non-Aeronautical activities and it is of the nature of capital receipt. Accordingly, no annual fee is payable to AAI by DIAL on SFIS revenue and demand of AAI for annual fee stands rejected. However, AAI has filed an appeal challenging the order of Arbitral Tribunal before the High Court of Delhi on April 25, 2019 for setting aside the arbitration award dated December 27, 2018. The matter is now listed on August 3, 2023 for arguments.

xv. Bureau of Civil Aviation (BCAS), through its order dated April

## Notes to the consolidated financial statements for the year ended March 31, 2023

28, 2010, decided that there shall be a Sterile Cargo Holding Area at the airports. The access to cargo processing area will be regulated by airport entry permits issued by BCAS. Accordingly, Central Industrial Security Force (CISF) personnel were deployed as per the instructions of BCAS and the security charges includes accrual of security cost of CISF personnel W.e.f. July 01, 2019 vide AIC No.15/2019 dated June 19, 2019, the collection of Passenger Service Fee (Security Component) is replaced with Aviation Security Fee (ASF). ASF will be collected and remitted by airlines to the National Aviation Security Fee Trust (NASFT). All expenses relating to CISF will be met through NASFT directly. Accordingly, based on the communication from GHIAL, GACAEL has discontinued recognition of salary provision of CISF personnel deputed at cargo terminal from July 01, 2019. The management of GACAEL is confident that there would be no additional liability other than the amount accrued in the books of account.

- xvi. During the year ended March 31, 2017, the Delhi Cantonment Board (DCB) had raised provisional invoice demanding property tax of ₹ 9.01 crore in respect of vacant land at IGI Airport for the financial year ended March 31, 2017. However, based on same computation method as used for payment of property tax to South Delhi Municipal Corporation (SDMC), DIAL has made payment towards property tax for financial year ended March 31, 2017 to the financial year ended March 31, 2022 along with request to DCB to withdraw its demand. DCB has raised provisional invoice on April 29, 2019 and Notice of demand dated November 01, 2019 demanding property tax of ₹ 10.73 crore for the financial year ended March 31, 2020 along with arrears of ₹ 28.78 crore. Accordingly, DIAL has disclosed remaining amount of ₹ 38.41 crore in respect of financial year ended March 31, 2017 to financial year ended March 31, 2020 as contingent liability.

DIAL has obtained a legal opinion; wherein it has been opined that liability w.r.t. earlier years cannot be ruled out. As DCB has not raised any demand for earlier years, and DIAL has submitted its application for adopting the same computation method as considered by SDMC, while arriving at the demand for the financial year ended March 31, 2017, the amount of liability for earlier years is unascertainable, and therefore no provision has been considered.

DIAL had filed a writ petition before the Hon'ble Delhi High court against DCB to set aside the impugned demand notices. The Hon'ble Delhi High court heard the matter on December 02, 2019 and directed to be keep in abeyance the impugned

demand notices and directed DCB to grant a detailed hearing to DIAL, upon filing a representation before the DCB, subject to deposit a sum of ₹ 8.00 crore. In compliance of High Court order, DIAL had deposited a sum of ₹ 8.00 crore under protest on December 20, 2019.

However, despite many representations made by DIAL and ignoring all contentions of DIAL, DCB had passed an assessment order dated June 15, 2020 levying the property tax of ₹ 867.21 crore per annum against its earlier assessment of tax of ₹ 9.13 crore per annum and raised the total demand of ₹ 2,601.63 crore for three year i.e. 2016-17 to 2018-19 and DIAL has been directed to pay ₹ 2,589.11 crore after making due adjustments of amount already deposited. The order was in violation of the earlier order dated December 02, 2019 passed by the Hon'ble High Court of Delhi and was in breach of the provisions of the Cantonments Act. Accordingly, DIAL filed a Writ Petition on July 20, 2020 before the High Court of Delhi challenging the assessment order dated June 15, 2020. The writ petition was heard on various dates in which Honourable Delhi High Court directed DCB not to take any coercive action against DIAL till next hearing. Pending writ petition, DCB had assessed additional demand of property tax for ₹ 1,733.32 crore for the financial year ended March 31, 2020 and financial year ended March 31, 2021 after considering amount paid by DIAL and had filed its additional affidavit for consideration for the financial year ended March 31, 2020 and financial year ended March 31, 2021 in present writ petition. The matter was heard on February 27, 2023 and Ministry of Home Affairs and Ministry of Civil Aviation along with AAI sought 4 weeks time for filing affidavits and the court approved the request for it. The matter was heard was on May 25, 2023 and Hon'ble Court has directed both party to come with amicable solution. The hearing is adjourned to next date of July 27, 2023.

Basis internal assessment done by the management and legal advice obtained from external legal experts, the management believes that the likelihood of an outflow of resources is remote.

- xvii. a) During the year ended March 31, 2023, GMR Airports International BV (GAIBV), a step down subsidiary of the Company, has entered into definitive agreements with Aboitiz Infra Capital Inc (AIC), for AIC to acquire shares in GMR-Megawide Cebu Airport Corporation (GMCAC) along with identified associates and upon completion of all customary approvals, GAIBV has received cash consideration of PHP 9.4 billion (USD 167.96 mn) (including exchangeable notes which as per the agreements are exchangeable against GAIBV's balance equity in GMCAC

## Notes to the consolidated financial statements for the year ended March 31, 2023

on October 31, 2024). Further, GAIBV is also entitled for additional deferred consideration based on subsequent yearly performance of GMCAC for next four consecutive years beginning from January 2023. Consequent to closure of 1<sup>st</sup> tranche transaction and receipt of consideration towards stake sale of non-lock share of GMCAC, the Group has recognized gain of ₹ 143.39 crore and gain of ₹ 195.86 crore towards fair value of deferred consideration. The same has been disclosed in exceptional item. The balance investment in GMCAC will continue to be classified as Investment accounted for using equity method.

- b) DIAL has billed National Aviation Security Fees Trust ("NASFT") for lease rentals towards the land and space provided as barrack accommodation to CISF staff deployed at IGI Airport charging at the rates as per the principle defined in the State Support Agreement ("SSA") entered along with OMDA.

However, NASFT has refused to pay DIAL for the rentals for land and space billed for financial year ended March 31, 2021 and March 31, 2022 and advised DIAL not to raise any invoices towards rentals for financial year March 31, 2023 citing that rentals are charged at high rate and any expenses incurred by Airport operator for construction of such accommodation should be claimed as part of Regulatory Asset Base (RAB). DIAL has raised objection on the stand taken by NASFT arbitrarily, which is not in line with SSA. However, NASFT has not accepted the submissions made by DIAL and has withheld the payment for land and space rentals for the financial years ended March 31, 2022 and March 31, 2023.

In view of the above, DIAL has decided not to raise any invoices for the financial year ended March 31, 2023 and has written off the lease receivables pertaining to these areas recognized earlier until financial year ended March 31, 2022 and has disclosed the amount of ₹ 54.14 crore as an "Exceptional item" in these Consolidated financial statements.

- c) DIAL has entered into development agreements ("Development Agreements") with five developers collectively referred as Bharti Reality SPV's ("Developers") on March 28, 2019 ("Effective date") granting the Developers the right during the term for developing 4.89 million square feet commercial space from the Effective Date subject to the receipt of applicable permits. As per the terms of Development Agreements, DIAL was entitled

to receive interest free refundable security deposit ("RSD"), advance development cost ("ADC") and the annual lease rent ("ALR") in certain manner and at certain times as stated in the respective Development Agreements.

With respect to the receipt of applicable permits, the approval of Concept Master Plan ("CMP") was received from Delhi Urban Art Commission (DUAC) in March 2021. Thereafter, a sudden surge in Covid-19 cases emerged in India affecting the entire economy. Accordingly, DIAL was not in a position to effectuate the transaction and seek payment of ALR, balance amount of RSD and ADC from the Developers until August 2021.

On August 27, 2021, basis the CMP, DIAL has entered into certain modifications w.r.t. area and date of commencement of lease rental for the three Developers. As per amended agreements, lease rentals have started with effect from September 01, 2021 for modified area of 2.73 million square feet (approx.).

Accordingly, considering the above and the amendment with three Developers as Lease Modification, lease receivables (including unbilled revenue) of ₹ 678.04 crore accrued until August 2021 had been adjusted to balance lease period, in accordance with recognition and measurement principles under Ind AS 116 "Leases". Consequently, DIAL has also carried forward the provision of annual fee to AAI of ₹ 211.35 crore corresponding to straight lining adjustments of Ind AS 116 which will get adjusted in future in line with Lease receivables.

In respect of Development agreements with two Developers for balance area of 2.16 million square feet (approx.), the asset area will be identified by DIAL not later than February 28, 2023, as per mutual understanding vide agreement dated August 27, 2021. Accordingly, all payments will be due basis the handover of asset area. Pending identification of asset area and effectiveness of lease, DIAL has reversed the lease receivables (including unbilled revenue) of ₹ 462.33 crore pertaining to these two developers recognized earlier until August 2021 in accordance with recognition and measurement principles under Ind AS 116 "Leases". Further, DIAL has also reversed the provision of annual fee to AAI of ₹ 144.11 crore corresponding to the straight lining adjustments of Ind AS 116 recognized earlier until August 2021. Further, DIAL has also made the required adjustments of RSD as per Ind AS 109, reversing the discounting impact amounting to ₹ 6.94 crore in consolidated statement of profit and loss. The net amount of ₹ 325.16 crore is disclosed as an "Exceptional item" in the consolidated financial statements of the Group during for the year ended March 31, 2022.

## Notes to the consolidated financial statements for the year ended March 31, 2023

- xviii. The Government of India announced Services Export from India Scheme (SEIS) under Foreign Trade Policy (FTP) 2015-20 under which the service provider of notified services is entitled to Duty Credit Scrips as a percentage of net foreign exchange (NFE) earned. These Scrips either can be used for payment of basic custom duty on imports or can be transferred/traded in the market.
- DIAL is of the view that the Scrips received under SEIS are in nature of Government Grant and is similar to the Scrips received earlier under Served from India Scheme (SFIS) of Foreign Trade Policy 2010-15. Hence, in view of the Arbitral Order dated December 27, 2018 in case of SFIS Scrip, the Income from SEIS Scrip is out of the purview of revenue definition as per OMDA. Accordingly, management believes that, no Annual Fee is payable as per the provisions of OMDA, and has not been provided in these consolidated financial statements.
- However, Revenue Auditor appointed by AAI have considered the same as Revenue under OMDA and accordingly, AAI has asked DIAL to pay revenue share on this revenue and withheld the amount of ₹ 43.21 crore from excess MAF payment in FY 2019-20.
- DIAL had shown aforementioned amount of ₹ 43.21 crore as part of advances recoverable from AAI during the financial year ended March 31, 2022. Though DIAL had been following up continuously with AAI for adjustment/ refund of the said advances, however, despite several follow up AAI had not refunded/ adjusted the same in past 2 years.
- Consequently, pending the settlement of High Court on similar matter related to SFIS scrips (on which arbitration award was in DIAL's favour), and considering the delay and non-action on part of AAI to refund the said amount, as a matter of prudence, DIAL had provided for the entire amount of ₹ 43.21 crore in the consolidated statement of profit and loss as Provision against Advance recoverable from AAI during financial year 2021-22.
- xix. Mihan India Limited (MIL) issued the bid for upgradation, modernisation, operation and maintenance of Dr. Babasahab Ambedkar International Airport, Nagpur ("Concession Agreement"). The Holding Company was the successful bidder and was issued the LOIA but on March 19, 2020 MIL issued a letter to GAL and annulled the process of bidding and did not execute the Concession Agreement.
- GAL & GNIAL filed a Writ Petition W.P. No. 1343 of 2020 against MIL & Govt. of Maharashtra, before High Court of Bombay, Nagpur Bench seeking a Writ of Mandamus directing the Respondents to expedite the execution of Concession Agreement. On March 02, 2021 the matter was disposed of as infructuous in view of letter dated March 19, 2020 issued by MIL, with a direction that the points raised in this writ can be raised in the another writ by filing an additional affidavit.
- GAL & GNIAL filed W.P. No. 1723 of 2020 before High Court of Bombay, Nagpur Bench. The Prayer of GAL was allowed vide order dated August 18, 2021; the impugned order dated March 19, 2020 is quashed and set aside; and the Respondent MIL was directed to execute Concession Agreement and complete further formalities with the petitioner (SPV) within a period of 6 week from the date of issue of this order.
- Subsequently, MIL has filed SLP No. 15556/2021, Govt. of Maharashtra (GoM) filed SLP.16737/2021, Ministry of Civil Aviation (MoCA) filed SLP.Dairy Number. 23477/2021, Airport Authority of India (AAI) filed SLP. Dairy Number 23479/2021 in the Supreme Court of India, on September 27, 2021 and on different dates against the judgement passed by Nagpur High Court in W.P. No. 1723 of 2020 dated August 18, 2021.
- The SLPs filed by MIL, GOM, AAI and MoCA have been heard finally by the Hon'ble Supreme Court on March 24, 2022 and reserved for judgement. The Hon'ble SC upheld the judgment of the Nagpur High Court on May 09, 2022 and dismissed all the 4 SLPs filed by GoM, AAI, UOI and MIL. The Hon'ble SC dismissed the Review Applications filed by MIL, AAI and GoM on August 12, 2022. A Curative Petition has been filed by AAI and the same is under adjudication. Further, Curative Petition filed by Ministry of Civil Aviation (MOCA) has been dismissed by Honorable Supreme Court of India.
- GNIAL requested MIL and GoM to take steps to execute Concession Agreement with GNIAL at the earliest and awaiting response.
- xx. The board of Directors of the Holding Company vide their meeting dated March 17, 2023 has approved the settlement regarding Bonus CCPS B, C and D between the Holding Company, GMR Airports Limited and Shareholders of GMR Airports Limited wherein cash earnouts to be received by Holding Company were agreed to be settled at ₹ 550.00 crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS B, C and D will take as per the terms of settlement. Further, the Holding Company, GMR Airports Limited and Shareholders of GMR Airports Limited have also agreed on the settlement regarding Bonus CCPS A whereby GMR Airports Limited will issue such number of additional equity share to the Holding Company and GMR Infra Developers Limited (wholly owned subsidiary of the Holding Company) which will result in increase of shareholding of Holding Company (along with its subsidiary) from current 51% to 55%.The settlement is subject to certain

## Notes to the consolidated financial statements for the year ended March 31, 2023

conditions specified in proposed settlement agreement.

- xxi. The Board of directors in its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of the GMR Airports Limited with the GMR Infra Developers Limited (GIDL) followed by Merger of the GIDL with the Holding Company. The Scheme is subject to the receipt of requisite approvals from, the Securities and Exchange Board of India ("SEBI"), through the stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ("NCLT"), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the financial year ended March 31, 2023, the Holding Company has filed the Scheme with stock exchanges for their approval.
- xxii. GAL and GGIAL has executed a Master Services License Agreement ("MSLA") dated December 15, 2021, ("MSLA") to design, develop, operate and manage the Non-Aero Facilities and Services. As informed by GGIAL, the above agreement being executed between related parties, is subject to approval from Government of Goa (GoG) in terms of Concession Agreement executed between GGIAL and GoG. However, as informed by GGIAL, GoG

has directed GGIAL to cancel the MSLA and conduct a fresh bidding.

Subsequent to the execution of agreement between GAL and GGIAL, GAL has executed various sub-contracts with various parties for provision of non-aeronautical services including F & B, Retail, Lounge etc., certain contracts out of these have lock in period of 1 year.

On termination of the MSLA, GAL shall be liable to pay concessionaires in terms of the concession agreement. Apart from the reimbursement towards capex, as on date the management doesn't expect any other cash flows due to early termination of these contracts.

On termination of the MSLA, GGIAL shall release the performance security, Security Deposit and pay towards capital expenditure incurred in connection with MSLA on fair value basis determined by a valuer.

- xxiii. During the year 2018-19, DIAL had started the construction activities for phase 3A airport expansion as per Master Plan. DIAL has incurred the following costs towards construction of phase 3A works.

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Cost incurred #	8,113.02	5,343.97
Capital advance outstanding	337.03	451.29
<b>Total Cost (excluding IDC) (A)</b>	<b>8,450.05</b>	<b>5,795.26</b>
Interest Cost During Construction (IDC)	1,678.43	1,121.75
Less:- Income on surplus investments	(333.64)	(250.03)
<b>Net IDC (B)</b>	<b>1,344.79</b>	<b>871.72</b>
<b>Total Cost* (A+B)</b>	<b>9,794.84</b>	<b>6,666.98</b>

\* Out of above, Assets amounting to ₹ 1,691.72 crore (March 31, 2022: ₹ 846.88 crore) has been put to use for operations.

# During the current year, DIAL has capitalized GST ITC on Civil works related to Phase 3A airport expansion availed till March 31, 2023 for ₹ 945.81 crore.

DIAL has capitalized the following expenses during construction, included in above, being expenses related to phase 3A airport expansion project. Consequently, expenses disclosed under the respective notes are net of amounts capitalized by DIAL.

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Employee benefit expenses	54.83	41.48
Manpower hire charges	38.91	27.23
Professional consultancy	6.05	22.53
Travelling and conveyance	6.58	4.37
Insurance	4.55	2.91
Others	10.89	6.11
<b>Total</b>	<b>121.81</b>	<b>104.63</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

xxiv. During the year ended March 31, 2023 the following expenses of revenue nature are capitalized to the capital work-in-progress (CWIP) by GHIAL. Consequently, expenses disclosed under the other expenses are net of amounts capitalized.

		(₹ in crore)	
Particulars		March 31, 2023	March 31, 2022
Opening balance	(A)	837.52	501.33
Revenue expense:			
Legal and professional expense		43.71	41.90
Employee benefit expense		0.76	0.78
Travelling and conveyance		0.69	0.51
Finance cost		369.05	431.38
<b>Total</b>	<b>(B)</b>	<b>414.21</b>	<b>474.57</b>
<b>Less: Income</b>			
Interest income from bank deposit		(1.90)	(53.79)
Interest income on security deposit paid		-	(4.13)
<b>Total</b>	<b>(C)</b>	<b>(1.90)</b>	<b>(57.92)</b>
Less: Capitalised during the year	(D)	(454.29)	(55.87)
Less: Adjustments*	(E)	-	(24.59)
<b>Closing balance</b>	<b>(F=A+B-C-D-E)</b>	<b>795.54</b>	<b>837.52</b>

\*Represent reversal due to transfer of capital work in progress

xxv. The Code of Social Security, 2020 ("Code") relating to employee benefits during employment and post employment received Presidential assent in September 2020. Subsequently the Ministry of Labour and Employment had released the draft rules on the aforementioned code. However, the same is yet to be notified. The Group will evaluate the impact and make necessary adjustments to the consolidated financial statements in the period when the code will come into effect.

xxvi. Operating segments are reported in such a manner which is consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). As per the evaluation carried out by CODM, the Group has only one reportable business segment, i.e. operation of airport and providing allied services. Accordingly, the amounts appearing in the consolidated financial statements relate to the Group single business segment.

xxvii. As per the transfer pricing rules prescribed under the Income tax act, 1961, the Group is examining the domestic and international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustment with regard to the transactions during year ended March 31, 2023.

#### 42. Matters related to certain road sector entities

i. GMR Ambala Chandigarh Expressways Private Limited

('GACEPL'), a subsidiary of the Holding Company has been incurring losses since the commencement of its commercial operations and has accumulated losses of ₹ 609.40 crore as at December 31, 2021. 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.

GACEPL had invoked arbitration proceedings against National Highways Authority of India (NHAI), State of Haryana (SoH) and State of Punjab (SoPb) as per the terms of the Concession Agreement entered into with NHAI dated November 16, 2005 ('Concession agreement') and State Support Agreement dated February 21, 2006 and March 8, 2006 due to continued losses suffered by GACEPL on account of diversion of traffic to parallel roads developed by SoH and SoPb. GACEPL has raised its contention that NHAI, SoH & SoPb has breached the provisions of Concession Agreement and State Support Agreements by building parallel highways resulting in loss of traffic to the GACEPL's toll road. GACEPL had filed a net claim of ₹ 1,003.35 crore including interest, calculated up to March 31, 2019 before the Tribunal.

The three member Hon'ble Tribunal vide its order dated August 26, 2020, has pronounced the award wherein majority of the Tribunal has disagreed with the contention of the GACEPL and has rejected all the claims of GACEPL whereas the minority arbitrator has upheld the claims of the GACEPL and awarded

## Notes to the consolidated financial statements for the year ended March 31, 2023

the entire amount claimed by GACEPL. Majority Award has also vacated the stay granted on recovery of negative grant vide Tribunal's interim order dated August 13, 2013. Minority Arbitrator by way of minority award has agreed with most of the contention of GACEPL and has directed State of Haryana and State of Punjab jointly to pay the claim covered under his award along with interest from 2008 till March 31, 2019.

Further, in accordance with the terms of the Concession Agreement, GACEPL has an obligation to pay an amount of ₹ 174.75 crore by way of Negative Grant over the concession period. The total value of Negative Grant has been recognized in the financials by way of capitalization in the cost of carriageway and a corresponding obligation has been created towards Deferred Payment. During earlier years GACEPL has paid negative grant to NHAI in various instalment and balance negative grant of ₹ 66.41 crore was due in instalments (i.e. ₹ 17.47 crore, ₹ 17.48 crore, ₹ 26.21 crore and ₹ 5.24 crore were due in August 2013, August 2014, August 2015 and August 2016, respectively) but have not been remitted to NHAI as there was a stay on account of arbitration. The Arbitral Tribunal on August 26, 2020 while rejecting the GACEPL's prayer for compensation for breach of State Support Agreement & Concession Agreement by State Government of Haryana, State Government of Punjab and NHAI, vacated the stay granted on payment of Negative Grant and NHAI consequently demanded the payment of negative grant including interest from GACEPL and the Escrow Banker. The claim by NHAI for interest communicated to GACEPL and the Escrow Banker was ₹ 101.34 crore calculated up October 31, 2020, though the interest as computed by GACEPL upto August 25, 2020 is ₹ 60.32 crore (@SBI PLR plus 2%). Escrow Banker based on the demand from NHAI, has remitted ₹ 6.08 crore as per the waterfall mechanism to NHAI and the same is considered by GACEPL as paid under protest. The dissenting opinion of the other Arbitrator also rejected GACEPL's contention on the non-payment of Negative Grant and has concluded that GACEPL shall be bound by the Concession Agreement in relation to payment of Negative Grant.

GACEPL aggrieved by rejection of all claims by majority members had preferred an appeal, in both Punjab and Haryana matters, under Section 34 and Section 9 of the Arbitration Act before Hon'ble Delhi High Court requesting to stay the Majority Award and grant stay on payment of Negative Grant. The Hon'ble Delhi High Court has admitted the application under Section 34 with direction to all parties to file the document before the next date of hearing i.e., February 12, 2021 whereas the application under Section 9 has been dismissed on the ground that the losing

party in an Arbitration proceeding cannot seek relief under Section 9 of Arbitration Act. Subsequently, the Division Bench of Hon'ble Delhi High Court also dismissed the aforementioned application under Section 9 on the similar grounds.

GACEPL in terms of its communication to NHAI has provided for delay in payment of interest on negative grant w.e.f. August 26, 2020 onwards amounting to ₹ 5.19 crore under prudence, pursuant to the vacation of stay on payment of negative grant vide Arbitral Award dated August 26, 2020. Further, the management is of the opinion that there is no charge of interest in pursuance of stay given by the Arbitral Tribunal for the period to August 26, 2020 and effect, if any will be given on the conclusion of proceedings pending before hon'ble Supreme Court.

On October 30, 2020, GACEPL aggrieved by the dismissal of application by Division Bench as well has filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court of India under Section 9 seeking interim relief on recovery of Negative Grant till the time Section 34 petition is decided by Hon'ble Delhi Court. In this regard, the GACEPL has obtained legal opinion from the legal counsel handling matters, wherein the legal counsel has opined that the GACEPL has a fair chance of getting stay on payment of Negative Grant, considering the Hon'ble Supreme Court in similar matters have granted interim relief to the Petitioners.

Based on legal opinion, GACEPL is of the view that majority Award has not interpreted the relevant clauses of the concession agreement from point of view of intention of the parties and has also ignored the fact that NHAI has also not produced any data to contradict the reason for reduction in traffic in comparison to its Detailed Project Report (DPR). In the opinion of the legal team no effective consultations among the three arbitrators had also lead to a fractured award and that majority award has also ignored the provisions and guidelines of Indian Road Congress which have the force of statutory bindings thereby taking a contrary view as the nature of development carried out by States have altered/changed the status of roads.

Accordingly, the Management of GACEPL is of the opinion that the matter has not attained the finality and GACEPL has good chances of getting stay on the majority award and expects to win the case in Delhi High Court and to receive the Claims in due course. As per the internal assessment by the management, on the reasonable certainty of inflows of the claims discussed above, GACEPL has considered that there would be no cash outflow related to negative grants or that there will be net cash



## Notes to the consolidated financial statements for the year ended March 31, 2023

inflows even if the negative grant out flows are considered and expects realisability of GACEPL's claims in the near future.

During the year ended March 31, 2022, pursuant to the composite scheme of arrangement GACEPL has been transferred to GPUIL. Also refer note 32 (c).

- ii. GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL') a subsidiary of the Holding Company has been incurring losses since the commencement of its commercial operations and has accumulated losses of ₹ 1,479.48 crore as at December 31, 2021. 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 had decided to proceed with arbitration and accordingly Arbitral Tribunal was constituted and claims were filed. The project was initially developed from existing 2 lanes to 4 lanes to 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 GHVEPL), concession period will be restricted to 15 years as against 25 years. GHVEPL has been amortising intangible assets over the concession period of 25 years.

GHVEPL has recognised a provision of additional concession fees (premium) of ₹ 729.82 crore including interest till December 31, 2021 (March 31, 2021: ₹ 793.15 crore), which is unpaid pending finality of litigation proceedings as detailed below.

The Arbitral Tribunal vide its order dated March 31, 2020, had pronounced the award unanimously, upholding GHVEPL's contention that bifurcation of state of Andhra Pradesh and ban on sand mining in the region constitutes Change in Law event and GHVEPL is entitled for compensation for the loss of revenue arising as a result of drop in commercial vehicles. Majority of the Tribunal members have directed NHAI to constitute a committee for determining the claim amount based on data/ records available with GHVEPL and NHAI. The minority member in the Tribunal however was of the opinion that Tribunal should have constituted the Committee instead of directing NHAI, which

is against the principal of natural justice. GHVEPL, aggrieved by the findings, has filed applications under Section 9 and 34 of the Arbitration Act, 1996, before Delhi High Court challenging the award on the limited ground of (i) constitution of the committee by NHAI for quantification of compensation and (ii) for interim measures by restraining NHAI from constituting the Committee, demanding premium and taking coercive / precipitate measures under the Concession Agreement. Vide order dated August 4, 2020, the Delhi High Court upheld the decision of the Arbitral Tribunal that there was a change in law due to ban on sand mining and State bifurcation. The Court has also held that GHVEPL is entitled for compensation due to Change in Law and the application of the NHAI was dismissed. For quantification of claim of GHVEPL, the committee to be appointed by the NHAI has been struck down and in its place the Court has appointed a retired judge of Supreme Court as sole arbitrator to quantify the claims. Further, the Arbitrator has decided to appoint an Independent Expert for his assistance.

NHAI has challenged the aforesaid Order dated August 4, 2020 before divisional bench of Hon'ble Delhi High Court, wherein the Hon'ble Delhi High Court has clarified that the sole arbitrator shall continue to discharge his duties subject to final outcome of the appeal. However in the interim by its order dated September 14, 2021 the Hon'ble Court has formed a prima facie view that it would only be fair that NHAI should secure the Premium payable by the Company till the issues are resolved. Aggrieved the said order of Divisional Bench, the Company filed a SLP before Hon'ble Supreme Court, wherein the Supreme Court has stayed the proceedings before Divisional Bench till the next hearing.

On May 08, 2020 GHVEPL has received a notice from NHAI / Regulator stating that it is satisfied that six-laning is not required for the project highway and four laning is sufficient for operating the project highway restricting the concession period to 15 years pursuant to Clause 3.2.2 of the Concession Agreement dated October 09, 2009. GHVEPL has filed a response with NHAI on May 26, 2020, June 16, 2020, August 31, 2020 and October 19, 2020 seeking the material on record on the basis of which the NHAI has decided that six-laning is not required, since in terms of GHVEPL's assessment, six-laning shall be required considering the current traffic flow on the project highway. NHAI, however vide its letter dated June 24, 2020 and October 15, 2020 has stated that the contention of GHVEPL is unmerited and due reasons have been conveyed, even though no substantial information is provided on the basis of which such decision is taken. In this regard, GHVEPL has obtained a legal opinion from

## Notes to the consolidated financial statements for the year ended March 31, 2023

its Counsel handling NHAI matter in Honorable Delhi High Court which has opined that with the majority findings of the Arbitral Award in favour of GHVEPL, issuance of Notice dated May 08, 2020 and letter dated June 24, 2020 / October 15, 2020 by NHAI / Regulator is in bad light and arbitrary. Legal Counsel opined that NHAI being aware of the financial implications of the Notice dated May 08, 2020 trying to somehow avoid quantifying and making any payment of the claim to GHVEPL under Change in Law. The Counsel further opined that, NHAI after having failed in its series of coercive steps including the notices for recovery of alleged Premium, suspension notice and notices in relation to non-compliance of O & M requirements has, on May 08, 2020, issued the Notice under Article 3.2.2 of the Concession Agreement and that too in the middle of extensive arguments in the aforesaid petitions before the Hon'ble Delhi High Court, only to make GHVEPL to somehow give up its claims and avoid determination of claims. GHVEPL on October 30, 2020 has issued Notice of Dispute under Article 44.2 read with Clause 44.1.2 of the Concession Agreement to NHAI for amicable settlement as a first step in dispute resolution, which has been declined by NHAI on December 04, 2020. Pursuant to the notice dated April 06, 2021, the Arbitrators have been appointed and the Arbitral Tribunal has held its first hearing setting procedural timelines for hearing the litigation. Legal counsel has opined that GHVEPL has a fair chance of winning the arbitration proceedings and has rightful claim for Change in Law for 25 years concession period.

Further GHVEPL has also internally assessed the average daily traffic for financial year 2024-25, the scheduled six-laning period which indicates that average daily traffic at designated Toll Plaza will exceed the Design Capacity that would require six-laning as per Clause 29.2.3 of the Concession Agreement. In terms of the internal assessment by GHVEPL where in the traffic flows were estimated to increase to the levels which mandates six-laning during the concession period and based on the opinion from the legal Counsel, the management is of the view that the withdrawal of the Six Laning of the project highway without any reasoning is not a tenable action by NHAI.

Regulator based on which a notice for invoking Arbitration under clause 44 of the concession agreement has been served upon on April 06, 2021. The legal counsel has opined that GHVEPL is in good position to assert for concession period of 25 years. Accordingly, considering the matter is sub-judice, concession life of 25 years with six laning has been considered for the purposes of the amortisation of Intangibles considering the initiation of Arbitration Proceedings challenging the

communication/notice by NHAI / Regulator restricting the period to 15 years with four-laning.

During the year ended March 31, 2022, pursuant to the composite scheme of arrangement GHVEPL has been transferred to GPUIL. Also refer note 32 (c).

### 43. Matters related to certain power sector entities:

GMR Generation Assets Limited ("GGAL") (earlier called GMR Power Corporation Limited ('GPCL'), now merged with GGAL with effect from March 31, 2019), 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 ₹ 481.68 crore.

TAGENDCO filed a petition against TNERC Order in Appellate Tribunal for Electricity ('APTEL'). In terms of an interim Order from APTEL, dated November 11, 2010. TAGENDCO deposited ₹ 537.00 crore including interest on delayed payment of the claim amount. Subsequently APTEL vide its Order dated February 28, 2012 dismissed the appeal and upheld TNERC order. TAGENDCO then filed a petition in the Hon'ble Supreme Court challenging APTEL order in 2012, which appeal is still pending before the Hon'ble Supreme Court.

During the nine month December 31, 2021, based on recent legal pronouncements which have provided clarity on the tenability of such appeals as filed by TAGENDCO in the current matter together with advise from independent legal experts, GPCL has recognised the aforementioned claims under discontinued operations in statement of profit and loss.

APTEL as a part of its order of February 28, 2012 has further directed erstwhile 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 challenged the said direction by way of an appeal in the Hon'ble Supreme Court. 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 November 2018, TNERC issued an order

## Notes to the consolidated financial statements for the year ended March 31, 2023

whereby GPCL liability to TAGENDCO was upheld at a value of ₹ 121.37 crore. This order has been challenged by GPCL before APTEL which appeal is pending adjudication. Pending final outcome of the litigation, GPCL has recognised the claims as contingent liability.

GPCL's counter claim of ₹ 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.

Hence, pending acceptance of claims by TAGENDCO and pending adjudication of petition before the TNERC, the Group has not recognised the aforesaid claim in the books of account. During the year ended March 31, 2022, pursuant to the composite scheme of arrangement GGAL has been transferred to GPUIL. Also refer note 32 (c).

#### **44. Matters related to certain other sector entities**

The Group has signed definitive Securities sale and purchase agreement ('SSPA') on September 24, 2020 for the sale of entire 51% equity stake owned by its wholly owned subsidiary GMR SEZ & Port Holdings Limited ("GSPHL") in Kakinada SEZ Limited ("KSEZ") to Aurobindo Realty and Infrastructure Private Limited ("ARIPL"). As part of the proposed transfer of stake of KSEZ ("Proposed Sale"), the entire equity stake of Kakinada Gateway Port Limited ("KGPL") held by KSEZ would also be transferred to ARIPL.

The Group has also entered Amendment Agreement to Securities Sale and Purchase Agreement (Amendment to SSPA). Pursuant to the same, only 74% equity stake of KGPL held by KSEZ would be transferred to ARIPL and balance 26% equity stake of KGPL

would be held by GSPHL. In accordance with the Amendment to SSPA, the revised total consideration for the sale of equity stake as well as the inter corporate deposits given to KSEZ by the Holding Company and its subsidiaries is ₹ 2,719.21 crore. Out of the revised total consideration, ₹ 1,692.03 crore would be received upfront on or before the closing date and balance ₹ 1,027.18 crore would be received in next 2 to 3 years which is contingent upon achievement of certain agreed milestones primarily related to the sale of 2,500 acres of the land parcels by KSEZ at specified prices during the financial years ended March 31, 2022 and March 31, 2023.

The said transaction is subject to conditions precedent as specified in SSPA. Pursuant to the satisfaction of such conditions precedent, except for ₹ 478.00 crore, ARIPL has released the upfront consideration before March 31, 2021 which has been utilized for payment to the lenders of Holding Company and its subsidiaries. Consequent to the aforementioned, the Group has accounted for the consideration pursuant to the SSPA during the year ended March 31, 2021 and has recognized loss of ₹ 137.99 crore as exceptional loss in relation to same considering the fair value determined by an external valuation expert.

The Group expects in next 2-3 years there will be significant development in the Kakinada SEZ which includes the development of Bulk Drug Park, establishment of a large pharmaceutical unit, Commercial Sea port, establishment of various port based industries, manufacturing industries, development of new International Airport in Bhogapuram. During the year ended March 31, 2022, pursuant to the composite scheme of arrangement GKSEZ has been transferred to GPUIL Also refer note 32(c).

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 45. a) Names of the related parties and description of relationship:

SI. No.	Relationship	Name of the parties
(i)	Ultimate Holding Company	GMR Enterprises Private Limited (GEPL)
(ii)	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or fellow subsidiaries or joint ventures or associates	Airport Authority of India (AAI)
		Bharat Petroleum Corporation Limited (BPCL)
		Bird World Wide Flight Services India Private Limited (BWWFSIPL)
		Celebi Ground Handling Delhi Private Limited (CELEBI GHDPL)
		Celebi Hava Servis A.S. (CHSAS)
		Fraport AG Frankfurt Airport Services Worldwide (FAG)
		Government of Telangana (GoT)
		GMR Infra Services Limited (GISL)
		Indian Oil Corporation Limited (IOCL)
		Limak Insaat San. Ve Ticaret A.S. (LISVT)#
		Laqshya Media Limited (LMPL)
		Malaysia Airport Holding Berhad (MAHB)#
		Malaysia Airports Consultancy Services SDN Bhd (MACS)#
		MAHB (Mauritius) Private Limited (MAHB Mauritius)
		Megawide Construction Corporation (MCC)
		NAPC Limited (NAPC)#
		Odeon Limited (OL)#
		PT Dian Swastatika Sentosa Tbk (PT Dian)#
		PT Sinar Mas Cakrawala#
		Punj Lloyd Limited#
		Power And Energy International (Mauritius) Limited#
		Tenaga Parking Services (India) Private Limited (TPSIPL)
		Times Innovative Media Limited (TIML)
		Travel Foods Services (Delhi) Private Limited (TFSDPL)
		Tottenham Finance Limited, Mauritius (TFL)#
		Aeroports DE Paris S.A. (ADP)
		Welfare Trust for GMR Group Employees (WTGGE)#
		ESR Hyderabad 1 PTE Ltd (ESR)
		Nepal Electric Authority (NEA)#
		United Travel Retail Partners inc (UTRP)
		Select Service Partner Philippines Corporation (SSPPC)
		TNB Repair & Maintenance sdn. Bhd (TNB)#
		Terna S.A
Yalvorin Limited (YL)		

Notes to the consolidated financial statements for the year ended March 31, 2023

SI. No.	Relationship	Name of the parties
(iii)	Enterprises where key managerial personnel and their relatives exercise significant influence (where transactions have taken place)	GMR Varalakshmi Foundation (GVF)
		Sri Varalakshmi Jute Twine Mills Private Limited (Jute)
		GMR Family Fund Trust (GFFT)
		GEOKNO India Private Limited (GEOKNO)
		Kakinada Refinery & Petrochemicals Private Limited (KRPPPL)#
		GMR Institute of Technology (GIT)
		GMR School of Business (GSB)
		GMR Varalakshmi Care Hospital (GVCH)
		Jetsetgo Aviation Services Private Limited (JASPL)#
(iv)	Fellow subsidiary companies (where transactions have taken place)	GMR Holding (Mauritius) Limited (GHML)
		GMR Holdings (Overseas) Limited (GHOL)
		JSW GMR Cricket Private Limited (JGPL)
		GMR Aviation Private Limited (GAPL)#
		GMR Chennai Outer Ring Road Private Limited (GCCRPL)#
		GMR Tambaram Tindivanam Expressways Limited (GTTEL)#
		GMR Ambala Chandigarh Expressways Private Limited (GACEPL)#
		GMR Tuni Anakapalli Expressways Limited (GTAEPL)#
		GMR Hyderabad Vijayawada Expressways Private Limited (GGVEPL)#
		GMR Energy Trading Limited (GETL)#
		Dhruvi Securities Limited (formerly known as Dhruvi Securities Private Limited) (DSL)#
		GMR Highways Limited (GHWL)#
		GMR Aerostructure Services Limited (GASL)#
		Honey Flower Estates Private Limited (HFEPL)#
		GMR Londa Hydro power Private Limited (GLHPL)#
		GMR Infrastructure Overseas Limited (GI(O)L)#
		GMR Power Corporation Limited (GPCL)#
		GMR Krishnagiri SEZ Ltd (GKSEZ)#
		GMR Infrastructure Singapore Pte Limited (GISPL)#
		Padmapriya Properties Private Limited (PPPL)#
		GMR Generation Assets Limited (GGAL)#
		GMR Infrastructure (Mauritius) Limited (GIML)#
		GMR Energy Projects (Mauritius) Limited (GEPML)#
		GMR Coal Resource PTE Limited (GCRPL)#
		GMR Power and Urban Infra Limited (GPUIL)
		Kothavalasa Infraventures Private Limited (KIPL)#
		GMR Krishnagiri SIR Limited (GKSIR)#
		Gateway for India Airport Private Limited (GFIAL)#
		GMR SEZ & Port Holdings Limited (GSPHL)#
		GMR Pochanpalli Expressways Limited (GPEL)#
		Grandhi Enterprises Private Limited (GREPL)

## Notes to the consolidated financial statements for the year ended March 31, 2023

SI. No.	Relationship	Name of the parties
(v)	Joint ventures / associates / joint operations	GMR Energy Limited (GEL) <sup>#</sup>
		GMR Vemagiri Power Generation Limited (GVPGL) <sup>#</sup>
		GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL) <sup>#</sup>
		GMR Kamalanga Energy Limited (GKEL) <sup>#</sup>
		GMR Energy (Mauritius) Limited (GEML) <sup>#</sup>
		GMR Lion Energy Limited (GLEL) <sup>#</sup>
		GMR Upper Karnali Hydropower Limited (GUKPL) <sup>#</sup>
		GMR Consulting Services Limited (GCSPL) <sup>#</sup>
		GMR Bajoli Holi Hydropower Private Limited (GBHHPL)
		Rampia Coal Mine and Energy Private Limited (RCMEPL) <sup>#</sup>
		GMR Rajahmundry Energy Limited (GREL) <sup>#</sup>
		GMR Warora Energy Limited (GWEL) <sup>#</sup>
		GMR Maharashtra Energy Limited (GMAEL) <sup>#</sup>
		GMR Bundelkhand Energy Private Limited (GBEPL) <sup>#</sup>
		GMR Rajam Solar Power Private Limited (GRSPPL) <sup>#</sup>
		GMR Gujarat Solar Power Limited (GGSPPL) <sup>#</sup>
		Karnali Transmission Company Private Limited (KTCPL) <sup>#</sup>
		GMR Indo-Nepal Energy Links Limited (GINELL) <sup>#</sup>
		GMR Indo-Nepal Power Corridors Limited (GINPCL) <sup>#</sup>
		PT Golden Energy Mines Tbk (PTGEMS) <sup>#</sup>
		PT Roundhill Capital Indonesia (RCI) <sup>#</sup>
		PT Borneo Indobara (BIB) <sup>#</sup>
		PT Kuansing Inti Makmur (KIM) <sup>#</sup>
		PT Karya Cemerlang Persada (KCP) <sup>#</sup>
		PT Bungo Bara Utama (BBU) <sup>#</sup>
		PT Bara Harmonis Batang Asam (BHBA) <sup>#</sup>
		PT Berkat Nusantara Permai (BNP) <sup>#</sup>
		PT Tanjung Belit Bara Utama (TBBU) <sup>#</sup>
		PT Trisula Kencana Sakti (TKS) <sup>#</sup>
		PT Era Mitra Selaras (EMS) <sup>#</sup>
		PT Wahana Rimba (WRL) <sup>#</sup>
		PT Berkat Satria Abadi (BSA) <sup>#</sup>
GEMS Trading Resources Pte Limited (GEMSCR) <sup>#</sup>		
PT Karya Mining Solution (KMS) <sup>#</sup>		
PT Kuansing Inti Sejahtera (KIS) <sup>#</sup>		
PT Bungo Bara Makmur (BBM) <sup>#</sup>		
PT GEMS Energy Indonesia (PTGEI) <sup>#</sup>		
PT Dwikarya Sejati Utma (PTDSU) <sup>#</sup>		

## Notes to the consolidated financial statements for the year ended March 31, 2023

SI. No.	Relationship	Name of the parties
	Joint ventures / associates / joint operations	PT Duta Sarana Internusa (PTDSI)#
		PT Unsoco (Unsoco)#
		PT Barasentosa Lestari (BSL)#
		Laqshya Hyderabad Airport Media Private Limited (Laqshya)
		PT Angasa Pura Avisia (PT APA)
		Delhi Aviation Services Private Limited (DASPL)
		Travel Food Services (Delhi Terminal 3) Private Limited (TFS)
		Delhi Duty Free Services Private Limited (DDFS)
		Delhi Aviation Fuel Facility Private Limited (DAFF)
		Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)
		TIM Delhi Airport Advertising Private Limited (TIM)
		GMR Megawide Cebu Airport Corporation (GMCAC)
		Megawide GISPL Construction Joint Venture (MGCJV)#
		Megawide GISPL Construction Joint Venture Inc. (MGCJV INC.)
		Limak GMR Joint Venture (JV)#
		GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)#
		Mactan Travel Retail Group Corp. (MTRGC)
		SSP-Mactan Cebu Corporation (SMCC)
		DIGI Yatra Foundation (DIGI)
		Heraklioncrete International Airport Sa (Crete)
	ESR GMR Logistics Park Private Limited (formerly known as GMR Logistics Park Private Limited) (GLPPL)	
	GIL SIL JV#	
(vi)	Key managerial personnel and their relatives (where transaction has taken place)	Mr. G.M. Rao (Non-executive Chairman)
		Mrs. G Varalakshmi (Relative)
		Mr. G.B.S. Raju (Director)
		Mr. Grandhi Kiran Kumar (Managing Director & CEO)
		Mr. Srinivas Bommidala (Director)
		Ms. B. Ramadevi (Relative)
		Mr. S Rajagopal (Independent Director) (Resigned w.e.f September 09, 2021)
		Ms. Grandhi Satyavathi Smitha (Relative)
		Mr. B.V. Nageswara Rao (Director)
		Mr. Venkat Ramana Tangirala (Company Secretary)
		Mr. Emandi Sankara Rao (Independent Director) (Appointed w.e.f September 09, 2021)
		Mr. Mundayat Ramachandran (Independent Director) (Appointed w.e.f September 09, 2021)
		Mr. Subba Rao Amarthaluru (Independent Director) (Appointed w.e.f September 09, 2021)
		Mr. Sadhu Ram Bansal (Independent Director) (Appointed w.e.f September 09, 2021)
		Ms. Bijal Tushar Ajinkya (Independent Director) (Appointed w.e.f September 09, 2021)
		Mr. R S S L N Bhaskarudu (Independent Director) (Resigned w.e.f September 09, 2021)
		Mr. N C Sarabeswaran (Independent Director) (Resigned w.e.f September 09, 2021)

## Notes to the consolidated financial statements for the year ended March 31, 2023

SI. No.	Relationship	Name of the parties
	Key managerial personnel and their relatives (where transaction has taken place)	Mr. S Sandilya (Independent Director) (Resigned w.e.f September 09, 2021)
		Ms. V. Siva Kameswari (Independent Director) (Resigned w.e.f September 09, 2021)
		Mr. Suresh Lilaram Narang (Independent Director)
		Mr. Saurabh Chawla (Group Chief Financial Officer)

**Note:**

# Pursuant to the composite scheme of arrangement these entities now are subsidiary of GPUIL/ Joint ventures / associates / joint operations of GPUIL Group/ Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates or joint operation of GPUIL Group / Enterprises where key management personnel and their relatives exercise significant influence over GPUIL Group. For further details refer note 32 (c).

**b) Transactions during the year**

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Revenue from operations	March 31, 2023	-	694.09	508.82	125.90	3.14	0.62	-
	March 31, 2022	-	1,347.96	407.20	28.67	2.16	0.65	-
Other Income	March 31, 2023	-	16.26	10.99	0.01	-	0.57	-
	March 31, 2022	-	22.49	10.25	0.01	0.28	-	-
Finance income	March 31, 2023	-	10.07	-	148.00	0.01	-	0.12
	March 31, 2022	4.55	178.10	1.72	66.87	0.04	-	-
Dividend income received from	March 31, 2023	-	119.98	47.88	-	-	-	-
	March 31, 2022	-	589.77	23.30	-	-	-	-
Airport service charges/operator fees	March 31, 2023	-	-	-	-	-	71.67	-
	March 31, 2022	-	-	-	-	-	52.80	-
Revenue share paid / payable to concessionaire grantors	March 31, 2023	-	-	-	-	-	1,857.67	-
	March 31, 2022	-	-	-	-	-	192.70	-
Purchase of traded goods (Gross) including open access charges paid / recovered net	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	409.61	-	-	-	-	-



Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Lease expenses								
	March 31, 2023	-	-	-	-	0.78	-	0.08
	March 31, 2022	-	-	-	0.03	-	-	0.56
Conversion of loan into equity shares								
	March 31, 2023	-	128.95	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
Managerial remuneration								
	March 31, 2023	-	-	-	-	-	-	34.14
	March 31, 2022	-	-	-	-	-	-	39.82
Directors' sitting fees								
	March 31, 2023	-	-	-	-	-	-	0.59
	March 31, 2022	-	-	-	-	-	-	0.60
Logo fees								
	March 31, 2023	3.86	-	-	-	-	-	-
	March 31, 2022	2.91	-	-	-	-	-	-
Other expenses								
	March 31, 2023	-	121.85	0.09	5.72	0.12	0.83	1.16
	March 31, 2022	-	104.64	0.00	8.51	0.35	0.06	0.21
Marketing fund billed								
	March 31, 2023	-	15.74	1.99	-	-	-	-
	March 31, 2022	-	5.97	0.93	-	-	-	-
Marketing fund utilised								
	March 31, 2023	-	-	0.52	-	-	-	-
	March 31, 2022	-	-	0.84	-	-	-	-
Reimbursement of expenses incurred on behalf of the Group								
	March 31, 2023	-	14.10	32.49	0.47	0.06	27.64	-
	March 31, 2022	-	47.96	28.74	9.29	0.06	19.39	-
Expenses incurred by the Group on behalf of / expenses recovered by the Group								
	March 31, 2023	-	-	0.25	0.10	-	-	-
	March 31, 2022	-	0.04	0.34	0.11	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Provision for doubtful loans credit impaired								
	March 31, 2023	-	-	-	0.47	-	-	-
	March 31, 2022	-	0.14	-	0.78	-	-	-
Donation/ CSR expenditure								
	March 31, 2023	-	-	-	-	12.27	-	-
	March 31, 2022	-	-	-	-	10.74	-	-
Finance cost								
	March 31, 2023	-	31.29	16.95	8.00	0.01	5.13	-
	March 31, 2022	-	29.10	16.13	4.33	0.01	-	-
Amortisation of ROU								
	March 31, 2023	-	-	-	-	-	-	1.77
	March 31, 2022	-	-	-	0.14	-	-	2.35
Finance cost lease liability								
	March 31, 2023	-	-	-	-	0.82	9.17	0.06
	March 31, 2022	-	-	-	-	0.83	8.83	0.42
Corporate guarantees/ Comfort letters given by the group on behalf of								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	363.31	-	3,344.31	-	-	-
Corporate guarantees/ Comfort letters extinguished								
	March 31, 2023	-	-	-	1,585.18	-	-	-
	March 31, 2022	-	225.60	-	87.97	-	447.04	-
Investment in equity shares/ debentures of								
	March 31, 2023	-	21.90	-	-	-	-	-
	March 31, 2022	-	553.51	-	-	-	-	-
Issue of equity shares								
	March 31, 2023	-	-	-	-	-	2.43	-
	March 31, 2022	-	-	-	-	-	-	-
Loans / advances repaid by								
	March 31, 2023	-	1.10	0.36	395.28	-	-	-
	March 31, 2022	208.40	259.66	-	772.74	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Loans / advances given to								
	March 31, 2023	-	74.75	-	630.71	-	-	-
	March 31, 2022	199.95	491.51	-	1,068.08	-	-	-
Borrowings taken during the year								
	March 31, 2023	-	-	-	89.70	-	-	-
	March 31, 2022	-	67.00	-	58.57	-	-	-
Borrowings repaid during the year								
	March 31, 2023	-	-	54.00	179.35	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
Exceptional item								
	March 31, 2023	-	339.25	-	18.13	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
Security deposits received from concessionaires / customers								
	March 31, 2023	-	3.03	19.07	-	-	-	-
	March 31, 2022	-	-	1.55	-	-	-	-
Security deposits repaid to concessionaires / customers								
	March 31, 2023	-	102.63	0.17	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
Security deposits given								
	March 31, 2023	-	-	-	-	-	-	0.02
	March 31, 2022	-	-	-	-	-	-	-
Security deposits refunded								
	March 31, 2023	-	-	-	-	-	-	0.05
	March 31, 2022	-	-	9.08	-	0.59	-	-
Advances repaid/ adjusted to customers								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	29.84	-	-	-	-	-
Provision for doubtful debts								
	March 31, 2023	-	-	0.01	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial person or its relative
Provision for advances								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	43.21	-
Capitalised in CWIP								
	March 31, 2023	-	-	0.02	0.13	-	-	-
	March 31, 2022	-	-	-	-	-	-	-

### C) Balances outstanding as at end the year

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial person or its relative
Right of Use								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	1.77
Investment in debentures								
	March 31, 2023	-	42.75	-	-	-	-	-
	March 31, 2022	-	20.85	-	-	-	-	-
Capital advances								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	102.27	-
Advances other than capital advances								
	March 31, 2023	-	62.32	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
Security deposits receivable								
	March 31, 2023	-	-	-	-	5.10	-	4.67
	March 31, 2022	-	-	-	-	0.48	-	1.92
Trade receivable								
	March 31, 2023	0.01	63.20	4.49	37.34	0.99	4.92	-
	March 31, 2022	0.01	44.16	1.92	27.05	7.87	4.17	-
Non trade receivable								
	March 31, 2023	-	1.40	28.55	0.08	-	13.23	-
	March 31, 2022	-	1.13	4.37	0.11	-	7.94	-
Unbilled revenue								
	March 31, 2023	-	29.17	50.20	0.03	-	1.01	-
	March 31, 2022	-	72.61	41.49	0.63	-	0.01	-

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Other receivables								
	March 31, 2023	-	60.07	0.38	19.81	-	490.03	-
	March 31, 2022	-	73.80	0.85	34.92	0.04	489.42	-
Provision against advance								
	March 31, 2023	-	-	-	2.23	-	489.42	-
	March 31, 2022	-	-	-	1.72	-	489.42	-
Loans								
	March 31, 2023	-	4.66	-	1,933.92	-	-	-
	March 31, 2022	-	51.47	0.36	1,462.25	-	-	-
Interest accrued on loans given								
	March 31, 2023	-	6.11	-	105.07	-	-	-
	March 31, 2022	-	3.21	-	73.19	-	-	-
Trade payables								
	March 31, 2023	3.87	0.37	1.76	4.20	-	144.04	0.05
	March 31, 2022	2.72	7.10	0.53	0.01	0.02	17.34	0.02
Security deposits from concessionaires / customers at amortised cost								
	March 31, 2023	-	227.19	78.11	3.70	0.13	-	-
	March 31, 2022	-	242.23	65.03	3.89	0.12	-	-
Unearned / deferred revenue								
	March 31, 2023	-	64.21	117.23	0.03	-	-	-
	March 31, 2022	-	139.05	113.88	0.02	-	-	-
Non trade payables / other liabilities								
	March 31, 2023	-	1.92	0.09	43.92	-	664.03	-
	March 31, 2022	-	0.90	3.07	50.35	-	576.58	-
Advance from customers								
	March 31, 2023	-	-	0.02	-	-	-	-
	March 31, 2022	-	8.27	0.21	-	-	-	-
Accrued interest on borrowings								
	March 31, 2023	-	-	-	16.76	-	-	-
	March 31, 2022	-	1.02	-	12.88	-	-	-
Borrowings								
	March 31, 2023	-	67.00	40.00	0.05	-	315.05	-
	March 31, 2022	-	67.00	94.00	114.44	-	315.05	-
Lease Liability - Non current								
	March 31, 2023	-	-	-	-	3.99	84.77	-
	March 31, 2022	-	-	-	-	4.16	81.13	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Lease Liability - Current								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	1.71
Corporate guarantees sanctioned on behalf of								
	March 31, 2023	-	-	-	4,351.89	-	-	-
	March 31, 2022	-	-	-	5,761.69	-	-	-
Provision for Doubtful debts								
	March 31, 2023	-	-	0.01	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-

### Notes

- The Group has provided securities by way of pledge of investments for loans taken by certain companies.
- Certain Key management personnel have extended personal guarantees as security towards borrowings of the Group and other body corporates. Similarly, GEPL and certain fellow subsidiaries have pledged certain shares held in the Company as security towards the borrowings of the Group.
- Remuneration to key managerial personal does not include provision for gratuity, superannuation and premium for personal accidental policy, as the same are determined for the Group as a whole.
- In the opinion of the management, the transactions reported herein are on arm's length basis.
- The amount of the outstanding balances as shown above are unsecured and will be settled in due course.

**Notes to the consolidated financial statements for the year ended March 31, 2023**
**(d) Details of significant transaction with related parties**
**(₹ in crore)**

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
<b>Revenue from operations</b>								
CDCTM								
	March 31, 2023	-	-	278.96	-	-	-	-
	March 31, 2022	-	-	277.80	-	-	-	-
DDFSPL								
	March 31, 2023	-	531.47	-	-	-	-	-
	March 31, 2022	-	219.15	-	-	-	-	-
GIL SIL JV								
	March 31, 2023	-	4.86	-	-	-	-	-
	March 31, 2022	-	842.45	-	-	-	-	-
TIMDAA								
	March 31, 2023	-	-	180.99	-	-	-	-
	March 31, 2022	-	-	105.69	-	-	-	-
<b>Other income</b>								
CDCTM								
	March 31, 2023	-	-	8.72	-	-	-	-
	March 31, 2022	-	-	7.97	-	-	-	-
DAFFPL								
	March 31, 2023	-	1.85	-	-	-	-	-
	March 31, 2022	-	6.40	-	-	-	-	-
DDFSPL								
	March 31, 2023	-	13.87	-	-	-	-	-
	March 31, 2022	-	13.74	-	-	-	-	-
<b>Finance income</b>								
GBHHPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	72.51	-	-	-	-	-
GEL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	80.24	-	-	-	-	-
GKSIR								
	March 31, 2023	-	-	-	17.76	-	-	-
	March 31, 2022	-	-	-	4.38	-	-	-
GPUIL								
	March 31, 2023	-	-	-	114.31	-	-	-
	March 31, 2022	-	-	-	29.24	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
KIPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	30.32	-	-	-
<b>Dividend income received from</b>								
CDCTM								
	March 31, 2023	-	-	43.68	-	-	-	-
	March 31, 2022	-	-	23.30	-	-	-	-
DDFSPL								
	March 31, 2023	-	109.77	-	-	-	-	-
	March 31, 2022	-	32.13	-	-	-	-	-
PTGEMS								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	536.13	-	-	-	-	-
<b>Airport service charges / operator fees</b>								
FAG								
	March 31, 2023	-	-	-	-	-	64.67	-
	March 31, 2022	-	-	-	-	-	50.14	-
<b>Revenue share paid / payable to concessionaire grantors</b>								
AAI								
	March 31, 2023	-	-	-	-	-	1,857.67	-
	March 31, 2022	-	-	-	-	-	192.70	-
<b>Purchase of traded goods (gross) including open access charges paid / recovered net.</b>								
GKEL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	315.82	-	-	-	-	-
GWEL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	78.13	-	-	-	-	-
<b>Lease expenses</b>								
GFFT								
	March 31, 2023	-	-	-	-	0.78	-	-
	March 31, 2022	-	-	-	-	-	-	-
Ms. G Varalakshmi								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	0.11



Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Mr. GBS Raju	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	0.44
<b>Conversion of loan into equity shares</b>								
GMCAC	March 31, 2023	-	128.95	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
<b>Managerial remuneration</b>								
Mr. Saurabh Chawla	March 31, 2023	-	-	-	-	-	-	5.13
	March 31, 2022	-	-	-	-	-	-	6.25
Mr. Srinivas Bommidala	March 31, 2023	-	-	-	-	-	-	2.70
	March 31, 2022	-	-	-	-	-	-	5.38
Mr. Grandhi Kiran Kumar	March 31, 2023	-	-	-	-	-	-	5.28
	March 31, 2022	-	-	-	-	-	-	7.40
Mr. GBS Raju	March 31, 2023	-	-	-	-	-	-	10.24
	March 31, 2022	-	-	-	-	-	-	6.72
Mr. G. M. Rao	March 31, 2023	-	-	-	-	-	-	8.82
	March 31, 2022	-	-	-	-	-	-	5.07
<b>Directors' sitting fees</b>								
Mr. Emandi Sankara Rao	March 31, 2023	-	-	-	-	-	-	0.06
	March 31, 2022	-	-	-	-	-	-	0.03
Ms. Bijal Tushar Ajinkya	March 31, 2023	-	-	-	-	-	-	0.09
	March 31, 2022	-	-	-	-	-	-	0.01
Mr. R.S.S.L.N. Bhaskarudu	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	0.10
Mr. Sadhu Ram Bansal	March 31, 2023	-	-	-	-	-	-	0.06
	March 31, 2022	-	-	-	-	-	-	0.03

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
Mr. N.C. Sarabeswaran								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	0.09
Mr. Amarthaluru Subba Rao								
	March 31, 2023	-	-	-	-	-	-	0.22
	March 31, 2022	-	-	-	-	-	-	0.06
Ms. Siva Kameswari Vissa								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	0.12
<b>Logo fees</b>								
GEPL								
	March 31, 2023	3.86	-	-	-	-	-	-
	March 31, 2022	2.91	-	-	-	-	-	-
<b>Other expenses</b>								
GBHHPL								
	March 31, 2023	-	118.61	-	-	-	-	-
	March 31, 2022	-	88.65	-	-	-	-	-
GIL SIL JV								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	15.82	-	-	-	-	-
<b>Marketing fund billed</b>								
DDFSPL								
	March 31, 2023	-	15.74	-	-	-	-	-
	March 31, 2022	-	5.97	-	-	-	-	-
TFS								
	March 31, 2023	-	-	1.99	-	-	-	-
	March 31, 2022	-	-	0.93	-	-	-	-
<b>Marketing fund utilised</b>								
TFS								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	0.14	-	-	-	-
TIMDAA								
	March 31, 2023	-	-	0.52	-	-	-	-
	March 31, 2022	-	-	0.70	-	-	-	-
<b>Reimbursement of expenses incurred on behalf of the Group</b>								
AAI								
	March 31, 2023	-	-	-	-	-	24.78	-
	March 31, 2022	-	-	-	-	-	19.39	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
CDCTM								
	March 31, 2023	-	-	12.35	-	-	-	-
	March 31, 2022	-	-	13.82	-	-	-	-
DASPL								
	March 31, 2023	-	2.11	-	-	-	-	-
	March 31, 2022	-	13.68	-	-	-	-	-
DDFSPL								
	March 31, 2023	-	10.33	-	-	-	-	-
	March 31, 2022	-	9.91	-	-	-	-	-
TFS								
	March 31, 2023	-	-	15.16	-	-	-	-
	March 31, 2022	-	-	10.32	-	-	-	-
<b>Expenses incurred by the Group on behalf of / expenses recovered by the Group</b>								
GETL								
	March 31, 2023	-	-	-	0.10	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
KSL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	0.10	-	-	-
TFS								
	March 31, 2023	-	-	0.25	-	-	-	-
	March 31, 2022	-	-	0.34	-	-	-	-
<b>Provision for doubtful loans credit impaired</b>								
DSPL								
	March 31, 2023	-	-	-	0.22	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
GASL								
	March 31, 2023	-	-	-	0.21	-	-	-
	March 31, 2022	-	-	-	0.66	-	-	-
GBHHPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	0.14	-	-	-	-	-
GPUIL								
	March 31, 2023	-	-	-	0.04	-	-	-
	March 31, 2022	-	-	-	0.12	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
<b>Donation/ CSR expenditure</b>								
GVF								
	March 31, 2023	-	-	-	-	12.27	-	-
	March 31, 2022	-	-	-	-	10.74	-	-
<b>Finance cost</b>								
CDCTM								
	March 31, 2023	-	-	14.62	-	-	-	-
	March 31, 2022	-	-	14.01	-	-	-	-
DDFSPL								
	March 31, 2023	-	27.72	-	-	-	-	-
	March 31, 2022	-	20.97	-	-	-	-	-
<b>Amortisation of ROU</b>								
Mr. GBS Raju								
	March 31, 2023	-	-	-	-	-	-	1.77
	March 31, 2022	-	-	-	-	-	-	2.35
<b>Finance cost on lease liability</b>								
GoT								
	March 31, 2023	-	-	-	-	-	9.17	-
	March 31, 2022	-	-	-	-	-	8.83	-
<b>Corporate guarantees/ comfort letters given by the group on behalf of</b>								
GPUIL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	3,274.31	-	-	-
<b>Corporate guarantees/ comfort letters extinguished</b>								
GBHHPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	225.60	-	-	-	-	-
GETL								
	March 31, 2023	-	-	-	20.00	-	-	-
	March 31, 2022	-	-	-	87.97	-	-	-
GISPL								
	March 31, 2023	-	-	-	375.18	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
GPUIL								
	March 31, 2023	-	-	-	1,190.00	-	-	-
	March 31, 2022	-	-	-	-	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
KGPL	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	447.04	-
<b>Investment in equity shares/ debentures of</b>								
Crete	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	341.24	-	-	-	-	-
GBHHPL	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	117.60	-	-	-	-	-
GLPPL	March 31, 2023	-	21.90	-	-	-	-	-
	March 31, 2022	-	4.50	-	-	-	-	-
PT APA	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	90.17	-	-	-	-	-
<b>Issue of equity shares</b>								
TFSPPL	March 31, 2023	-	-	-	-	-	2.43	-
	March 31, 2022	-	-	-	-	-	-	-
<b>Loans / advances repaid by</b>								
GASL	March 31, 2023	-	-	-	72.08	-	-	-
	March 31, 2022	-	-	-	200.00	-	-	-
GEL	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	170.91	-	-	-	-	-
GEPL	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	208.40	-	-	-	-	-	-
GPUIL	March 31, 2023	-	-	-	321.94	-	-	-
	March 31, 2022	-	-	-	285.24	-	-	-
KIPL	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	287.50	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
<b>Loans / advances given to</b>								
GASL								
	March 31, 2023	-	-	-	84.90	-	-	-
	March 31, 2022	-	-	-	232.00	-	-	-
GEL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	305.30	-	-	-	-	-
GEPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	199.95	-	-	-	-	-	-
GGAL								
	March 31, 2023	-	-	-	130.18	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
GMCAC								
	March 31, 2023	-	74.75	-	-	-	-	-
	March 31, 2022	-	45.71	-	-	-	-	-
GMRHL								
	March 31, 2023	-	-	-	308.63	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
GPUIL								
	March 31, 2023	-	-	-	52.93	-	-	-
	March 31, 2022	-	-	-	819.68	-	-	-
<b>Borrowings taken during the year</b>								
DDFSPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	67.00	-	-	-	-	-
GI(O)L								
	March 31, 2023	-	-	-	89.70	-	-	-
	March 31, 2022	-	-	-	35.17	-	-	-
GISPL								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	21.46	-	-	-
<b>Borrowings repaid during the year</b>								
CDCTM								
	March 31, 2023	-	-	54.00	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
GI(O)L								
	March 31, 2023	-	-	-	128.06	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
GISPL								
	March 31, 2023	-	-	-	51.29	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
<b>Security deposits received from concessionaires / customers</b>								
CDCTM								
	March 31, 2023	-	-	19.00	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
DDFSPL								
	March 31, 2023	-	2.79	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
TFS								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	1.55	-	-	-	-
<b>Security deposits repaid to concessionaires / customers</b>								
DAFFPL								
	March 31, 2023	-	87.46	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
DASPL								
	March 31, 2023	-	15.17	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
<b>Security deposits given</b>								
Ms. Ramadevi Bommidala								
	March 31, 2023	-	-	-	-	-	-	0.02
	March 31, 2022	-	-	-	-	-	-	-
<b>Security deposits refunded</b>								
CDCTM								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	9.08	-	-	-	-
Ms. Ramadevi Bommidala								
	March 31, 2023	-	-	-	-	-	-	0.05
	March 31, 2022	-	-	-	-	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
<b>Advances repaid/ adjusted to customers</b>								
GIL SIL JV								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	29.84	-	-	-	-	-
<b>Provision for doubtful debts</b>								
CDCTM								
	March 31, 2023	-	-	0.01	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
<b>Provision against advance</b>								
AAI								
	March 31, 2023	-	-	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	43.21	-
<b>Capitalised in CWIP</b>								
GMRHL								
	March 31, 2023	-	-	-	0.13	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
TFS								
	March 31, 2023	-	-	0.02	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-
<b>Exceptional item</b>								
GMCAC								
	March 31, 2023	-	339.25	-	-	-	-	-
	March 31, 2022	-	-	-	-	-	-	-



Notes to the consolidated financial statements for the year ended March 31, 2023

(e) Details of significant balances with related parties

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
<b>Right of Use</b>								
Mr. GBS Raju								
	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		-	-	-	-	-	1.77
<b>Investment in debentures</b>								
GLPPL								
	March 31, 2023		42.75	-	-	-	-	-
	March 31, 2022		20.85	-	-	-	-	-
<b>Capital advances</b>								
MCC								
	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		-	-	-	-	102.27	-
<b>Advances other than capital advances -Current</b>								
GBHHPL								
	March 31, 2023		62.31	-	-	-	-	-
	March 31, 2022		-	-	-	-	-	-
<b>Security deposits receivable</b>								
GFFT								
	March 31, 2023		-	-	-	5.00	-	-
	March 31, 2022		-	-	-	0.38	-	-
Mr. GBS Raju								
	March 31, 2023		-	-	-	-	-	1.97
	March 31, 2022		-	-	-	-	-	1.89
Madhva Bhimacharya Terdal								
	March 31, 2023		-	-	-	-	-	1.33
	March 31, 2022		-	-	-	-	-	-
Vasudha M Terdal								
	March 31, 2023		-	-	-	-	-	1.33
	March 31, 2022		-	-	-	-	-	-
<b>Trade receivable</b>								
DDFSPL								
	March 31, 2023		11.35	-	-	-	-	-
	March 31, 2022		4.43	-	-	-	-	-
GIL SIL JV								
	March 31, 2023		20.30	-	-	-	-	-
	March 31, 2022		-	-	-	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
GLPPL								
	March 31, 2023		12.07	-	-	-	-	-
	March 31, 2022		21.21	-	-	-	-	-
GPUIL								
	March 31, 2023		-	-	25.67	-	-	-
	March 31, 2022		-	-	9.39	-	-	-
GWEL								
	March 31, 2023		5.72	-	-	-	-	-
	March 31, 2022		10.57	-	-	-	-	-
<b>Non trade receivable</b>								
AAI								
	March 31, 2023		-	-	-	-	13.23	-
	March 31, 2022		-	-	-	-	7.94	-
CDCTM								
	March 31, 2023		-	28.55	-	-	-	-
	March 31, 2022		-	3.92	-	-	-	-
<b>Unbilled revenue</b>								
CDCTM								
	March 31, 2023		-	17.98	-	-	-	-
	March 31, 2022		-	19.66	-	-	-	-
DDFSPL								
	March 31, 2023		12.92	-	-	-	-	-
	March 31, 2022		32.12	-	-	-	-	-
GLPPL								
	March 31, 2023		16.26	-	-	-	-	-
	March 31, 2022		38.67	-	-	-	-	-
TIM								
	March 31, 2023		-	29.53	-	-	-	-
	March 31, 2022		-	21.96	-	-	-	-
<b>Other receivables</b>								
AAI								
	March 31, 2023		-	-	-	-	489.42	-
	March 31, 2022		-	-	-	-	489.42	-
<b>Loans</b>								
GASL								
	March 31, 2023		-	-	264.82	-	-	-
	March 31, 2022		-	-	252.00	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
GPUIL	March 31, 2023		-	-	1,003.29	-	-	-
	March 31, 2022		-	-	1,036.06	-	-	-
GMRHL	March 31, 2023		-	-	312.53	-	-	-
	March 31, 2022		-	-	2.90	-	-	-
<b>Interest accrued on loans given</b>								
GASL	March 31, 2023		-	-	45.75	-	-	-
	March 31, 2022		-	-	6.59	-	-	-
GKSIR	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		-	-	33.05	-	-	-
GPUIL	March 31, 2023		-	-	51.40	-	-	-
	March 31, 2022		-	-	30.72	-	-	-
<b>Trade payables</b>								
AAI	March 31, 2023		-	-	-	-	107.53	-
	March 31, 2022		-	-	-	-	17.02	-
FAG	March 31, 2023		-	-	-	-	35.35	-
	March 31, 2022		-	-	-	-	-	-
GWEL	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		3.29	-	-	-	-	-
LHAMPL	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		3.78	-	-	-	-	-
<b>Security deposits from concessionaires / customers at amortised cost</b>								
CDCTM	March 31, 2023		-	55.97	-	-	-	-
	March 31, 2022		-	45.05	-	-	-	-
DAFFPL	March 31, 2023		19.28	-	-	-	-	-
	March 31, 2022		43.69	-	-	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
DFFSPL								
	March 31, 2023		205.82	-	-	-	-	-
	March 31, 2022		181.49	-	-	-	-	-
<b>Unearned / deferred revenue</b>								
CDCTM								
	March 31, 2023		-	103.13	-	-	-	-
	March 31, 2022		-	97.97	-	-	-	-
DAFFPL								
	March 31, 2023		10.21	-	-	-	-	-
	March 31, 2022		72.04	-	-	-	-	-
DFFSPL								
	March 31, 2023		19.00	-	-	-	-	-
	March 31, 2022		32.04	-	-	-	-	-
GLPPL								
	March 31, 2023		34.99	-	-	-	-	-
	March 31, 2022		34.85	-	-	-	-	-
<b>Non trade payables / other liabilities</b>								
AAI								
	March 31, 2023		-	-	-	-	663.57	-
	March 31, 2022		-	-	-	-	576.58	-
<b>Advance from customers</b>								
GLPPL								
	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		8.27	-	-	-	-	-
TFS								
	March 31, 2023		-	0.02	-	-	-	-
	March 31, 2022		-	0.21	-	-	-	-
<b>Accrued interest on borrowings</b>								
GASL								
	March 31, 2023		-	-	10.99	-	-	-
	March 31, 2022		-	-	12.88	-	-	-
GI(O)L								
	March 31, 2023		-	-	5.76	-	-	-
	March 31, 2022		-	-	-	-	-	-
<b>Borrowings</b>								
CDCTM								
	March 31, 2023		-	40.00	-	-	-	-
	March 31, 2022		-	94.00	-	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year ended	Ultimate Holding company	Joint venture	Associates	Fellow subsidiaries	Enterprises owned or significantly influenced by key managerial personnel on their relatives	Shareholder's having substantial interest/enterprises having significant influences over the subsidiaries/ Joint ventures/ associates	Key managerial personnel or its relative
DDFSPL								
	March 31, 2023		67.00	-	-	-	-	-
	March 31, 2022		67.00	-	-	-	-	-
GoT								
	March 31, 2023		-	-	-	-	315.05	-
	March 31, 2022		-	-	-	-	315.05	-
<b>Lease liability - Non current</b>								
GoT								
	March 31, 2023		-	-	-	-	84.77	-
	March 31, 2022		-	-	-	-	81.13	-
<b>Lease liability - Current</b>								
Mr. GBS Raju								
	March 31, 2023		-	-	-	-	-	-
	March 31, 2022		-	-	-	-	-	1.71
<b>Corporate guarantees sanctioned on behalf of</b>								
GGAL								
	March 31, 2023		-	-	635.83	-	-	-
	March 31, 2022		-	-	635.83	-	-	-
GMRHL								
	March 31, 2023		-	-	944.13	-	-	-
	March 31, 2022		-	-	944.13	-	-	-
GPUIL								
	March 31, 2023		-	-	2,259.68	-	-	-
	March 31, 2022		-	-	3,274.31	-	-	-
<b>Provision for doubtful debts</b>								
CDCTM								
	March 31, 2023		-	0.01	-	-	-	-
	March 31, 2022		-	-	-	-	-	-
<b>Provision against advance</b>								
AAI								
	March 31, 2023		-	-	-	-	489.42	-
	March 31, 2022		-	-	-	-	489.42	-

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 46. Hedging activities and derivatives

#### Derivatives designated as hedging instruments

(₹ in crore)

Particulars	March 31, 2023		March 31, 2022	
	Assets	Liabilities	Assets	Liabilities
Call spread options & coupon only swap <sup>1</sup>	1,065.92	-	723.01	-
Cross currency swap, coupon only swap & call spread options <sup>2</sup>	813.48	-	670.62	-
<b>Total</b>	<b>1,879.40</b>	<b>-</b>	<b>1,393.63</b>	<b>-</b>
<b>Classified as</b>				
Non- current	1,879.40	-	1,393.63	-
Current	-	-	-	-

- DIAL had entered into call spread option with various banks for hedging the repayment of 6.125% senior secured notes (2022) of USD 288.75 million, 6.125% senior secured notes (2026) of USD 522.60 million which are repayable in February 2022 and October 2026 respectively. Also DIAL has entered into call spread option with bank for hedging the repayment of 6.45% senior secured notes (2029) for USD 500 million borrowings which is repayable in June 2029 and coupon only hedge with bank for hedging the payment of interest liability on 6.125% senior secured notes (2029) for USD 150 million borrowings.

During the previous year, DIAL has also entered into call spread option with bank for hedging the payment of interest liability on 6.125% senior secured notes (2026) for USD 522.60 million borrowings and cancelled/matured call spread options of USD 288.75 million and call spread option on interest liability for full repayment of borrowings USD 288.75 million.

As at March 31, 2023, the USD spot rate is above the USD call option strike price for all hedge options of USD 1,022.60 million (March 31, 2022 USD 1,022.60 million). Accordingly, an amount of ₹ 652.16 crore (March 31, 2022: ₹ 304.84 crore) has been released from cash flow hedge reserve to consolidated statement of profit and loss to neutralize the impact of foreign exchange loss / (gain) included in consolidated statement of profit and loss.

- GHAL had entered into cross currency swap with various banks in order to hedge principal portion and to protect interest component of 4.25% senior secured notes of USD 350 million which is repayable in October 2027, with interest payable on semi-annually basis. Further GHAL had also entered into Call Spread arrangements in order to hedge principal portion of 5.375% senior secured notes for USD 300 million which is repayable in April 2024 and coupon only swap to hedge the payment of interest liability on semi-annually basis and call spread arrangements in order to hedge principal portion of 4.75% senior secured notes for USD 300 million which is repayable in February 2026 and coupon only swap to hedge the payment of interest liability on semi-annually basis.

As at March 31, 2023, the USD spot rate is above the USD is well within the hedge effective rate for all hedge options of USD 710.93 million (March 31, 2022 USD 950 million). Accordingly, an amount of ₹ 608.59 crore (March 31, 2022: ₹ 254.85 crore) has been released from cash flow hedge reserve to consolidated statement of profit and loss to neutralize the impact of foreign exchange loss / (gain) included in consolidated statement of profit and loss. Further net loss of ₹ 90.77 crore has been reclassified to consolidated profit and loss on settlement of USD 226.39 million 2024 bonds and USD 12.69 million 2026 bonds.

Notes to the consolidated financial statements for the year ended March 31, 2023

47. Disclosures on financial instruments

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in accounting policies, to the consolidated financial statements.

(a) Financial assets and liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2023 and March 31, 2022 (excluding those pertaining to discontinued operations refer note 32(c)).

As at March 31, 2023

(₹ in crore)

Particulars	Fair value through profit or loss	Derivative instruments through other comprehensive income	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value	Total fair value
<b>Financial assets</b>						
(i) Investments (other than investments accounted for using equity method)	1,430.88	-	-	1,205.69	2,636.57	2,636.57
(ii) Loans	-	-	-	1,940.07	1,940.07	1,940.07
(iii) Trade receivables	-	-	-	368.93	368.93	368.93
(iv) Cash and cash equivalents	-	-	-	3,277.71	3,277.71	3,277.71
(v) Bank balances other than cash and cash equivalents	-	-	-	796.01	796.01	796.01
(vi) Derivative instruments	-	1,879.40	-	-	1,879.40	1,879.40
(vii) Other financial assets	-	-	-	1,323.38	1,323.38	1,323.38
<b>Total</b>	<b>1,430.88</b>	<b>1,879.40</b>	<b>-</b>	<b>8,911.79</b>	<b>12,222.07</b>	<b>12,222.07</b>
<b>Financial liabilities</b>						
(i) Borrowings	-	-	-	31,943.48	31,943.48	31,943.48
(ii) Trade payables	-	-	-	850.78	850.78	850.78
(iii) Other financial liabilities	-	-	-	6,412.37	6,412.37	6,412.37
(iv) Lease liabilities	-	-	-	213.58	213.58	213.58
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>39,420.21</b>	<b>39,420.21</b>	<b>39,420.21</b>

## Notes to the consolidated financial statements for the year ended March 31, 2023

As at March 31, 2022

(₹ in crore)

Particulars	Fair value through profit or loss	Derivative instruments through other comprehensive income	Derivative instruments not in hedging relationship	Amortised cost	Total carrying value	Total fair value
<b>Financial assets</b>						
(i) Investments (other than investments accounted for using equity method)	1,087.12	-	-	937.38	2,024.50	2,024.50
(ii) Loans	-	-	-	1,516.06	1,516.06	1,516.06
(iii) Trade receivables	-	-	-	375.53	375.53	375.53
(iv) Cash and cash equivalents	-	-	-	1,619.45	1,619.45	1,619.45
(v) Bank balances other than cash and cash equivalents	-	-	-	1,503.96	1,503.96	1,503.96
(vi) Derivative instruments	-	1,393.63	-	-	1,393.63	1,393.63
(vii) Other financial assets	-	-	-	1,133.11	1,133.11	1,133.11
<b>Total</b>	<b>1,087.12</b>	<b>1,393.63</b>	<b>-</b>	<b>7,085.49</b>	<b>9,566.24</b>	<b>9,566.24</b>
<b>Financial liabilities</b>						
(i) Borrowings	-	-	-	26,515.76	26,515.76	26,515.76
(ii) Trade payables	-	-	-	543.38	543.38	543.38
(iii) Other financial liabilities	-	-	-	4,562.80	4,562.80	4,562.80
(iv) Lease liabilities	-	-	-	116.95	116.95	116.95
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>31,738.89</b>	<b>31,738.89</b>	<b>31,738.89</b>

- (i) Investments in mutual fund, overseas fund by foreign subsidiaries, other fund and derivative instruments are mandatorily classified as fair value through consolidated statement of profit and loss. Investment in commercial papers and investment in commercial deposits are classified at amortised cost.
- (ii) As regards the carrying value and fair value of investments accounted for using equity method refer note 7(a) and 7(b).

### (b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

**Quoted prices in an active market (Level 1):** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual and overseas fund investments.

**Valuation techniques with observable inputs (Level 2):** This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Valuation techniques with significant unobservable inputs (Level 3):** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.



Notes to the consolidated financial statements for the year ended March 31, 2023

**Assets and liabilities measured at fair value**

(₹ in crore)

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
<b>March 31, 2023</b>				
<b>Financial assets</b>				
Investments (other than investments accounted for using equity method)	1,430.88	1,417.32	-	13.56
Derivative instruments	1,879.40	-	1,879.40	-
<b>March 31, 2022</b>				
<b>Financial assets</b>				
Investments (other than investments accounted for using equity method)	1,087.12	812.17	32.18	242.77
Derivative instruments	1,393.63	-	1,393.63	-

- (i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- (ii) Derivative contracts are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.
- (iii) The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Interest rate swaps are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.
- (iv) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- (v) There have been no transfers between Level 1, Level 2 and Level 3 for the year ended March 31, 2023 and year ended March 31, 2022.
- (vi) Fair value of mutual funds and overseas funds is determined based on the net asset value of the funds.

**(c) Financial risk management objectives and policies**

In the course of its business, the Group is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Group has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Group's business plan.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in accounting policies, to the consolidated financial statements.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### Market risk

#### (a) Market risk- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term and short-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

The exposure of the Group's borrowing to interest rate changes at the end of the reporting year are as follows:

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
Variable rate borrowings	2,714.45	2,863.02
Fixed rate borrowings	29,229.03	23,652.73
<b>Total borrowings</b>	<b>31,943.48</b>	<b>26,515.75</b>

(₹ in crore)		
Particulars	Change in basis points	Effect on profit before tax
<b>March 31, 2023</b>		
Increase	+50	(13.57)
Decrease	-50	13.57
<b>March 31, 2022</b>		
Increase	+50	(14.32)
Decrease	-50	14.32

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

#### (b) Market risk- Foreign currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the consolidated statement of profit and loss and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective consolidated entities. Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

The Group has entered into certain derivative contracts which are not designated as hedge. Refer note 46 for details.

## Notes to the consolidated financial statements for the year ended March 31, 2023

### i. Foreign currency exposure

The following table demonstrate the unhedged exposure in USD exchange rate as at March 31, 2023 and March 31, 2022. The Group's exposure to foreign currency changes for all other currencies is not material.

Particulars	March 31, 2023		March 31, 2022	
	USD in crore	₹ in crore	USD in crore	₹ in crore
Cash and bank balances	2.84	234.57	0.46	33.91
Trade receivables	0.70	57.90	0.66	48.95
Investments	22.69	1,876.93	14.50	1,077.75
Loans and other assets	2.22	183.61	1.21	89.61
Trade payables	(1.07)	(87.79)	(0.46)	(34.53)
Borrowings	(43.82)	(3,603.69)	(9.43)	(700.82)
Other liabilities	(16.23)	(1,341.49)	(1.63)	(121.09)
<b>Net assets/ (liabilities)</b>	<b>(32.67)</b>	<b>(2,679.96)</b>	<b>5.31</b>	<b>393.78</b>

### ii. Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

Particulars	Change in USD rate		Effect on profit before tax
	Change in USD rate	Effect on profit before tax	
<b>March 31, 2023</b>			
Increase	5.00%	(134.00)	
Decrease	-5.00%	134.00	
<b>March 31, 2022</b>			
Increase	5.00%	19.69	
Decrease	-5.00%	(19.69)	

The sensitivity analysis has been based on the composition of the Group's net financial assets and liabilities as at March 31, 2023 and March 31, 2022. The year end balances are not necessarily representative of the average debt outstanding during the year.

### Credit risk

Credit risk is the risk of financial loss arising from counterpart's failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks. The Group has a policy of dealing only with credit worthy counter-parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults.

Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables/unbilled revenue, loans receivables, investments in debt securities of group companies, balances with bank, bank deposits, derivatives and financial guarantees provided by the Group. None of the financial instruments of the Group result in material concentration of credit risk except investment in debentures made by the Group in its group companies and loans provided to its group companies. The credit risk in respect of such investments in preference shares/ debentures and loans are assessed on the basis of the fair value of the respective group companies determined based on their business plans. Also refer note 45 for the details of such instruments.

## Notes to the consolidated financial statements for the year ended March 31, 2023

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 12,222.07 crore and ₹ 9,566.24 crore as at March 31, 2023 and March 31, 2022 respectively, being the total carrying value of trade receivables, balances with bank, bank deposits, investments (other than investments accounted for using equity method) and other financial assets.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major clients. The Group does not hold collateral as security.

The Group's exposure to customers is diversified and there is no concentration of credit risk with respect to any particular customer as at March 31, 2023 and March 31, 2022.

### Reconciliation of loss allowance provision - Loans and other financial assets

(₹ in crore)

Particulars	Trade receivables	Security deposit	Loans	Non trade receivables
<b>As at April 01, 2021</b>	37.84	0.20	533.00	452.02
Movement during the year	-	-	-	43.21
Transfer on account of composite scheme of arrangement (refer note 32(c))	(33.14)	(0.20)	(533.00)	(5.81)
<b>As at March 31, 2022</b>	<b>4.70</b>	-	-	<b>489.42</b>
Movement during the year	0.42	-	-	-
<b>As at March 31, 2023</b>	<b>5.12</b>	-	-	<b>489.42</b>

### Liquidity risk

Liquidity risk refers to the risk that the Group can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Group has access to funds from debt markets through convertible debentures, non-convertible debentures, bonds and other debt instruments. The Group invests its surplus funds in bank fixed deposit and in mutual funds, which carries no or low market risk.

The Group monitors its risk of a shortage of funds on a regular basis. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, preference shares, sale of assets and strategic partnership with investors etc.

**Notes to the consolidated financial statements for the year ended March 31, 2023**

The following table shows a maturity analysis of the anticipated cash flows excluding interest and other finance charges obligations for the Group's financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value. Floating rate interest is estimated using the prevailing interest rate at the end of the reporting year.

(₹ in crore)				
Particulars	0 to 1 year	1 to 5 years	>5 years	Total
<b>March 31, 2023</b>				
Borrowings including current maturities (other than convertible preference shares)	3,768.80	17,677.06	11,359.78	32,805.64
Other financial liabilities	3,569.88	1,918.84	3,228.84	8,717.56
Lease liabilities	34.63	114.59	779.55	928.77
Trade payables	850.78	-	-	850.78
<b>Total</b>	<b>8,224.09</b>	<b>19,710.49</b>	<b>15,368.17</b>	<b>43,302.75</b>
<b>March 31, 2022</b>				
Borrowings including current maturities (other than convertible preference shares)	2,111.17	16,582.26	7,969.17	26,662.60
Other financial liabilities	2,993.64	885.67	3,232.93	7,112.24
Lease liabilities	16.92	45.34	717.94	780.20
Trade payables	543.38	-	-	543.38
<b>Total</b>	<b>5,665.11</b>	<b>17,513.27</b>	<b>11,920.04</b>	<b>35,098.42</b>

- (i) The above excludes any financial liabilities arising out of financial guarantee contract as detailed in note 37.
- (ii) For range of interest of borrowings, repayment schedule and security details refer note 17.

**Price risk**

The Group's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

(₹ in crore)		
Particulars	Change in price	Effect on profit before tax
<b>March 31, 2023</b>		
Increase	5.00%	71.54
Decrease	-5.00%	(71.54)
<b>March 31, 2022</b>		
Increase	5.00%	54.36
Decrease	-5.00%	(54.36)

## Notes to the consolidated financial statements for the year ended March 31, 2023

### 48. Capital management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Group.

The Group determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long-term and short-term bank borrowings and issue of non-convertible / convertible debt securities and strategic partnership with investors.

For the purpose of the Group's capital management, capital includes issued equity capital, convertible preference share, share premium and all other equity reserves.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Group's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenant are complied with. Refer note 1.

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Borrowings (refer note 17)	31,943.48	26,515.76
Less: Cash and cash equivalents	(3,277.71)	(1,619.45)
<b>Net borrowings (i)</b>	<b>28,665.77</b>	<b>24,896.31</b>
<b>Capital components</b>		
Equity share capital	603.59	603.59
Other equity	(1,396.37)	(1,421.41)
Non-controlling interests	1,761.63	2,735.97
<b>Total Capital (ii)</b>	<b>968.85</b>	<b>1,918.15</b>
<b>Capital and borrowings ( iii = i + ii )</b>	<b>29,634.62</b>	<b>26,814.45</b>
<b>Gearing ratio(%) ( i / iii )</b>	<b>96.73%</b>	<b>92.85%</b>

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

Notes to the consolidated financial statements for the year ended March 31, 2023

49. Reconciliation of liabilities arising from financing activities pursuant to Ind AS – 7 ‘Cash Flows’.

(₹ in crore)	
Particulars	Amount
<b>As at April 01, 2022</b>	<b>26,515.76</b>
<b>Cash flow changes</b>	
Proceeds from borrowings	8,957.30
Proceeds from cash credit and overdraft from bank	37.99
Repayment of borrowings	(4,371.34)
<b>Non Cash changes</b>	
Foreign exchange fluctuations	1,329.18
Others	(525.41)
<b>As at March 31, 2023</b>	<b>31,943.48</b>
<b>As at April 01, 2021</b>	<b>36,742.18</b>
<b>Cash flow changes</b>	
Proceeds from borrowings	4,035.79
Repayment of borrowings	(4,466.66)
Hedge adjustment	(264.59)
<b>Non Cash changes</b>	
Foreign exchange fluctuations	567.44
Others	63.54
Transfer on account of composite scheme of arrangement (refer note 32(c))	(10,161.94)
<b>As at March 31, 2022</b>	<b>26,515.76</b>

50. Previous year figures have been regrouped/ reclassified wherever necessary to confirm to the changes in current period/year.

51. Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in the consolidated financial statements have been rounded off or truncated as deemed appropriate by the management of the Group.

As per our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Danish Ahmed**  
Partner  
Membership number: 522144

Place: New Delhi  
Date: May 27, 2023

**For and on behalf of the Board of Directors**

**G. M. Rao**  
Chairman  
DIN: 00574243  
Place: Dubai

**Saurabh Chawla**  
Chief Financial Officer  
Place: Washington, D.C.

Date: May 27, 2023

**Grandhi Kiran Kumar**  
Managing Director and Chief Executive Officer  
DIN: 00061669  
Place: Dubai

**Venkat Ramana Tangirala**  
Company Secretary  
Membership Number: A13979  
Place: New Delhi

# Independent Auditor’s Report

**To the Members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited)**

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><b>1. Fair value measurement of investments in equity and preference shares of subsidiaries</b> (refer note 2.2(m) for the accounting policy and note 5 for disclosures of the accompanying standalone financial statements)</p> <p>As at 31 March 2023, the Company has investments in unquoted equity shares and preference shares of its subsidiaries amounting to ₹ 26,956.45 crores which are carried at fair value.</p> <p>The fair value of such unquoted investments is determined by applying valuation techniques which has been performed by independent valuation experts, applying applicable valuation methodologies.</p> <p>The determination of fair values involves significant management assumptions, judgements and estimates which include unobservable inputs such as future cash flows and judgments with respect to estimation of passenger traffic Air traffic movement and rates, future outcomes of ongoing litigations as detailed in note 5(3)(b) of the accompanying standalone financial statements.</p>	<p>Our audit procedures to assess the reasonableness of fair valuation of equity investments included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of management’s processes and controls for determining the fair value and provision and tested the design and operating effectiveness of such controls;</li> <li>• Carried out assessment of forecasts of future cash flows prepared by the management, evaluating the assumptions and estimates used in such forecasts including economic and financial data;</li> <li>• Evaluated the Company’s valuation methodology in determining the fair value of the investment. In making this assessment, we also assessed the professional competence, objectivity and capabilities of the valuation expert engaged by the management;</li> </ul>



Key audit matter	How our audit addressed the key audit matter
<p>The valuation of these investments was considered to be the area which required significant auditor attention and was of most significance in the audit of standalone financial statements due to the materiality of these investments to the standalone financial statements and complexities and subjectivity involved in the estimates and underlying key assumptions used in the valuation models for these investments. Hence, we have determined this as a key audit matter for current year audit.</p> <p>In addition to above, following disclosure made in the accompanying financial statements has been considered as fundamental to the users’ understanding of such financial statements:</p> <p>Note 5(3)(a) in relation to increase in the carrying value of investments in the subsidiaries. Further, Note 5(3)(b) in relation to carrying value of investments in the subsidiaries as mentioned in the aforesaid note, which are dependent on the uncertainties relating to the future outcome of the ongoing matters as further described in the aforesaid note.</p>	<ul style="list-style-type: none"> <li>• Engaged auditor’s valuation experts to ascertain the appropriateness of the valuation methodology including the allocation made to different investments and the concluded fair value;</li> <li>• Ensured the appropriateness of the carrying value of these investments in the financial statements and the gain or loss recognised in the financial statements as a result of such fair valuation;</li> <li>• Obtained appropriate management representations with respect to the underlying valuation report.</li> <li>• Assessed the appropriateness and adequacy of related disclosures in the standalone financial statements in accordance with the applicable accounting standards.</li> </ul>

**Information other than the Financial Statements and Auditor’s Report thereon**

6. The Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

7. The accompanying standalone financial statements have been approved by the Company’s Board of Directors. The Company’s Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and

presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.



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

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the

Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from

- our examination of those books;
- c) The standalone financial statements dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
  - e) The matters described in Emphasis of Matter reported in Sr.no 1 of the Key audit matters sections in paragraph 5 above, in our opinion, may have an adverse effect on the functioning of the Company;
  - f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;
  - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company, as detailed in note 34(I) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;
    - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 42(iv) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
    - b. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 42(v) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
    - v. The Company has not declared or paid any dividend during the year ended 31 March 2023.
    - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 01 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership No.: 522144

**UDIN:** 23522144BGZHNH7738

**Place:** New Delhi

**Date:** 27 May 2023

**Annexure I referred to in Paragraph 16 of the Independent Auditor’s Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties held by the Company disclosed in note 3 to the standalone financial statements are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) The Company has not provided advances in the nature of loans or security to Subsidiaries/Joint Ventures/Associates/Others during the year. Further, the Company has provided loans and guarantees, to Subsidiaries / Joint Ventures / Associates / Others during the year. The details of the same are given below: (also refer note 34(I) of the accompanying standalone financial statements)

Particulars	Guarantees (₹ in crore)	Loans (₹ in crore)
<b>Aggregate amount provided/granted during the year:</b>		
- Subsidiaries	-	160.70
- Others	-	498.08
<b>Balance outstanding as at balance sheet date:</b>		
- Subsidiaries	137.42	165.15
- Others	3,828.79	713.38

- (b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company. However, the Company has not provided any advances in the nature of loans during the year.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular. However, the Company does not have any outstanding advances in the nature of loans at the beginning of the current year nor has granted any advances in the nature of loans during the year.
- (d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.
- (e) The Company has granted loan which had fallen due during the year and such loan was extended during the year. The details of the same has been given below:

Name of the party	Aggregate amount of loans granted during the year (₹ in crore)	Aggregate overdue amount settled by extension to same parties (₹ in crore)	Nature of extension (i.e. renewed/extended/fresh loan provided)	Percentage of the aggregate to the total loans granted during the year
RAXA Security Services Limited	658.78	26.89	Extended	4.08%

- (f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect
- of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in crore)	Amount paid under Protest (₹ in crore)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	188.38	-	Assessment year 2008-09 and 2010-11 to 2013-14	High court in Bengaluru, Karnataka
Income Tax Act, 1961	Income Tax	96.36	25.13	Assessment year 2014-15 to 2016-17	Commissioner of Income tax (A), Bengaluru

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings to any lender or in the payment of interest thereon, except for the below:

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date (₹ in crore)	Whether principal or interest	No. of days delay or unpaid till the date of audit report
Foreign Currency Convertible Bonds	Kuwait Investment Authority	72.36	Interest	168-533

- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, except for the following:

Nature of fund taken	Name of lender	Amount involved (₹ in crore)	Name of the subsidiary, joint venture, associate	Relation	Nature of transaction for which funds were utilized
Foreign currency convertible bonds	AÉROPORTS DE PARIS S.A.	76.73	RAXA Security Services Limited	Subsidiary	Repayment of existing debt.
		130.18	GMR Generation Assets Limited	Fellow-Subsidiary	
		308.63	GMR Highways Limited	Fellow-Subsidiary	
		2.27	GMR Corporate Affairs Limited	Subsidiary	
		2.50	GMR Energy Trading Limited	Fellow-Subsidiary	
		1.57	GMR SEZ Port Holdings Private Limited	Fellow-Subsidiary	
		41.82	GMR Infra Developers Limited	Subsidiary	

- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has 2 CICs as part of the Group.
- (xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to ₹ 92.57 crore and ₹ 176.05 crore respectively.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company has met the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership No.: 522144

**UDIN:** 23522144BGZHH7738

**Place:** New Delhi

**Date:** 27 May 2023

**Annexure II to the Independent Auditor's Report of even date to the members of GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023**

**Annexure II**

**Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the standalone financial statements of GMR Airports Infrastructure Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established

and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the



internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership No.: 522144

**UDIN:** 23522144BGZHNH7738

**Place:** New Delhi

**Date:** 27 May 2023



## Standalone balance sheet as at March 31, 2023

(₹ in crore)			
Particulars	Notes	March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	1.37	0.95
Intangible assets	4	-	0.02
<b>Financial assets</b>			
Investments	5	26,956.45	12,613.61
Loans	6	864.00	99.43
Other financial assets	7	-	5.00
Income tax assets (net)	8	4.72	59.34
Other non-current assets	9	1.24	1.25
		<b>27,827.78</b>	<b>12,779.60</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Trade receivables	10	21.89	25.18
Cash and cash equivalents	11(a)	2,457.36	15.37
Bank balances other than cash and cash equivalents	11(b)	5.01	-
Loans	6	-	111.15
Other financial assets	7	103.29	115.51
Other current assets	9	17.28	36.80
		<b>2,604.83</b>	<b>304.01</b>
<b>Total assets</b>		<b>30,432.61</b>	<b>13,083.61</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	603.59	603.59
Other equity	13	21,319.32	9,788.24
<b>Total equity</b>		<b>21,922.91</b>	<b>10,391.83</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	14	2,778.31	619.87
Other financial liabilities	15	132.64	255.75
Provisions	16	0.99	0.77
Deferred tax liabilities (net)	17	5,055.19	1,503.51
		<b>7,967.13</b>	<b>2,379.90</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	14	181.20	140.00
Trade payables	18		
(a) Total outstanding dues of micro enterprises and small enterprises		0.34	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		15.94	18.40
Other financial liabilities	15	320.04	127.89
Other current liabilities	19	25.02	25.56
Provisions	16	0.03	0.03
		<b>542.57</b>	<b>311.88</b>
<b>Total liabilities</b>		<b>8,509.70</b>	<b>2,691.78</b>
<b>Total equity and liabilities</b>		<b>30,432.61</b>	<b>13,083.61</b>

Summary of significant accounting policies

2.2

The accompanying notes are an integral part of the standalone financial statements

This is the standalone balance sheet referred to in our report of even date

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Danish Ahmed**

Partner

Membership number: 522144

For and on behalf of the Board of Directors

**G. M. Rao**

Chairman

DIN: 00574243

Place: Dubai

**Grandhi Kiran Kumar**

Managing Director and Chief Executive Officer

DIN: 00061669

Place: Dubai

**Saurabh Chawla**

Chief Financial Officer

Place: Washington, D.C.

Date: May 27, 2023

**Venkat Ramana Tangirala**

Company Secretary

Membership Number: A13979

Place: New Delhi

Place: New Delhi

Date: May 27, 2023

Standalone statement of profit and loss for the year ended March 31, 2023

(₹ in crore)			
Particulars	Notes	March 31, 2023	March 31, 2022
<b>Continuing operations</b>			
<b>Income</b>			
Revenue from operations	20	101.94	39.06
Other income	21	24.15	1.00
<b>Total income</b>		<b>126.09</b>	<b>40.06</b>
<b>Expenses</b>			
Purchase of traded goods	22	0.66	19.85
Employee benefits expense	23	31.48	1.23
Finance costs	24	116.30	78.98
Depreciation and amortisation expense	25	0.35	0.91
Other expenses	26	88.30	22.89
<b>Total expenses</b>		<b>237.09</b>	<b>123.86</b>
<b>Loss before exceptional items and tax from continuing operations</b>		<b>(111.00)</b>	<b>(83.80)</b>
Exceptional items	27	120.57	(16.79)
<b>Profit/ (loss) before tax from continuing operations</b>		<b>9.57</b>	<b>(100.59)</b>
<b>Tax expense:</b>			
Deferred tax	29	-	58.72
<b>Total tax expenses</b>		<b>-</b>	<b>58.72</b>
<b>Profit/ (loss) for the year from continuing operations</b>		<b>9.57</b>	<b>(159.31)</b>
<b>Discontinued operations</b>			
Loss before tax from discontinued operations		-	(150.47)
Tax expense of discontinued operations		-	-
<b>Loss from discontinued operations after tax</b>		<b>-</b>	<b>(150.47)</b>
<b>Profit/ (loss) for the year</b>		<b>9.57</b>	<b>(309.78)</b>
<b>Other comprehensive income</b>			
<b>In respect of continuing operations</b>			
Items that will not be reclassified to profit or loss			
- Remeasurement loss of defined benefit plans		(0.20)	(0.17)
- Changes in fair value of equity investments at fair value through other comprehensive income ('FVTOCI')		14,446.42	1,570.39
- Income tax effect of these items		(3,390.47)	(398.61)
<b>In respect of discontinued operations</b>			
Items that will not be reclassified to profit or loss			
- Remeasurement loss of defined benefit plans		-	(0.45)
- Changes in fair value of equity investments at fair value through other comprehensive income ('FVTOCI')		-	1,389.98
- Income tax effect of these items		-	(829.85)
<b>Total other comprehensive income for the year, net of tax</b>		<b>11,055.75</b>	<b>1,731.29</b>
Total comprehensive income attributable to continuing operations		11,065.32	1,012.30
Total comprehensive income attributable to discontinued operations		-	409.21
<b>Total comprehensive income for the year</b>		<b>11,065.32</b>	<b>1,421.51</b>
<b>Earnings per equity share (in ₹)</b>		28	
Basic and diluted from continuing operations (per equity share of ₹ 1 each)		0.02	(0.26)
Basic and diluted from discontinued operations (per equity share of ₹ 1 each)		-	(0.25)
Basic and diluted from continuing and discontinued operations (per equity share of ₹ 1 each)		0.02	(0.51)

Summary of significant accounting policies

2.2

The accompanying notes are an integral part of the standalone financial statements

This is the standalone statement of profit and loss referred to in our report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

**Danish Ahmed**

Partner

Membership number: 522144

**G. M. Rao**

Chairman

DIN: 00574243

Place: Dubai

**Grandhi Kiran Kumar**

Managing Director and Chief Executive Officer

DIN: 00061669

Place: Dubai

**Saurabh Chawla**

Chief Financial Officer

Place: Washington, D.C.

Date: May 27, 2023

**Venkat Ramana Tangirala**

Company Secretary

Membership Number: A13979

Place: New Delhi

Place: New Delhi

Date: May 27, 2023

## Standalone statement of changes in equity for the year ended March 31, 2023

### a. Equity share capital:

Particulars	(₹ in crore)				
	Balance as at April 01, 2021	Changes due to prior period errors	Restated balance as at April 01, 2021	Changes during the year	Balance as at March 31, 2022
Equity shares of ₹ 1 each issued, subscribed and fully paid	603.59	-	603.59	-	603.59
Particulars	Balance as at April 01, 2022	Changes due to prior period errors	Restated balance as at April 01, 2022	Changes during the year	Balance as at March 31, 2023
Equity shares of ₹ 1 each issued, subscribed and fully paid	603.59	-	603.59	-	603.59

### b. Other equity

Particulars	(₹ in crore)							Total other equity
	Equity component of related party loans (refer note 13)	Equity component of foreign currency convertible bond ('FCCB') (refer note 13)	Fair valuation through other comprehensive income ('FVOCI') reserve (refer note 13)	General reserve (refer note 13)	Securities premium (refer note 13)	Capital reserve (refer note 13)	Retained earnings (refer note 13)	
<b>For the year ended March 31, 2023</b>								
<b>As at April 01, 2022</b>	-	-	6,037.65	174.56	-	141.75	3,454.49	(20.21)
Changes due to prior period errors	-	-	-	-	-	-	-	-
<b>Restated balance as at April 01, 2022</b>	-	-	6,037.65	174.56	-	141.75	3,454.49	(20.21)
Profit for the year	-	-	-	-	-	-	9.57	-
Other comprehensive income for the year	-	-	11,055.95	-	-	-	(0.20)	-
<b>Total comprehensive income for the year</b>	-	-	11,055.95	-	-	-	9.37	-
Exchange difference on FCCB recognised during the year	-	-	-	-	-	-	-	(15.89)
FCMTR amortisation during the year	-	-	-	-	-	-	-	2.30
Equity component recognised on FCCB (net of deferred tax) (refer note 14(2))	-	479.35	-	-	-	-	-	-
<b>As at March 31, 2023</b>	-	479.35	17,093.60	174.56	-	141.75	3,463.86	(33.80)
								<b>21,319.32</b>

Standalone statement of changes in equity for the year ended March 31, 2023

b. Other equity (Contd...)

Particulars	Reserves and surplus						Total other equity		
	Equity component of related party loans (refer note 13)	Equity component of foreign currency convertible bond ('FCCB') (refer note 13)	Fair valuation through other comprehensive income ('FVTOCI') reserve (refer note 13)	General reserve (refer note 13)	Securities premium (refer note 13)	Capital reserve (refer note 13)		Retained earnings (refer note 13)	Foreign currency monetary translation reserve ('FCMTR') (refer note 13)
<b>For the year ended March 31, 2022</b>									
<b>As at April 01, 2021</b>	1.24	-	(3,143.07)	174.56	10,010.98	141.75	2,122.60	(173.82)	9,134.24
Changes due to prior period errors	-	-	-	-	-	-	-	-	-
<b>Restated balance as at April 01, 2021</b>	1.24	-	(3,143.07)	174.56	10,010.98	141.75	2,122.60	(173.82)	9,134.24
Loss for the year	-	-	-	-	-	-	(309.78)	-	(309.78)
Other comprehensive income for the year	-	-	1,731.91	-	-	-	(0.62)	-	1,731.29
<b>Total comprehensive income for the year</b>	-	-	1,731.91	-	-	-	(310.40)	-	1,421.51
Exchange difference on FCCB recognised during the year	-	-	-	-	-	-	-	(40.40)	(40.40)
FCMTR amortisation during the year	-	-	-	-	-	-	-	6.63	6.63
Transfer from fair valuation through other comprehensive income 'FVTOCI'/reserve	-	-	(1,351.40)	-	-	-	1,674.97	-	323.57
Transfer on account of composite scheme of arrangement (refer note 39)	(1.24)	-	8,800.21	-	(10,010.98)	-	(32.68)	187.38	(1,057.31)
<b>As at March 31, 2022</b>	-	-	6,037.65	174.56	-	141.75	3,454.49	(20.21)	9,788.24

2.2

Summary of significant accounting policies

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

This is the standalone statement of changes in equity referred to in our report of even date

For **Walker Chandiook & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Danish Ahmed**  
Partner  
Membership number: 522144

Place: New Delhi  
Date: May 27, 2023

For and on behalf of the Board of Directors

**G. M. Rao**  
Chairman  
DIN: 00574243  
Place: Dubai

**Saurabh Chawla**  
Chief Financial Officer  
Place: Washington, D.C.

Date: May 27, 2023

**Grandhi Kiran Kumar**  
Managing Director and Chief Executive Officer  
DIN: 00061669  
Place: Dubai

**Venkat Ramana Tangirala**  
Company Secretary  
Membership Number: A13979  
Place: New Delhi

## Standalone statement of cash flows for the year ended March 31, 2023

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Cash flow from operating activities</b>		
Profit/ (loss) before tax from continuing operations	9.57	(100.59)
Loss before tax from discontinued operations	-	(150.47)
	<b>9.57</b>	<b>(251.06)</b>
<b>Adjustments for</b>		
Depreciation and amortisation expenses	0.35	14.17
Exceptional items	(120.57)	74.53
Loss on account of foreign exchange fluctuation (unrealised)	29.44	6.05
Gain on disposal of assets (net)	(0.21)	(0.08)
Reversal for upfront loss on long term construction cost	-	(12.86)
Profit on sale of current investments	(0.64)	(0.65)
Finance income (including finance income on finance asset measured at amortised cost)	(36.83)	(299.43)
Finance costs	116.30	529.37
<b>Operating (loss)/ profit before working capital changes</b>	<b>(2.59)</b>	<b>60.04</b>
<b>Working capital adjustments</b>		
Change in inventories	-	(29.81)
Change in trade receivables	3.29	199.44
Change in other financial assets	28.29	(296.52)
Change in other assets	19.53	28.63
Change in trade payables	(2.12)	30.23
Change in other financial liabilities	31.50	15.98
Change in provisions	0.02	4.26
Change in other liabilities	(0.54)	(41.61)
<b>Cash generated from/ (used in) operations</b>	<b>77.38</b>	<b>(29.36)</b>
Income tax refund (net)	54.61	4.44
<b>Net cash flow generated from/ (used in) operating activities</b>	<b>131.99</b>	<b>(24.92)</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment	(0.76)	(0.40)
Proceeds from sale of property, plant and equipment	0.22	1.33
Purchase of non-current investments (including advances paid)	(15.00)	(0.23)
Proceeds from sale of current investments (net)	0.64	-
Movement in bank deposit (having original maturity of more than three month) (net)	-	(6.71)
Loans given to group companies	(568.89)	(1,825.33)
Loans repaid by group companies	144.69	1,954.28
Interest received	14.18	100.53
<b>Net cash flow (used in)/ generated from investing activities</b>	<b>(424.92)</b>	<b>223.47</b>

Standalone statement of cash flows for the year ended March 31, 2023

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
<b>Cash flow from financing activities</b>		
Proceeds from long term borrowings	2,931.77	940.98
Repayment of long term borrowings	(34.34)	(1,053.16)
(Repayment)/ proceed from short term borrowings (net)	(100.00)	278.77
Finance costs paid	(62.51)	(400.07)
<b>Net cash flow generated from/ (used in) financing activities</b>	<b>2,734.92</b>	<b>(233.48)</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>2,441.99</b>	<b>(34.93)</b>
Cash and cash equivalents at the beginning of the year	15.37	57.56
Cash and cash equivalents transferred pursuant to the Composite Scheme (refer note 39)	-	(7.26)
<b>Cash and cash equivalents at the end of the year</b>	<b>2,457.36</b>	<b>15.37</b>

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
<b>Component of cash and cash equivalents</b>		
Cash on hand	0.01	0.01
Balances with banks		
– On current accounts	67.80	15.36
Deposits with original maturity of less than three month	2,389.55	-
	<b>2,457.36</b>	<b>15.37</b>

Summary of significant accounting policies 2.2

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

This is the standalone statement of changes in equity referred to in our report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**For and on behalf of the Board of Directors**

**Danish Ahmed**  
Partner  
Membership number: 522144

**G. M. Rao**  
Chairman  
DIN: 00574243  
Place: Dubai

**Grandhi Kiran Kumar**  
Managing Director and Chief Executive Officer  
DIN: 00061669  
Place: Dubai

Place: New Delhi  
Date: May 27, 2023

**Saurabh Chawla**  
Chief Financial Officer  
Place: Washington, D.C.

**Venkat Ramana Tangirala**  
Company Secretary  
Membership Number: A13979  
Place: New Delhi

Date: May 27, 2023

## Notes to the standalone financial statements for the year ended March 31, 2023

### 1. Corporate information

GMR Airports Infrastructure Limited (formerly known as GMR Airports Limited) ('GIL' or 'the Company') is a public limited Company domiciled in India. The registered office of the Company is located at Naman Centre, Bandra Kurla Complex, Mumbai, India. Its equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company carries its business in the following business segments:

a. Engineering Procurement Construction (EPC)

The Company is engaged in handling EPC solutions in the infrastructure sector. Also refer note 39.

b. Others

The Company's business also comprises of investment activity and corporate support to various infrastructure Special Purpose Vehicles (SPV).

Information on other related party relationships of the Company is provided in Note 31.

Other explanatory information to the standalone financial statement comprises of notes to the financial statements for the year ended March 31, 2023.

The standalone financial statements were approved by the Board of Directors and authorised for issue in accordance with a resolution of the Directors on May 27, 2023.

### 2. Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated below:

**Recent accounting pronouncement issued but not made effective:**

**Ind AS 1 - Presentation of Financial Statements**

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023, has issued an amendment to Ind AS 1 which specifies that an entity to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to IND AS 107 and IND AS 34 with effect from April 01, 2023.

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

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023, has issued an amendment to Ind AS 8 which

specifies that the definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates with effect from April 01, 2023.

**Ind AS 12 - Income Taxes**

The Ministry of Corporate Affairs ("MCA") vide notification dated March 31, 2023 has issued an amendment to Ind AS 12 which narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to IND AS 101. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023.

The Company is in the process of evaluating the impact on financial statements.

#### 2.1. Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The standalone financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates, and all values are rounded to nearest crore except when otherwise indicated.

These standalone financial statements have been prepared by giving effect to the composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited (GPIL) with the Company and demerger of Engineering Procurement and Construction (EPC) business and Urban Infrastructure Business of the Company (including Energy business) into GMR Power and Urban Infra Limited (GPUIL) ("Scheme") as approved by the Hon'ble National Company Law Tribunal, Mumbai bench ("the Tribunal") vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Company, GPIL and GPUIL on December 31, 2021, thereby making the Scheme effective. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 01, 2021, being the Appointed date as per



Notes to the standalone financial statements for the year ended March 31, 2023

the Scheme.

The standalone financial statements of the Company do not have any impact of the Composite Scheme, however as per the applicable Ind AS, the EPC business and Urban Infrastructure Business (including Energy business) have been classified as Discontinued operations for the comparative purposes. Also refer note 39.

**2.2. Summary of significant accounting policies**

**a. Current versus non-current classification**

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle,
- ii. It is held primarily for the purpose of trading,
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**b. Fair value measurement of financial instruments**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date using

valuation techniques.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing

## Notes to the standalone financial statements for the year ended March 31, 2023

categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### c. Revenue from contracts with customer

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in Profit & loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

#### Significant judgments are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

#### Revenue from operations

Revenue from operation is exclusive of goods and service tax (GST). Revenue includes adjustments made towards liquidated damages and variation wherever applicable. Escalation and other claims, which are not ascertainable/acknowledged by customers are not taken into account.

Revenue from construction/project related activity is recognised as follows:

1. **Cost plus contracts:** Revenue from cost plus contracts is recognized over time and is determined with reference to the extent performance obligations have been satisfied. The amount of transaction price allocated to the performance obligations satisfied represents the recoverable costs incurred during the period plus the margin as agreed with the customer.
2. **Fixed price contracts:** Contract revenue is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs.

Impairment loss (termed as provision for foreseeable losses in the financial statements) is recognized in the statement of profit and loss to the extent the carrying amount of the contract asset exceeds the remaining amount of consideration that the Company expects to receive towards remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations). In addition, the Company recognises impairment loss (termed as provision for expected credit loss on contract assets in the financial statements) on account of credit risk in respect of a contract asset using expected credit loss model on similar basis as applicable to trade receivables.

#### Contract balances

##### Contract assets

A contract asset is the right to consideration in exchange

## Notes to the standalone financial statements for the year ended March 31, 2023

for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

### **Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (m) Financial instruments – initial recognition and subsequent measurement.

### **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

### **Income from management/ technical services**

Income from management/ technical services is recognised as per the terms of the agreement on the basis of services rendered.

### **Interest income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable except the interest income received from customers for delayed payments which are accounted on the basis of reasonable certainty / realisation.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company

estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. Interest income is included in other operating income in the statement of profit and loss.

### **Dividends**

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

## **d. Taxes on income**

### **Current income tax**

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that is probable that future taxable profits will be available against which the temporary differences can be utilised.

## Notes to the standalone financial statements for the year ended March 31, 2023

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets include Minimum Alternative Tax ('MAT') paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

In the year in which the Company recognises MAT credit as an asset, it is created by way of credit to the statement of profit and loss shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

### e. **Property, plant and equipment**

Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Category of asset*	Estimated useful life
Plant and equipment	4 – 15 years*
Office equipment's	5 years
Furniture and fixtures	10 years
Vehicles	8 – 10 years
Computers	3 years

Leasehold improvements are depreciated over the period of lease or estimated useful life, whichever is lower, on straight line basis.

\* The Company, based on technical assessment made by the technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

Further, the management has estimated the useful lives of asset individually costing Rs 5,000 or less to be less than one year, whichever is lower than those indicated in Schedule II. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes to the standalone financial statements for the year ended March 31, 2023

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

**f. Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are

reviewed at least at the end of each reporting period with the effect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

A summary of the policies applied to the Company's intangible assets is, as follows:

Intangible assets	Useful lives	Amortisation method used	Internally generated or acquired
Computer software	Definite (6 years)	Straight-line basis	Acquired

**g. Borrowing cost**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur.

**h. Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the

arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

**The Company as a lessee**

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

## Notes to the standalone financial statements for the year ended March 31, 2023

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset. The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

### The Company as a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

### i. Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories

are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred that relate to future activities on the contract are recognised as "Contract work in progress".

Contract work in progress comprising construction costs and other directly attributable overheads is valued at lower of cost and net realisable value.

### j. Impairment of non-financial assets

As at the end of each accounting year, the Company reviews the carrying amounts of its property, plant and equipment (PPE), investment property, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- (i) in the case of an individual asset, at the higher of the fair value less costs of disposal and the value in use; and
- (ii) in the case of a cash generating unit (a Company of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net fair value less costs of disposal and the value in use.

(The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the company suitably adjusted for risks specified to the estimated cash flows of the asset).

For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

## Notes to the standalone financial statements for the year ended March 31, 2023

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

### **k. Provisions and contingent liabilities**

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

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

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a

present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Provisions and contingent liability are reviewed at each balance sheet.

### **l. Retirement and other employee benefits**

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution schemes. The Company has no obligation, other than the contribution payable. The Company recognizes contribution payable to provident fund, pension fund and superannuation fund as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Accumulated leave, which is expected to be utilized within the next twelve month, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve month, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

The Company presents the leave as a current liability in the standalone balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method

## Notes to the standalone financial statements for the year ended March 31, 2023

using actuarial valuation to be carried out at each balance sheet date.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a. The date of the plan amendment or curtailment, and
- b. The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b. Net interest expense or income.

### **m. Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately

recognised in the statement of profit and loss. In case of interest free or concession loans/debentures/preference shares given to subsidiaries, associates and joint ventures, the excess of the actual amount of the loan over initial measure at fair value is accounted as an equity investment. On de-recognition of such financial instruments in its entirety, the difference between the carrying amount measured at the date of de-recognition and the consideration received is adjusted with equity component of the investments.

Pursuant to change in accounting policy as detailed above, the Company has made an irrevocable election to measure investments in equity instruments issued by subsidiaries, associates and joint ventures at Fair Value Through Other Comprehensive Income (FVTOCI). Amounts recognised in OCI are not subsequently reclassified to the statement of profit and loss. Refer note 5 and 35.

Investment in preference shares/ debentures of the subsidiaries are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares/ debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

### **(a) Financial assets**

#### **• Measurement and Valuation**

##### **1. Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



Notes to the standalone financial statements for the year ended March 31, 2023

**2. Financial assets measured at fair value**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- **Impairment of financial assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through the statement of profit and loss.

The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109 – Impairment loss on investments.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve month expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

- **De-recognition of financial assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets

and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of de-recognition and the consideration received is recognised in standalone statement of profit and loss.

For trade and other receivables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(b) Financial liabilities and equity instruments**

- **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

- **Measurement and valuation**

**1. Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

**2. Financial liabilities**

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

## Notes to the standalone financial statements for the year ended March 31, 2023

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

- **Put option liability**

The potential cash payments related to put options issued by the Company over the equity of subsidiary companies to non-controlling interests are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or another financial asset for a fixed number of shares in the subsidiary. The financial liability for such put option is accounted for under Ind AS 109.

The amount that may become payable under the option on exercise is initially recognised at fair value under other financial liabilities with a corresponding debit to investments.

If the put option is exercised, the entity derecognises the financial liability by discharging the put obligation. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to investment.

- **De-recognition**

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

recognised in the statement of profit and loss.

- (c) **Off-setting of financial instruments**

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

- n. **Derivative financial instruments**

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

- o. **Convertible preference shares/ debentures**

Convertible preference shares/debentures are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares/debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for conversion right. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not re-measured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares/debentures based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

- p. **Cash and cash equivalents**

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-

## Notes to the standalone financial statements for the year ended March 31, 2023

term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**q. Foreign currencies**

In preparing the financial statements, transactions in the currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in the foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on translation of long term foreign currency monetary items recognised in the financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Company has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-"First time adoption of Indian Accounting Standard" are recognised directly in equity or added/ deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

Exchange differences arising on the retranslation or

settlement of other monetary items are included in the statement of profit and loss for the period.

**r. Corporate social responsibility ('CSR') expenditure**

The Company charges its CSR expenditure during the period to the statement of profit and loss.

**s. Interest in joint operations**

In respect of its interests in joint operations, the Company recognises its share in assets, liabilities, income and expenses line-by-line in the standalone financial statements of the entity which is party to such joint arrangement. Interests in joint operations are included in the segments to which they relate.

**t. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary share would decrease/ increase earning/ loss per share from continuing operations.

**u. Exceptional items**

An item of income or expense which due to its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the financial statements.

## Notes to the standalone financial statements for the year ended March 31, 2023

### 3. Property, plant and equipment

(₹ in crore)

Particulars	Freehold land	Leasehold land	Plant and equipment	Furniture and fittings	Computers	Office equipments	Vehicles	Total
<b>Gross carrying amount</b>								
<b>As at April 01, 2021</b>	<b>0.33</b>	<b>0.34</b>	<b>210.34</b>	<b>3.00</b>	<b>1.31</b>	<b>0.27</b>	<b>4.95</b>	<b>220.54</b>
Additions	-	-	0.22	0.01	0.16	0.02	-	0.41
Disposals	-	-	0.35	0.03	-	-	0.13	0.51
Transfer on account of composite scheme of arrangement (refer note 39)	0.25	-	209.97	2.49	0.52	-	2.20	215.43
<b>As at March 31, 2022</b>	<b>0.08</b>	<b>0.34</b>	<b>0.24</b>	<b>0.49</b>	<b>0.95</b>	<b>0.29</b>	<b>2.62</b>	<b>5.01</b>
Additions	-	-	-	-	0.24	0.52	-	0.76
Disposals	0.01	-	-	-	-	-	-	0.01
<b>As at March 31, 2023</b>	<b>0.07</b>	<b>0.34</b>	<b>0.24</b>	<b>0.49</b>	<b>1.19</b>	<b>0.81</b>	<b>2.62</b>	<b>5.76</b>
<b>Accumulated depreciation</b>								
<b>As at April 01, 2021</b>	-	<b>0.34</b>	<b>88.74</b>	<b>2.11</b>	<b>1.30</b>	<b>0.25</b>	<b>3.92</b>	<b>96.66</b>
Charge for the year	-	-	13.14	0.07	0.03	0.02	0.32	13.58
Disposals	-	-	0.26	0.03	-	-	0.13	0.42
Transfer on account of composite scheme of arrangement (refer note 39)	-	-	101.59	1.71	0.48	-	1.98	105.76
<b>As at March 31, 2022</b>	-	<b>0.34</b>	<b>0.03</b>	<b>0.44</b>	<b>0.85</b>	<b>0.27</b>	<b>2.13</b>	<b>4.06</b>
Charge for the year	-	-	0.01	0.02	0.16	0.03	0.11	0.33
<b>As at March 31, 2023</b>	-	<b>0.34</b>	<b>0.04</b>	<b>0.46</b>	<b>1.01</b>	<b>0.30</b>	<b>2.24</b>	<b>4.39</b>
<b>Net carrying amount</b>								
<b>As at March 31, 2022</b>	<b>0.08</b>	-	<b>0.21</b>	<b>0.05</b>	<b>0.10</b>	<b>0.02</b>	<b>0.49</b>	<b>0.95</b>
<b>As at March 31, 2023</b>	<b>0.07</b>	-	<b>0.20</b>	<b>0.03</b>	<b>0.18</b>	<b>0.51</b>	<b>0.38</b>	<b>1.37</b>

Note: Refer note 14 for information on property, plant and equipment pledged as security by the company

## Notes to the standalone financial statements for the year ended March 31, 2023

**4. Intangible assets**

(₹ in crore)

Particulars	Other concession and operator rights	Computer Software	Total
<b>Gross carrying amount</b>			
<b>As at April 01, 2021</b>	<b>5.22</b>	<b>5.72</b>	<b>10.94</b>
Disposals	-	3.89	3.89
Transfer on account of composite scheme of arrangement (refer note 39)	5.22	-	5.22
<b>As at March 31, 2022</b>	<b>-</b>	<b>1.83</b>	<b>1.83</b>
<b>As at March 31, 2023</b>	<b>-</b>	<b>1.83</b>	<b>1.83</b>
<b>Accumulated amortisation</b>			
<b>As at April 01, 2021</b>	<b>1.87</b>	<b>4.19</b>	<b>6.06</b>
Charge for the year	0.23	0.36	0.59
Disposals	-	2.74	2.74
Transfer on account of composite scheme of arrangement (refer note 39)	2.10	-	2.10
<b>As at March 31, 2022</b>	<b>-</b>	<b>1.81</b>	<b>1.81</b>
Charge for the year	-	0.02	0.02
<b>As at March 31, 2023</b>	<b>-</b>	<b>1.83</b>	<b>1.83</b>
<b>Net carrying amount</b>			
<b>As at March 31, 2022</b>	<b>-</b>	<b>0.02</b>	<b>0.02</b>
<b>As at March 31, 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>

**5. Investments**

(₹ in crore)

Particulars	Non-current	
	March 31, 2023	March 31, 2022
<b>A. Investments measured at Fair Value Through Other Comprehensive Income (FVTOCI) (Fully paid up)</b>		
<b>Unquoted equity shares</b>		
<b>i. Subsidiary Companies</b>		
<b>- Domestic Companies</b>		
GMR Hyderabad International Airport Limited ('GHIAL') <sup>7</sup> [1,000 (March 31, 2022: 1,000) equity shares of ₹ 10 each]	19.55	19.55
Delhi International Airport Limited ('DIAL') <sup>7</sup> [200 (March 31, 2022: 200) equity shares of ₹ 10 each]	5.72	5.72
GMR Airports Limited ('GAL') <sup>1,4(ii)(a)</sup> 422,000,837 (March 31, 2022: 422,000,837) equity shares ₹ 10 each]	15,904.34	6,840.03
GMR Corporate Affairs Limited ('GCAL') (formerly known as GMR Corporate Affairs Private Limited ('GCAPL') <sup>1</sup> [4,999,900 (March 31, 2022: 4,999,900) equity shares of ₹ 10 each]	-	-
GMR Infra Developers Limited ('GIDL') <sup>1</sup> [49,994 (March 31, 2022: 49,994) equity shares of ₹ 10 each fully paid-up]	5,657.10	-
Raxa Security Services Limited ('RSSL') <sup>1,4(ii)(b)</sup> [36,438,940 (March 31, 2022: 36,438,940) equity shares of ₹ 10 each]	282.60	260.90
GMR Airport Developers Limited ('GADL') <sup>5</sup>	0.08	0.08
GMR Power and Urban Infra Limited ('GPUIL') <sup>5</sup>	13.49	242.71
	<b>21,882.88</b>	<b>7,368.99</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

### 5. Investments (Contd...)

(₹ in crore)

Particulars	Non-current	
	March 31, 2023	March 31, 2022
<b>- Overseas companies</b>		
GMR Airports International B.V. ('GAIBV') <sup>4(i)(c)</sup> [30,500 (March 31, 2022: 30,500) equity share of USD 1 each]	0.23	0.23
	<b>0.23</b>	<b>0.23</b>
<b>Total investment in equity shares</b>	<b>21,883.11</b>	<b>7,369.22</b>
<b>B. Investment in preference shares (fully paid up)</b>		
<b>i. Investment in preference shares (in the nature of equity) of subsidiary companies measured at fair value through other comprehensive income ('FVTOCI')</b>		
GMR Airports Limited ('GAL') <sup>2</sup> 272,077,162 (March 31, 2022: 272,077,162) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series A') of ₹ 10 each 50,532,525 (March 31, 2022: 50,532,525) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series B') of ₹ 10 each 42,110,437 (March 31, 2022: 42,110,437) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series C') of ₹ 10 each 75,798,787 (March 31, 2022: 75,798,787) 0% non-cumulative compulsorily convertible non-cumulative preference shares ('Bonus CCPS Series D') of ₹ 10 each	934.84	1,547.75
GMR Corporate Affairs Limited ('GCAL') (Formerly known as GMR Corporate Affairs Private Limited ('GCAPL')) <sup>4(i)(d)</sup>	-	-
	<b>934.84</b>	<b>1,547.75</b>
<b>ii. Investment in preference shares of subsidiary companies at amortised cost</b>		
GMR Corporate Affairs Limited ('GCAL') (formerly known as GMR Corporate Affairs Private Limited ('GCAPL')) <sup>4(i)(d)</sup> [15,000,000 (March 31, 2022: 15,000,000) 8% non-cumulative redeemable preference shares of ₹ 10 each]	-	-
	-	-
<b>Total investment in preference shares</b>	<b>934.84</b>	<b>1,547.75</b>
<b>C. Investment in debentures (fully paid up)</b>		
<b>i. Investment in debentures (in the nature of equity) measured at FVTOCI</b>		
<b>a. Subsidiary companies</b>		
GMR Infra Developers Limited ('GIDL') <sup>4(i)(a)</sup> [41,385 (March 31, 2022: 41,385) 0.001% unsecured compulsorily convertible debentures of ₹ 1,000,000 each]	4,138.50	3,696.64
GMR Corporate Affairs Limited ('GCAL') (formerly GMR Corporate Affairs Private Limited ('GCAPL')) <sup>4(i)(a)</sup> [15,000,000 (March 31, 2022: Nil) 0.001% unsecured compulsorily convertible debentures of ₹ 10 each]	-	-
	-	-
<b>Total investment in debentures</b>	<b>4,138.50</b>	<b>3,696.64</b>
<b>Total investments (A+B+C)</b>	<b>26,956.45</b>	<b>12,613.61</b>
Aggregate book and market value of quoted investments	-	-
Aggregate gross value of unquoted investments	26,956.45	12,613.61
Aggregate amount of impairment	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

### 5. Investments (Contd...)

1. Details of investments pledged at face value as security in respect of the loans availed by the Company and the investee Companies. Also refer note 14.

The following unquoted investments included above have been pledged as security in respect of the borrowings of the Company or the investee Companies:

Description	₹ in crore)	
	March 31, 2023	March 31, 2022
GAL [393,867,452 (March 31, 2022: 393,867,452) equity shares of ₹ 10 each]	393.87	393.87
GIDL* [49,994 (March 31, 2022: 49,994) equity shares of ₹ 10 each]	0.05	0.05
GCAL* [4,999,990 (March 31, 2022: 4,999,990) equity shares of ₹ 10 each]	5.00	5.00
RSSL [36,438,940 (March 31, 2022: 36,438,940) equity shares of ₹ 10 each]	3.64	3.64

\* Subsequent to year ended March 31, 2023, pledge on these shares have been released

### 2. Non-cumulative compulsorily convertible preference shares

- a) During the year ended March 31, 2020 GAL had issued 273,516,392 (197,743,603 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series A') each having a face value of ₹ 10 each, for an aggregate face value of ₹ 273.52 crore as per the terms of Shareholders' Agreement ('SHA') dated February 20, 2020 between the Company, Aéroports de Paris S.A. ('ADP'), GAL, and GMR Infra Services Limited ('GISL'), and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ('SSPA') entered into among ADP, GAL, GIDL, GISL and Company. ADP has pegged Earn-outs upto ₹ 4,475.00 crore linked to achievement of certain agreed operating performance metrics as well as on receipt of certain regulatory clarifications as specified in SHA by way of conversion of these Bonus CCPS Series A.

These Bonus CCPS Series A are convertible into equity shares of GAL no later than November 15, 2024, based on the conversion formula as defined the SHA. These Bonus CCPS Series A are non-cumulative in nature and each Bonus CCPS Series A holder shall is entitled to dividend of 0.001% per annum declared on each Bonus CCPS Series A. Further, these Bonus CCPS Series A are not redeemable and there is no obligation on GAL to redeem such Bonus CCPS Series A.

During the year ended March 31, 2021, the Company had additionally acquired 74,333,559 Bonus CCPS Series A.

- b) During the year ended March 31, 2021, GAL had issued 5,08,01,774 (37,837,162 to the Company) non-cumulative

compulsorily convertible preference shares ('Bonus CCPS Series B'), 42,334,812 (31,530,968 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series C') and 76,202,661 (56,755,742 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series D') each having a face value of ₹ 10 each, for an aggregate face value of ₹ 169.34 crore as per the terms of the amended agreement to Shareholders' Agreement ('Amended SHA') dated February 20, 2020 executed on July 07, 2021 between the Company, ADP, GAL and GISL, and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ('SSPA') entered into between ADP, GAL, GISL and the Company. These Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are convertible into such number of equity shares in accordance with the terms of the Amended SHA which are dependent on the consolidated target EBIDTA of GAL for the financial years ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively and upon conversion of Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D, 49% of such converted shares shall be acquired by ADP from the Company.

During the year ended March 31, 2021, the Company had additionally acquired 12,695,363 Bonus CCPS Series B, 10,579,469 Bonus CCPS Series C and 19,043,054 Bonus CCPS Series D.

- c) These Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are non-cumulative in nature and holders

## Notes to the standalone financial statements for the year ended March 31, 2023

of each Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D shall be entitled to dividend of 0.001% per annum declared on each of these. Further, these Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are not redeemable and there is no obligation on GAL to redeem such Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D.

- d) Further all CCPS Series A, CCPS Series B, CCPS Series C and CCPS Series D are directly or indirectly held by the Company.
- e) The Board of Directors of the Company vide their meeting dated March 17, 2023 has approved the settlement regarding Bonus CCPS Series B, C and D between the Company, GAL and Shareholders of GAL wherein cash earnouts to be received by Company were agreed to be settled at ₹ 550.00 crore, to be paid in milestone linked tranches and conversion of these Bonus CCPS Series B, C and D will take as per the terms of settlement. Further, the Company, GAL and Shareholders of GAL have also agreed on the settlement regarding Bonus CCPS Series A whereby GAL will issue such number of additional equity share to the Company and GIDL (wholly owned subsidiary of the Company) which will result in increase of shareholding of Company (along with its subsidiary) from current 51% to 55%. The settlement is subject to certain conditions specified in proposed settlement agreement.

As part of the settlement agreement, the company has received 1st tranche of ₹ 100 crore towards the sale of these CCPS, however the settlement agreement is subject to certain conditions precedent which are yet to be complied. Hence, the same has been classified as advance received against sale of CCPS in other financial liabilities.

3. a) The Company has equity investments in GAL which further has investments in various investee entities engaged in operating airport and other allied activities. During the year ended March 31, 2023, the Company has entered into a scheme of merger, as further detailed in note 44, wherein independent valuation specialists have computed the swap ratio on the basis of fair valuation of the respective entities determined using the volume weighted average market price of Company and the Income approach. As at the current year end, the management together with an independent valuation expert determined the fair valuation of investments in GAL giving cognizance to the aforementioned approach used for the determination of

swap ratio, including considering improved market outlook, legal updates and business conditions. Basis such valuation the Company has recognised a gain of ₹ 11,633.92 crore in the Other Comprehensive Income for the year ended March 31, 2023.

- b) Further, fair value of investments in equity shares and compulsorily convertible preference shares ('CCPS') of GAL are subject to outcome of ongoing litigations and claims pertaining to DIAL and GHIAL as follows:
- Ongoing arbitration between DIAL and Airports Authority of India ('AAI') in relation to the payment of Monthly Annual fees ('MAF') for the period till the operations of DIAL reach pre-COVID 19 levels. Basis an independent legal opinion obtained by the management of DIAL, DIAL is entitled to be excused from making payment of MAF under article 11.1.2 of OMDA to AAI on account of occurrence of Force Majeure Event under Article 16.1 of OMDA, till such time DIAL achieves level of activity prevailing before occurrence of force majeure. Further, the management of DIAL had entered into settlement agreement with AAI on April 25, 2022, which will govern interim workable arrangement between parties for the payment of MAF. Accordingly, DIAL had started payment of MAF with effect from April 01, 2022, onwards. The expected impact of the above matter on the fair value of investments is not significant.
  - Consideration of Cargo, Ground Handling and Fuel farm ('CGHF') income as part of non-aeronautical revenue in determination of tariff in case of GHIAL. GHIAL has filed appeal with Telecom Disputes Settlement Appellate Tribunal ('TDSAT') and, the adjudicating authority, TDSAT, in its disposal order dated March 06, 2020 has directed Airports Economic Regulatory Authority ('AERA') to reconsider the issue afresh while determining the aeronautical tariff for the Third Control Period ('TCP') commencing from April 01, 2021. In July 2020, the GHIAL has filed an application with the AERA for determination of Aeronautical tariff for the third control period commencing from April 01, 2021 to March 31, 2026 wherein it has contended that CGHF income shall be treated as non-aeronautical revenue. During the previous year, AERA vide its Order dated August 31, 2021, had issued Tariff Order for the TCP effective from



**Notes to the standalone financial statements for the year ended March 31, 2023**

October 01, 2021 considering the CGHF revenue as aeronautical revenue. GHIAL had also filed an appeal against the Tariff Order for the TCP with TDSAT, as the management of GHIAL is of the view that AERA has not considered the outstanding issues in determination of aeronautical tariff for the TCP as directed by TDSAT vide its order dated March 06, 2020. The management has also obtained legal opinion according to which GHIAL's contention as above is appropriate as per terms of Concession agreement and AERA Act, 2008.

- c) During the year ended March 31, 2023, GMR Airports International BV ('GAIBV'), a step down subsidiary of the Company, has entered into definitive agreements with Aboitiz Infra Capital Inc ('AIC'), for AIC to acquire shares in GMR Megawide Cebu Airport Corporation ('GMCAC') along with identified associates and upon completion of all customary approvals, GAIBV has received cash consideration of PHP 9.4 billion (USD 167.96 million) (including exchangeable notes which as per the agreements are exchangeable against GAIBV's balance equity in GMCAC on October 31, 2024). Further, GAIBV is also entitled for additional deferred consideration based on subsequent yearly performance of GMCAC for next four consecutive years beginning from January 2023. While the total consideration realized pursuant to the aforementioned definitive agreement is significantly in excess of the amount originally invested in the aforementioned group entities, such investments in GAL have been carried at Fair Value through Other Comprehensive Income ('FVOCI') in accordance with Ind – AS 109 'Financial instruments' and consequently the impact of the transaction price has been appropriately considered in the fair valuation of Equity investments in GAIBV held through GAL.
- 4.** i) During the year ended March 31, 2023:
- a) The Company has subscribed to 15,000,000 0.001% unsecured, unrated, unlisted compulsory convertible debentures (CCD's) of face value of ₹ 10 each of GMR Corporate Affairs Limited ('GCAL') (formerly known as GMR Corporate Affairs Private Limited ('GCAPL') amounting to ₹ 15 crore.
- ii) During the year ended March 31, 2022:
- a) The Company had sold 126,600,252 equity shares (9% stake) of ₹ 10 each of GAL to GIDL for a consideration of ₹ 1,857.10 crore. The sales consideration was received/adjusted as under;
    - ₹ 1,800.00 crore in form of 18,000, 0.001% unsecured compulsorily convertible debentures of GIDL having face value of ₹ 1,000,000 each.
    - ₹ 57.10 crore adjusted against the loan taken by the Company from GIDL.
  - b) The Company had purchased 36,438,940 equity shares (100% stake) of ₹ 10 each of RSSL from GMR Aerostructure Services Limited ('GASL') for a consideration of ₹ 216.10 crore.
  - c) The Company had purchased 30,500 equity shares of USD 1 each of GAIBV for a consideration of ₹ 0.23 crore.
  - d) 15,000,000 8% non-cumulative redeemable preference shares of ₹ 10 each issued by GCAL and equity component of preference shares has been impaired.
- 5.** The Company does not hold any shares in these entities. The value of investment represents investments in equity on account of financial guarantees/ loans.
- 6.** This includes shares held by others on behalf of the Company (now part of discontinued business pursuant to the scheme as mentioned in note 39).
- 7.** This includes investment in equity and investment in additional equity on account of financial guarantees.

## Notes to the standalone financial statements for the year ended March 31, 2023

### 6. Loans

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Unsecured, considered good</b>				
Loans to related parties (refer note 31)	864.00	99.43	-	111.10
Loans to employees	-	-	-	0.05
	<b>864.00</b>	<b>99.43</b>	-	<b>111.15</b>
Loans receivables-credit impaired-related parties (refer note 31)	14.53	16.53	-	-
	<b>14.53</b>	<b>16.53</b>	-	-
Less: loans receivables-impairment allowance-related parties (refer note 27 and 31)	(14.53)	(16.53)	-	-
<b>Total</b>	<b>864.00</b>	<b>99.43</b>	-	<b>111.15</b>

- Loans are non-derivative financial instruments which generate a fixed or variable interest income for the Company. The carrying value may be affected by the changes in the credit risk of the counter parties.
- No loans are due from directors or other officers of the Company either severally or jointly with any other person. Nor any loans are due from firms or private companies respectively in which any director is a partner, a director or a member.
- All the above loans to related parties have been given for general business purposes. Further loans that fall under the category of 'Loans - Non-Current' are re-payable after more than 1 year.

### 7. Other financial assets

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>				
Non-current bank balance (refer note 11(b))	-	5.00	-	-
Interest accrued on fixed deposits	-	-	1.87	0.09
Interest accrued on loans and debentures to related parties (refer note 31)	-	-	24.84	10.54
Non trade receivable considered good (refer note 31)	-	-	76.58	104.88
<b>Total</b>	-	<b>5.00</b>	<b>103.29</b>	<b>115.51</b>

### 8. Income tax assets (net)

(₹ in crore)

Particulars	Non-current	
	March 31, 2023	March 31, 2022
Advance income tax (net of provision for current tax and including tax paid under protest)	4.72	59.34
<b>Total</b>	<b>4.72</b>	<b>59.34</b>

Notes to the standalone financial statements for the year ended March 31, 2023

9. Other assets

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Advances other than capital advances</b>				
Unsecured, considered good				
- Advances to suppliers	-	-	-	18.62
- Advances to employees	-	-	0.57	0.24
- Advances to related parties (refer note 31)	-	-	3.01	1.41
<b>(A)</b>	<b>-</b>	<b>-</b>	<b>3.58</b>	<b>20.27</b>
<b>Other advances</b>				
Prepaid expenses	-	-	0.81	0.42
Balances with statutory/ government authorities	1.24	1.25	12.89	16.11
<b>(B)</b>	<b>1.24</b>	<b>1.25</b>	<b>13.70</b>	<b>16.53</b>
<b>Total</b>	<b>(A+B)</b>		<b>17.28</b>	<b>36.80</b>

10. Trade receivables

(₹ in crore)

Particulars	Current	
	March 31, 2023	March 31, 2022
<b>Unsecured, considered good</b>		
Receivable from related parties (refer note 31)	21.89	25.18
<b>Total</b>	<b>21.89</b>	<b>25.18</b>

- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
  - Trade receivables are non-interest bearing.
  - Refer note 35(c) for details pertaining to expected credit loss ('ECL').
  - Payment is generally received from customers in due course as per agreed terms of contract with customer which usually ranges from 7-30 days.
1. Refer note 14 for information on trade receivables pledged as security against borrowings.
  2. Trade receivables ageing schedule is as follows:

(₹ in crore)

Particulars	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
	Less than 6 month	6 month - 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed trade receivables – considered good	6.97	-	14.92	-	-	21.89
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Undisputed trade receivables – loss allowance	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-
(v) Disputed trade receivables considered doubtful	-	-	-	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Particulars	As at March 31, 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 month	6 month - 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed trade receivables – considered good	25.18	-	-	-	-	25.18
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Undisputed trade receivables – loss allowance	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-
(v) Disputed trade receivables considered doubtful	-	-	-	-	-	-

### 11. Cash and cash equivalents

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>(a) Cash and cash equivalents</b>				
Balances with banks				
– in current accounts	-	-	67.80	15.36
– deposits with original maturity of less than or equal to three months	-	-	2,389.55	-
Cash on hand	-	-	0.01	0.01
<b>(A)</b>	<b>-</b>	<b>-</b>	<b>2,457.36</b>	<b>15.37</b>
<b>(b) Other bank balances</b>				
– deposits with remaining maturity for more than three months but less than twelve months <sup>1</sup>	-	-	5.01	-
– deposits with remaining maturity for more than twelve months <sup>1</sup>	-	5.00	-	-
<b>(B)</b>	<b>-</b>	<b>5.00</b>	<b>5.01</b>	<b>-</b>
Amount disclosed under non-current financial assets (refer note 7)	-	(5.00)	-	-
<b>(C)</b>	<b>-</b>	<b>(5.00)</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>(A+B+C)</b>	<b>-</b>	<b>2,462.37</b>	<b>15.37</b>

1 A charge has been created over the deposits of ₹ 5.00 crore (March 31, 2022: ₹ 5.00 crore) towards working capital facilities availed by the Company from bank (refer note 14).

Notes to the standalone financial statements for the year ended March 31, 2023

12. Equity Share Capital

Particulars	Equity Shares*		Preference Share**	
	Number of shares	(₹ in crore)	Number of shares	(₹ in crore)
<b>Authorised share capital:</b>				
<b>As at April 01, 2021</b>	<b>13,500,000,000</b>	<b>1,350.00</b>	<b>6,000,000</b>	<b>600.00</b>
Increase/ (decrease) during the year	50,000,000	5.00	(5,000,000)	(500.00)
<b>As at March 31, 2022</b>	<b>13,550,000,000</b>	<b>1,355.00</b>	<b>1,000,000</b>	<b>100.00</b>
Increase/ (decrease) during the year	-	-	-	-
<b>As at March 31, 2023</b>	<b>13,550,000,000</b>	<b>1,355.00</b>	<b>1,000,000</b>	<b>100.00</b>

\*Face value of equity shares: ₹ 1/- each

\*\* Face value of preference shares: ₹ 1,000/- each

a. Issued equity capital

Particulars	Number of shares	(₹ in crore)
<b>Equity shares of ₹ 1 each issued, subscribed and fully paid</b>		
<b>As at April 01, 2021</b>	<b>6,035,945,275</b>	<b>603.59</b>
Issued during the year	-	-
<b>As at March 31, 2022</b>	<b>6,035,945,275</b>	<b>603.59</b>
Issued during the year	-	-
<b>As at March 31, 2023</b>	<b>6,035,945,275</b>	<b>603.59</b>

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 1 per share. Every member holding equity shares therein shall have voting rights in proportion to the member's share of the paid up equity share capital. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors if any is subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend if any.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

c. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of the equity share issued by the Company, share held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares	(₹ in crore)	Number of shares	(₹ in crore)
<b>Equity shares of ₹ 1 each fully paid</b>				
GMR Enterprises Private Limited ('GEPL'), holding company	2,684,843,150	268.48	2,684,843,150	268.48
GMR Infra Ventures LLP ('GIVLLP'), an associate of the holding company	31,321,815	3.13	31,321,815	3.13
GMR Business and Consulting LLP ('GBC'), an associate of the holding company	765,135,166	76.51	765,135,166	76.51
Hyderabad Jabilli Properties Private Limited ('HJPPL'), a subsidiary of the holding company	57,500,000	5.75	57,500,000	5.75

## Notes to the standalone financial statements for the year ended March 31, 2023

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

Name of Shareholder	March 31, 2023		March 31, 2022	
	Number of shares	% Holding in class	Number of shares	% Holding in class
<b>Equity shares of ₹ 1 each fully paid</b>				
GMR Enterprises Private Limited ('GEPL')	2,684,843,150	44.48%	2,684,843,150	44.48%
GMR Business and Consulting LLP ('GBC')	765,135,166	12.68%	765,135,166	12.68%
DVI Fund Mauritius Limited	113,988,382	1.89%	468,417,768	7.76%
ASN Investments Limited	439,069,922	7.27%	439,069,922	7.27%

As per records of the Company including its register of shareholders/ members, the above share holding represents both legal and beneficial ownership of shares.

### e. Shares held by promoters in the Company

Name of Promoters	March 31, 2023		March 31, 2022		% change during the year
	Number of shares	% Holding in class	Number of shares	% Holding in class	
<b>Equity shares of ₹ 1 each fully paid</b>					
GMR Enterprises Private Limited ('GEPL')	2,684,843,150	44.48%	2,684,843,150	44.48%	0.00%
G.M. Rao*	1,732,330	0.03%	1,732,330	0.03%	0.00%

\*Includes shares held as karta of HUF and trustee of trust

The total promoters and promoters group shareholding as on March 31, 2023 is 3,561,169,176 shares constituting 59.00% (March 31, 2022: 3,555,169,176 shares constituting 58.90%) of paid up equity share capital of the Company.

### f. Aggregate number of shares issued for consideration other than cash during the period of five year immediately preceding the reporting date:

There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

### g. Shares reserved for issue under options

For details of shares reserved for issue on conversion of foreign currency convertible bonds ('FCCBs'), refer note 14(1) and 14(2) related to terms of conversion/ redemption of FCCBs.

## 13. Other Equity

(₹ in crore)

<b>Equity component of foreign currency convertible bonds ('FCCB')<sup>1</sup></b>	
As at April 01, 2021	-
<b>As at March 31, 2022</b>	-
Add: Addition during the year (net of deferred tax) (refer note 17)	479.35
<b>As at March 31, 2023</b>	<b>(A) 479.35</b>
<b>Equity component of related party loans<sup>8</sup></b>	
As at April 01, 2021	1.24
Less: Transfer on account of composite scheme of arrangement (refer note 39)	(1.24)
<b>As at March 31, 2022</b>	-
<b>As at March 31, 2023</b>	<b>(B) -</b>
<b>Fair valuation through other comprehensive income ('FVTOCI') reserve<sup>2</sup></b>	
As at April 01, 2021	(3,143.07)
Add: Gain on FVTOCI on equity securities (net of tax)	1,731.91
Less: Transferred to retained earning	(1,351.40)
Add: Transfer on account of composite scheme of arrangement (refer note 39)	8,800.21
<b>As at March 31, 2022</b>	<b>6,037.65</b>
Add: Gain on FVTOCI on equity securities (net of tax)	11,055.95
<b>As at March 31, 2023</b>	<b>(C) 17,093.60</b>

**Notes to the standalone financial statements for the year ended March 31, 2023**

<b>13. Other Equity (Contd...)</b>	<b>(₹ in crore)</b>
<b>General reserve<sup>3</sup></b>	
As at April 01, 2021	174.56
<b>As at March 31, 2022</b>	<b>174.56</b>
<b>As at March 31, 2023</b>	<b>(D) 174.56</b>
<b>Securities premium<sup>4</sup></b>	
As at April 01, 2021	10,010.98
Less: Transfer on account of composite scheme of arrangement (refer note 39)	(10,010.98)
<b>As at March 31, 2022</b>	<b>-</b>
<b>As at March 31, 2023</b>	<b>(E) -</b>
<b>Capital reserve<sup>5</sup></b>	
As at April 01, 2021	141.75
<b>As at March 31, 2022</b>	<b>141.75</b>
<b>As at March 31, 2023</b>	<b>(F) 141.75</b>
<b>Retained earnings<sup>6</sup></b>	
As at April 01, 2021	2,122.60
Less: Loss for the year	(309.78)
Less: Re-measurement loss on defined benefit plans	(0.62)
Add: Transfer from Fair valuation through other comprehensive income ('FVTOCI') reserve	1,674.97
Less: Transfer on account of composite scheme of arrangement (refer note 39)	(32.68)
<b>As at March 31, 2022</b>	<b>3,454.49</b>
Add: Profit for the year	9.57
Less: Re-measurement loss on defined benefit plans	(0.20)
<b>As at March 31, 2023</b>	<b>(G) 3,463.86</b>
<b>Foreign currency monetary translation reserve ('FCMTR') (refer note 14(1))<sup>7</sup></b>	
As at April 01, 2021	(173.82)
Less: Exchange difference loss on FCCB recognised during the year	(40.40)
Add: FCMTR amortisation during the year	6.63
Less: Transfer on account of composite scheme of arrangement (refer note 39)	187.38
<b>As at March 31, 2022</b>	<b>(20.21)</b>
Less: Exchange difference loss on FCCB recognised during the year	(15.89)
Add: FCMTR amortisation during the year	2.30
<b>As at March 31, 2023</b>	<b>(H) (33.80)</b>
<b>Total other equity</b>	<b>(A+B+C+D+E+F+G+H)</b>
<b>As at March 31, 2022</b>	<b>9,788.24</b>
<b>As at March 31, 2023</b>	<b>21,319.32</b>

- Pursuant to the approval of the Management Committee of the Board of Directors dated March 17, 2023, the Company has issued 6.76% Unlisted Foreign Currency Convertible Bonds (FCCBs) of EUR 33.0817 crore, equivalent to ₹ 2,931.77 crore to Aeroports De Paris S.A. With a maturity period of 10 years and 1 day. The bond shall carry an interest rate of 6.76% p.a on a simple interest basis. Interest will accrue on a yearly basis and first interest installment is payable on date of expiry of five years and from end of sixth year on yearly basis. Also refer note 14(2).
- The Company recognises changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserves within equity.
- General reserve was created pursuant to transfer of debenture redemption reserve and equity component of preference share. General reserve is a free reserve available to the Company.

## Notes to the standalone financial statements for the year ended March 31, 2023

4. Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.
5. On July 02, 2014, the Board of Directors of the Company approved an issue and allotment of up to 180,000,000 warrants having an option to apply for and be allotted equivalent number of equity shares of face value of ₹ 1 each on a preferential basis under chapter VII of the SEBI ICDR Regulations and provisions of all other applicable laws and regulations and accordingly the Company received an advance of ₹ 141.75 crore against such share warrants. The shareholders approved the aforesaid issue of warrants through postal ballot on August 12, 2014. Pursuant to the approval of the Management Committee of the Board of Directors dated February 26, 2016 the outstanding warrants have been cancelled as the holders did not exercise the option within the due date of 18 months from the date of allotment, and ₹ 141.75 crore received as advance towards such warrants has been forfeited in accordance with the SEBI ICDR Regulations during the year ended March 31, 2016. The said amount was credited to Capital Reserve account during the year ended March 31, 2016.
6. Retained Earnings are the profits of the Company earned till date net of appropriations.
7. FCMTR represents unamortised foreign exchange differences arising on translation of long-term foreign currency monetary items.
8. This represents equity component recognised on loan taken from related party. Also refer note 39.

### 14. Financial liabilities - Borrowings

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>A. Non current borrowings</b>				
<b>Debentures / Bonds</b>				
25 (March 31, 2022: 25) 7.5% Foreign Currency Convertible Bonds ('KIA FCCBs') of USD 1,000,000 (March 31, 2022: USD 1,000,000) each (unsecured) <sup>1</sup>	201.30	185.67	-	-
330,817 (March 31, 2022: Nil) 6.76% Foreign Currency Convertible Bonds ('ADP FCCBs') of Euro 1,000 each (unsecured) <sup>2</sup>	2,318.35	-	-	-
<b>Term Loans</b>				
Loans from related parties (unsecured) (refer note 31) <sup>3,4</sup>	258.66	434.20	-	-
<b>B. Current borrowings</b>				
Loans from related parties (unsecured) (refer note 31) <sup>4,5</sup>	-	-	181.20	140.00
<b>Total</b>	<b>2,778.31</b>	<b>619.87</b>	<b>181.20</b>	<b>140.00</b>
<b>The above amount includes</b>				
Secured borrowings	-	-	-	-
Unsecured borrowings	2,778.31	619.87	181.20	140.00

1. Pursuant to the approval of the Management Committee of the Board of Directors dated December 10, 2015, the Company has issued 7.50% Unlisted Foreign Currency Convertible Bonds ('KIA FCCBs') of USD 300 million to Kuwait Investment Authority with a maturity period of 60 years. The subscriber can exercise the conversion option on and after 18 month from the closing date upto close of business on maturity date. Interest is payable on annual basis. The KIA FCCBs are convertible at ₹ 18 per share which is subject to adjustment as per the terms of the KIA FCCBs, subject to the regulatory floor price. The exchange rate for conversion of KIA FCCBs is fixed at Rs 66.745/USD. Pursuant to composite scheme of arrangement being effective on December 31, 2021 (refer note 39), the USD 300 million KIA FCCBs are split into USD 25 million and USD 275 million between GIL and GPUIL respectively basis utilisation and in their respective asset ratio in accordance with Section 2(19AA) of the Income Tax Act in the manner contemplated under the Scheme. In order to maintain the rights of the bondholder intact consequent to split of KIA FCCBs, the conversion price of KIA FCCBs issued by the Company were changed so that Bondholders upon conversion receive the same number of shares as they were entitled at the time of



## Notes to the standalone financial statements for the year ended March 31, 2023

issuance. Hence, conversion of KIA FCCBs of USD 25 million shall account for 1,112,416,667 equity shares of the Company (as per original entitlement). The outstanding amount as at March 31, 2023 is ₹ 201.30 crore (March 31, 2022 : ₹ 185.67 crore). As at March 31, 2023, KIA FCCBs holders have not exercised the conversion option. The Company needs to take necessary steps in case the bondholders direct the Company to list the KIA FCCBs on the Singapore Exchange Trading Limited.

- Pursuant to the approval of the Management Committee of the Board of Directors dated March 24, 2023, the Company has issued 6.76% Unlisted Foreign Currency Convertible Bonds ('ADP FCCBs') of Euro 330.817 million of Euro 1,000,000 each, equivalent to ₹ 2,931.77 crore to Aeroports De Paris S.A. with a maturity period of 10 year and 1 day. The Bond Holder can exercise the conversion option at any time on or after the day following the 5th anniversary of the Closing Date (i.e. March 24, 2023) up to the close of business on March 2033. The exchange rate for conversion of ADP FCCBs is fixed at ₹ 88.5237/EUR. The price at which each of the Shares will be issued upon conversion will initially be ₹ 43.67 (calculated by reference to a premium of 10% (ten percent) over and above the Regulatory Floor Price), but will be subject to adjustment as per terms of FCCBs. The Bonds may be redeemed or converted into New Shares of the Company on the Maturity Date at 100 per cent of the Principal Amount of the Bonds together with any accrued but uncapitalised or unpaid interest (including Default Interest) up to (but excluding) the Maturity Date in accordance with the issuance terms. The bond shall carry an interest rate of 6.76% per annum on a simple interest basis. Interest will accrue on a yearly basis and first interest installment is payable on date of expiry of five years and from end of sixth year on yearly basis .

The above ADP FCCBs are fair valued as per Ind AS 109 - 'Financial Instrument' and equity component of ₹ 479.35 crore (net of deferred tax of ₹ 161.21 crore) has been recognised in other equity.

- Loans of ₹ 258.66 crore (March 31, 2022: ₹ 293.00 crore) from GIDL, a subsidiary company carries interest of 18.25% per annum (March 31, 2022: 17.25% per annum) and is payable along with the principal. The loan is repayable after 3 year from the date of disbursement i.e. August 02, 2021 of the loan.
- Loans of ₹ 181.20 crore (March 31, 2022: ₹ 140.00 crore) from GHIAL, a subsidiary company and Celebi Delhi Cargo Terminal Management India Private Limited, an associate of the company carrying interest ranging between 9% per annum to 11% per annum (March 31, 2022: 9% per annum to 11% per annum) and is payable along with repayment of principal within the period of 12 month from the date of balance sheet.
- Loan of ₹ Nil (March 31, 2022: ₹ 100.00 crore) from GAL, a subsidiary company which carried interest of 17% per annum payable on monthly basis.

### Terms of repayment

#### a) As on March 31, 2023

(₹ in crore)

Particulars	Interest rate range (per annum)	Amount Outstanding	1 year	Repayable within 1 to 5 year	> 5 year
<b>Debentures / Bonds</b>					
Foreign Currency Convertible Bonds ('KIA FCCBs') (Unsecured)	7.50%	205.43	-	-	205.43
Foreign Currency Convertible Bonds ('ADP FCCBs') (Unsecured)	6.76%	2,958.91	-	-	2,958.91
<b>Term loans</b>					
Loans from related parties (Unsecured)	9.00% - 18.25%	439.86	181.20	258.66	-
<b>Total</b>		<b>3,604.20</b>	<b>181.20</b>	<b>258.66</b>	<b>3,164.34</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

<b>Reconciliation with carrying amount</b>		<b>(₹ in crore)</b>
Total Amount repayable as per repayment terms		3,604.20
Less: Equity component of FCCB (excluding deferred tax)		640.56
Less: Impact of recognition of borrowing at amortised cost using effective interest method		4.13
<b>Net carrying value</b>		<b>2,959.51</b>

### b) As on March 31, 2022

<b>(₹ in crore)</b>					
Particulars	Interest rate range (per annum)	Amount Outstanding	1 year	Repayable within 1 to 5 year	> 5 year
<b>Debentures / Bonds</b>					
Foreign Currency Convertible Bonds ('KIA FCCBs') (Unsecured)	7.50%	189.48	-	-	189.48
<b>Term loans</b>					
Loans from related parties (Unsecured)	9.00% - 17.25%	574.20	140.00	434.20	-
<b>Total</b>		<b>763.68</b>	<b>140.00</b>	<b>434.20</b>	<b>189.48</b>

<b>Reconciliation with carrying amount</b>		<b>(₹ in crore)</b>
Total Amount repayable as per repayment terms		763.68
Less: Impact of recognition of borrowing at amortised cost using effective interest method		3.81
<b>Net carrying value</b>		<b>759.87</b>

### 15. Other financial liabilities

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Other financial liabilities at amortised cost</b>				
Security deposit- related parties (refer note 31) <sup>1</sup>	19.50	31.50	-	-
Advance against investment	100.00	-	-	-
Financial guarantee	1.02	2.91	1.89	4.06
Non-trade payable others <sup>2</sup>	12.12	171.06	152.38	50.19
Non trade payable- related parties (refer note 31)	-	50.28	43.30	5.22
Interest accrued on debt and borrowings (refer note 31)	-	-	122.47	68.42
<b>Total</b>	<b>132.64</b>	<b>255.75</b>	<b>320.04</b>	<b>127.89</b>

- Security deposit of ₹ 19.50 crore (March 31, 2022: ₹ 31.50 crore) from RSSL, a subsidiary company carries interest of 11.35% per annum payable on a monthly basis. The security deposit is repayable on discharge of all performance obligations of RSSL under the long term service agreements entered into with the Company and other group companies.
- During the year ended March 31, 2016, ₹ 22,563 was received as excess share application money received against rights issue which is pending to be refunded during year ended March 31, 2023.

## Notes to the standalone financial statements for the year ended March 31, 2023

**16. Provisions**

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Provision for employee benefits</b>				
Provision for gratuity (refer note 32(b))	0.99	0.77	-	-
Provision for superannuation	-	-	0.03	0.03
<b>Total</b>	<b>0.99</b>	<b>0.77</b>	<b>0.03</b>	<b>0.03</b>

**17 Deferred tax liabilities (net)**

(₹ in crore)

Particulars	Opening deferred tax (asset)/ liabilities	Income tax expense/(credit) recognized in the statement of profit and loss	Income tax expense/(credit) recognized in other comprehensive income*	Income tax expense/(credit) directly recognized through other equity	Closing deferred tax (asset)/ liabilities
<b>For the year ended March 31, 2023</b>					
<b>Deferred tax liabilities arising on account of</b>					
Property, plant & equipment and Intangible assets	5.49	-	-	-	5.49
Fair valuation gain (net) on equity instruments	1,724.51	-	3,330.47	-	5,054.98
Equity component of ADP FCCBs (refer note 14(2))	-	-	-	161.21	161.21
<b>Total deferred tax liabilities (A)</b>	<b>1,730.00</b>	<b>-</b>	<b>3,330.47</b>	<b>161.21</b>	<b>5,221.68</b>
<b>Deferred tax assets arising on account of</b>					
Brought forward tax losses	(221.00)	-	60.00	-	(161.00)
Expenses deductible on payment	(5.49)	-	-	-	(5.49)
<b>Total deferred tax assets (B)</b>	<b>(226.49)</b>	<b>-</b>	<b>60.00</b>	<b>-</b>	<b>(166.49)</b>
<b>Total deferred tax liabilities (net) (A+B)</b>	<b>1,503.51</b>	<b>-</b>	<b>3,390.47</b>	<b>161.21</b>	<b>5,055.19</b>

(₹ in crore)

Particulars	Opening deferred tax (asset)/ liabilities	Income tax expense/(credit) recognized in the statement of profit and loss	Income tax expense/(credit) recognized in other comprehensive income*	Income tax expense/(credit) directly recognized through other equity	Closing deferred tax (asset)/ liabilities
<b>For the year ended March 31, 2022</b>					
<b>Deferred tax liabilities arising on account of</b>					
Property, plant & equipment and Intangible assets	7.62	(2.13)	-	-	5.49
Fair valuation gain (net) on equity instruments	874.53	-	1,173.53	(323.57)	1,724.51
<b>Total deferred tax liabilities (A)</b>	<b>882.15</b>	<b>(2.13)</b>	<b>1,173.53</b>	<b>(323.57)</b>	<b>1,730.00</b>
<b>Deferred tax assets arising on account of</b>					
Brought forward tax losses	(275.93)	-	54.93	-	(221.00)
Expenses deductible on payment	(7.62)	2.13	-	-	(5.49)
Minimum Alternative Tax credit entitlement	(58.72)	58.72	-	-	-
<b>Total deferred tax assets (B)</b>	<b>(342.27)</b>	<b>60.85</b>	<b>54.93</b>	<b>-</b>	<b>(226.49)</b>
<b>Total deferred tax liabilities (net) (A+B)</b>	<b>539.88</b>	<b>58.72</b>	<b>1,228.46</b>	<b>(323.57)</b>	<b>1,503.51</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

\*Income tax expense/ (credit) recognized in other comprehensive income includes deferred tax on discontinued operations.

The company has not recognised deferred tax asset on unused tax losses and unabsorbed depreciation of ₹ 2,035.46 crore and other deductible temporary differences of ₹ 14.53 crore. The unused tax losses will be adjustable till Assessment Year 2030-31.

### 18. Trade payables

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	0.34	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Trade payables	10.03	18.40
- Trade payables to related parties (refer note 31)	5.91	-
<b>Total</b>	<b>16.28</b>	<b>18.40</b>

#### 1. Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing.
- For explanations on the Company's credit risk management processes, refer note 35(c).
- The dues to related parties are unsecured.

#### 2. Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006"

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier:		
- Principal amount	0.34	-
- Interest thereon	-	-
The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest.	-	-
The amount of interest accrued and remaining unpaid	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

#### 3. Trade payables ageing schedule is as follows

(₹ in crore)

Particulars	As at March 31, 2023					
	Not due	Outstanding for following periods from due date of payment				
		0-1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Dues to MSME	0.12	0.22	-	-	-	0.34
(ii) Dues to others	2.63	7.40	-	-	-	10.03
(iii) Dues to related parties	-	5.91	-	-	-	5.91
(iv) Disputed dues to MSME	-	-	-	-	-	-
(v) Disputed dues to others	-	-	-	-	-	-
<b>Total</b>	<b>2.75</b>	<b>13.52</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16.28</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Particulars	As at March 31, 2022					
	Not due	Outstanding for following periods from due date of payment				
		0-1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Dues to MSME	-	-	-	-	-	-
(ii) Dues to others	18.40	-	-	-	-	18.40
(iii) Disputed dues to MSME	-	-	-	-	-	-
(iv) Disputed dues to others	-	-	-	-	-	-
<b>Total</b>	<b>18.40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18.40</b>

**19. Other liabilities**

(₹ in crore)

Particulars	Current	
	March 31, 2023	March 31, 2022
Advances from customers (refer note 31)	4.26	4.24
Other liabilities (including statutory dues)	20.76	21.32
	<b>25.02</b>	<b>25.56</b>

**20. Revenue from operations**

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Sale of material and services		
Sale of traded goods	0.71	21.33
Management services	63.76	-
	<b>64.47</b>	<b>21.33</b>
Other operating income		
Interest income on		
Bank deposits	2.05	0.27
Inter corporate deposits and others (refer note 31)	34.78	17.46
Profit on sale of current investment	0.64	-
	<b>37.47</b>	<b>17.73</b>
	<b>101.94</b>	<b>39.06</b>

**21. Other income**

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Interest income on income tax refunds	23.79	0.94
Gain on sale of assets	0.21	-
Miscellaneous income	0.15	0.06
	<b>24.15</b>	<b>1.00</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

### 22. Purchases of traded goods

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Purchases of traded goods	0.66	19.85
	<b>0.66</b>	<b>19.85</b>

### 23. Employee benefits expense

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Salaries, wages and bonus	29.14	0.52
Contribution to provident and other funds (refer note 32(a))	1.71	0.06
Gratuity expenses (refer note 32(b))	0.15	0.62
Staff welfare expenses	0.48	0.03
	<b>31.48</b>	<b>1.23</b>

### 24. Finance costs

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Interest on debts and borrowings (refer note 31)	115.35	76.66
Bank and other charges	0.95	2.32
	<b>116.30</b>	<b>78.98</b>

### 25. Depreciation and amortisation expenses

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Depreciation on property, plant and equipment (refer note 3)	0.33	0.55
Amortisation of intangible assets (refer note 4)	0.02	0.36
	<b>0.35</b>	<b>0.91</b>

### 26. Other expenses

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Rates and taxes	2.90	0.90
Repairs and maintenance	4.54	0.50
Legal and professional fees	29.88	17.00
Payment to auditors (refer details below)*	2.13	2.42
Advertising and business promotion	2.84	0.15
Directors' sitting fees	0.33	0.29
Membership and subscription	5.35	0.06
Loss on account of foreign exchange fluctuation (net)	33.54	1.24
Miscellaneous expenses	6.79	0.33
	<b>88.30</b>	<b>22.89</b>

#### CSR Expenditure:

(a) Gross amount required to be spent by the Company during the year ended March 31, 2023 ₹ Nil (March 31, 2022: ₹ Nil)

(b) The Company has incurred on CSR activities during the year ended March 31, 2023 ₹ Nil (March 31, 2022: ₹ Nil).

Notes to the standalone financial statements for the year ended March 31, 2023

# Payment to auditors (exclusive of goods and service tax)

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>As auditor:</b>		
Audit fee	1.50	1.23
Tax audit fees	0.04	0.04
<b>In other capacity</b>		
Other services (including certification fees)	0.46	1.10
Reimbursement of expenses	0.13	0.05
	<b>2.13</b>	<b>2.42</b>

27. Exceptional items (net)

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Reversal/ (provision) for impairment in carrying value of investments, loans/ advances/ other receivables carried at amortised cost (net) (also refer note 5,6 and 7)	120.57	(16.79)
	<b>120.57</b>	<b>(16.79)</b>

28. Earnings per share (EPS)

Basic EPS is calculated by dividing the profit/ (loss) for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS is calculated by dividing the profit attributable to equity shareholders (after adjusting for interest on the convertible securities) by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

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

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Face value of equity share (₹ per share)	1	1
<b>Profit/ (loss) attributable to equity shareholders</b>		
- Continuing operations (₹ in crore)	9.57	(159.31)
- Discontinued operations (₹ in crore)	-	(150.47)
<b>Profit / (loss) attributable to equity shareholders (₹ in crore)</b>	<b>9.57</b>	<b>(309.78)</b>
Weighted average number of equity shares used for computing earning per share (basic and diluted)	6,035,945,275	6,035,945,275
Earning per share for continuing operations - basic and diluted (₹)*#	0.02	(0.26)
Earning per share for discontinued operations - basic and diluted (₹) **	-	(0.25)
Earning per share for total operations - basic and diluted (₹) **	0.02	(0.51)

\*For the year ended March 31, 2023, the potential equity shares are anti-dilutive since their conversion has increased earning per share. Therefore, dilutive earning per share is equal to basic earning per share.

#Considering that the Company has incurred losses during the year ended March 31, 2022, the allotment of convertible securities would decrease the loss per share for the respective year and accordingly has been ignored for the purpose of calculation of diluted earnings per share.

## Notes to the standalone financial statements for the year ended March 31, 2023

### 29. Income Tax

The tax expense comprises of current taxes and deferred taxes. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period as per the provisions of the Income-Tax Act, 1961 ('IT Act').

On September 30, 2019, the Taxation Laws (Amendment) Ordinance 2019 ('the Ordinance') was passed introducing section 115BAA of the Income tax Act, 1961 which allowed domestic companies to opt for an alternative tax regime from financial year 2019-20 onwards. As per the regime, companies can opt to pay reduced income tax @22% (plus surcharge and cess) subject to foregoing of certain exemptions. Central Board of Direct taxes vide circular number 29/2019 clarified that companies opting for lower rates of taxes will not be allowed to carry forward Minimum Alternate Tax ('MAT') credit and also will not be allowed to offset brought forward losses on account of additional depreciation.

During the previous year, based on various assessments, the Company has decided to opt for the aforementioned regime and has provided for its current taxes at lower rates and has made the requisite adjustments in its deferred taxes.

Deferred tax is the effect of timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

#### Tax expenses in the statement of profit and loss consist of the following

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Continuing operations		
(a) Current tax	-	-
(b) Deferred tax	-	58.72
Discontinued operations		
(c) Tax credit of discontinued operations	-	-
<b>Total tax expense</b>	<b>-</b>	<b>58.72</b>

#### Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Profit/ (loss) before tax from continuing operations	9.57	(100.59)
Loss before tax from discontinued operations	-	(150.47)
Applicable tax rates	25.17%	25.17%
<b>Computed tax charge on applicable tax rates</b>	<b>2.41</b>	<b>(63.19)</b>
Tax impact on change in tax rate	-	9.64
Reversal of MAT credit	-	58.72
Tax effect on temporary differences on which deferred taxes has not been recognised	27.94	53.55
Tax impact on financial asset recognised at FVTPL	(30.35)	-
<b>Total tax expense</b>	<b>-</b>	<b>58.72</b>



Notes to the standalone financial statements for the year ended March 31, 2023

**30. Significant accounting judgements, estimates and assumptions**

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

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

Significant judgements and estimates relating to the carrying values of assets and liabilities include fair value measurement of investments in subsidiaries, joint ventures and associates, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies and recognition of revenue on long term contracts.

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**a. Taxes**

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 17 and 29 for further disclosure.

**b. Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model and market approach method. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The cash flow projections used in these models are based on estimates and assumptions relating to conclusion of tariff rates, estimation of passenger and rates and favourable outcomes of litigations etc. in the airport which are considered as reasonable by the management. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 5 and 35 for further disclosure.

**c. Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and contractual claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

In respect of financial guarantees provided by the Company to third parties, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided. Refer note 34 for further disclosure.

**d. Revenue recognition**

For the financial year 2021-22, the Company used the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Company to estimate the costs incurred till date as a proportion of the total cost to be incurred. Costs incurred have been used to measure progress towards completion as there is a direct relationship. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which

## Notes to the standalone financial statements for the year ended March 31, 2023

such losses become probable based on the expected contract estimates at the reporting date.

### e. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these

assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 32.

## 31. Related parties

### a) Names of related parties and description of relationship

Description of relationship	Name of the related parties
Holding Company	GMR Enterprises Private Limited (GEPL)
Subsidiary Companies / Fellow Subsidiary Companies	Delhi International Airport Limited (DIAL)
	Delhi Aerotropolis Private Limited (DAPL) (liquidated during the year ended March 31, 2022)
	GMR Business Process and Services Private Limited (GBPSPL)
	GMR Hyderabad International Airport Limited (GHIAL)
	GMR Hyderabad Aerotropolis Limited (GHAL)
	GMR Hyderabad Aviation SEZ Limited (GHASL)
	GMR Hospitality and Retail Limited (GHRL)
	GMR Airports Limited (GAL)
	GMR Corporate Affairs Limited (GCAL) (formerly known as GMR Corporate Affairs Private Limited (GCAPL))
	GMR Airport Developers Limited (GADL)
	GMR Airports (Mauritius) Limited (GAML) (under liquidation)
	GMR Air Cargo and Aerospace Engineering Limited (GACAEL)
	Delhi Airport Parking Services Private Limited (DAPSL)
	GMR Aero Technic Limited (GATL)
	Raxa Security Services Limited (RSSL)
	GMR Goa International Airport Limited (GIAL)
	GMR Infra Developers Limited (GIDL)
	GMR Nagpur International Airport Limited (GNIAL)
	GMR Airports Singapore Pte Limited (GASPL)
	GMR Kannur Duty Free Services Limited (GKDFRL)
GMR Hyderabad Airport Assets Limited (GHAAL)	
GMR Visakhapatnam International Airport Limited (GVIAL)	

Notes to the standalone financial statements for the year ended March 31, 2023

Description of relationship	Name of the related parties
Subsidiary Companies / Fellow Subsidiary Companies	GMR Hospitality Limited (GHL) (incorporated during the year July 25, 2022)
	GMR Airports Greece Single Member S.A. (GAGSMA)
	GMR Airports International BV (GAIBV)
	GMR Airports Netherland BV (GANBV) (incorporated during the year March 31, 2022)
	Bougainvillea Properties Private Limited (BOPPL)*
	GMR SEZ & Port Holdings Limited (GSPHL)*
	Honeyflower Estates Private Limited (HFEPL)*
	Grandhi Enterprises Private Limited (GREPL)
	GMR Airport Global Limited (GAGL)
	Namitha Real Estate Private Limited (NREPL)*
	Dhruvi Securities Private Limited (DSPL)*
	GMR Energy (Cyprus) Limited (GECL)*
	GMR Energy (Netherlands) BV (GENBV)*
	GMR Generation Assets Limited (GGAL)*
	GMR Energy Trading Limited (GETL)*
	GMR Londa Hydropower Private Limited (GLHPPL)*
	GMR Aerostructure Services Limited (GASL)*
	GMR Mining and Energy Private Limited (GMEL)*
	Gateways for India Airports Private Limited (GFIAL)*
	GMR Highways Limited (GMRHL)*
	GMR Tuni Anakapalli Expressways Limited (GTAEL)*
	GMR Tambaram Tindivanam Expressways Limited (GTTEL)*
	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)*
	GMR Pochanpalli Expressways Limited (GPEL)*
	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)*
	GMR Chennai Outer Ring Road Private Limited (GCCRPL)*
	GMR Krishnagiri SIR Limited ('GKSIR)*
	Advika Properties Private Limited (APPL)*
	Aklima Properties Private Limited (AKPPL)*
	Amartya Properties Private Limited (AMPPL)*
	Baruni Properties Private Limited (BPPL)*
Camelia Properties Private Limited (CPPL)*	
Eila Properties Private Limited (EPPL) *	
Gerbera Properties Private Limited (GPL)*	
Krishnapriya Properties Private Limited (KPPL)*	
Nadira Properties Private Limited (NPPL)*	
Prakalpa Properties Private Limited (PPPL)*	
Purnachandra Properties Private Limited (PUPPL)*	
Shreyadita Properties Private Limited (SPPL)*	
Lakshmi Priya Properties Private Limited (LPPPL)*	

## Notes to the standalone financial statements for the year ended March 31, 2023

Description of relationship	Name of the related parties	
Subsidiary Companies / Fellow Subsidiary Companies	Honeysuckle Properties Private Limited (HPPL)*	
	Idika Properties Private Limited (IPPL)*	
	Sreepa Properties Private Limited (SRPPL)*	
	GMR Aviation Private Limited (GAPL)*	
	GMR Infrastructure (Mauritius) Limited (GIML)*	
	GMR Infrastructure (Cyprus) Limited (GICL)*	
	GMR Infrastructure Overseas (Malta) Limited (GIOL)*	
	GMR Infrastructure (UK) Limited (GIUL)*	
	GMR Infrastructure (Global) Limited (GIGL)*	
	GMR Infrastructure (Singapore) Pte Limited (GISPL)*	
	GMR Energy Projects (Mauritius) Limited (GEPML)*	
	GADL International Limited (GADLIL)*	
	Deepesh Properties Private Limited (DPPL)*	
	Larkspur Properties Private Limited (LAPPL)*	
	Padmapriya Properties Private Limited (PAPPL)*	
	Radha Priya Properties Private Limited (RPPL)*	
	Pranesh Properties Private Limited (PRPPL)*	
	GMR Power Infra Limited (GPIL) (merged into GIL w.e.f. April 01, 2021)*	
	GMR Male International Airport Private Limited (GMIAL)*	
	GMR Coal Resources Pte Limited (GCRPL)*	
	Lantana Properties Private Limited (LPPL)*	
	Asteria Real Estate Private Limited (AREPL)*	
	GMR Infrastructure (Overseas) Limited (GI(O)L)*	
	Suzone Properties Private Limited (SUPPL)*	
	Lilliam Properties Private Limited (LPPL)*	
	Indo Tausch Trading DMCC (Indo Tausch)*	
	GMR Power and Urban Infra Limited (GPUIL) *	
	PT GMR Infrastructure Indonesia (incorporated on April 19, 2021)*	
	Associates/ Joint Venture/Associates/ Joint Venture of Fellow Subsidiary Companies	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)
		Delhi Aviation Services Private Limited (DASPL)
Travel Food Services (Delhi Terminal 3) Private Limited (TFS)		
TIM Delhi Airport Advertisement Private Limited (TIM)		
GMR Logistics Park Private Limited (GLPPL)		
GMR Bajoli Holi Hydropower Private Limited (GBHHPL)		
DIGI Yatra Foundation (DIGI)		
International Airport of Heraklion, Crete SA (Crete)		
Mactan Travel Retail Group Corporation (MTRGC)		
SSP-Mactan Cebu Corporation (SMCC)		
Megawide GMR Construction JV Inc (MGCJV Inc.)		
Delhi Aviation Fuel Facility Private Limited (DAFF)		

**Notes to the standalone financial statements for the year ended March 31, 2023**

Description of relationship	Name of the related parties
Associates/ Joint Venture/Associates/ Joint Venture of Fellow Subsidiary Companies	Laqshya Hyderabad Airport Media Private Limited (Laqshya)
	GMR Megawide Cebu Airport Corporation (GMCAC)
	Globemerchant Inc. (GMI) (w.e.f. December 16, 2022)
	Delhi Duty Free Services Private Limited (DDFS)
	Rampia Coal Mine and Energy Private Limited (RCMEPL) (dissolved with effect from April 19, 2021)*
	Limak GMR Construction JV (CJV)*
	GMR Rajahmundry Energy Limited (GREL)*
	PT Unsoco (Unsoco)*
	PT Dwikarya Sejati Utama (PTDSU) *
	PT Duta Sarana Internusa (PTDSI) *
	PT Barasentosa Lestari (PTBSL) *
	GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)*
	GIL SIL JV*
	PT Golden Energy Mines Tbk (PTGEMS)*
	PT Tanjung Belit Bara Utama (TBBU)*
	PT Trisula Kencana Sakti (TKS)*
	PT Bungo Bara Utama (BBU)*
	PT Bara Harmonis Batang Asam (BHBA)*
	PT Berkat Nusantara Permai (BNP)*
	PT Karya Mining Solution (KMS) (formerly PT Bumi Anugerah Semesta (BAS))*
	PT Era Mitra Selaras (EMS)*
	PT Wahana Rimba Lestari (WRL)*
	PT Berkat Satria Abadi (BSA)*
	PT Kuansing Inti Sejahtera (KIS)*
	PT Bungo Bara Makmur (BBM)*
	PT Gems Energy Indonesia (GEMS Energy)*
	PT Roundhill Capital Indonesia (RCI)*
	PT Borneo Indobara (BORNEO)*
	PT Karya Cemerlang Persada (KCP)*
	PT Kuansing Inti Makmur (KIM)*
	GEMS Trading Resources Pte Limited (GEMSTR)*
Megawide GISPL Construction JV (MGCJV)*	
PT Angkasa Pura Avias (PTAPA) (acquired during the year March 31, 2022)	
GMR Kamalanga Energy Limited (GKEL)*	
GMR Energy Limited (GEL)*	
GMR Vemagiri Power Generation Limited (GVPGL)*	
GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)*	
GMR Consulting Services Limited (GCSL)*	
GMR Warora Energy Limited (GWEL)*	

## Notes to the standalone financial statements for the year ended March 31, 2023

Description of relationship	Name of the related parties
Associates/ Joint Venture/Associates/ Joint Venture of Fellow Subsidiary Companies	GMR Gujarat Solar Power Limited (GGSPPL)*
	GMR Upper Karnali Hydro Power Limited (GUKPL)*
	GMR Energy (Mauritius) Limited (GEML)*
	GMR Lion Energy Limited (GLEL)*
	GMR Maharashtra Energy Limited (GMAEL)*
	GMR Bundelkhand Energy Private Limited (GBEPL)*
	GMR Rajam Solar Power Private Limited (GRSPPL)*
	Karnali Transmission Company Private Limited (KTCPL)*
	GMR Indo-Nepal Energy Links Limited (GINELL)*
	GMR Indo-Nepal Power Corridors Limited (GINPCL)*
Enterprises where Key Managerial Personnel or their relatives exercise significant influence (Where transactions have taken place)	GMR Family Fund Trust (GFFT)
	Kakinada Gateway Port Limited (KGPL)*
Key Managerial Personnel and their relatives (Where transactions have taken place)	Mr. G.M. Rao (Chairman)
	Mr. Grandhi Kiran Kumar (Managing Director & CEO)
	Mr. G.B.S. Raju (Non Executive Director)
	Mr. Madhva Bhimacharya Terdal (Non Executive Director) (Ceased to be Whole Time Director w.e.f August 07, 2022)
	Mr. Suresh Lilaram Narang (Independent Director) (Appointed w.e.f April 20, 2020)
	Mr. Emandi Sankara Rao (Independent Director) (Appointed w.e.f September 09, 2021)
	Mr. Mundayat Ramachandran (Independent Director) (Appointed w.e.f September 09, 2021)
	Mr. Sadhu Ram Bansal (Independent Director) (Appointed w.e.f September 09, 2021)
	Mr. Subba Rao Amarthaluru (Independent Director) (Appointed w.e.f September 09, 2021)
	Ms. Bijal Tushar Ajinkya (Independent Director) (Appointed w.e.f September 09, 2021)
	Mr. S Sandilya (Independent Director) (Resigned w.e.f September 09, 2021)
	Mr. R S S L N Bhaskarudu (Independent Director) (Resigned w.e.f September 09, 2021)
	Mr. N C Sarabeswaran (Independent Director) (Resigned w.e.f September 09, 2021)
	Mr. S Rajagopal (Independent Director) (Resigned w.e.f September 09, 2021)
	Ms. V. Siva Kameswari (Independent Director) (Resigned w.e.f September 09, 2021)
	Mr. Saurabh Chawla (Group Chief Financial Officer)
Mr. Venkat Ramana Tangirala (Company Secretary)	

### Notes

\*During the year ended March 31, 2022 these entities ceased to be subsidiaries/ joint ventures/ associates with effect from December 31, 2021 based on the Composite Scheme (refer note 39) but the transactions during nine months ended December 31, 2021 have been reported in note 31(b).

Notes to the standalone financial statements for the year ended March 31, 2023

b) Summary of transactions and outstanding balances with above related parties are as follows:

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
<b>(A) Transaction during the year</b>					
1 Interest income - gross	March 31, 2023	34.78	-	-	-
	March 31, 2022	181.77	113.06	-	-
2 Construction revenue/ sale of materials	March 31, 2023	-	0.71	-	-
	March 31, 2022	16.18	842.45	-	-
3 Management support services income	March 31, 2023	63.76	-	-	-
	March 31, 2022	-	-	-	-
4 Other income	March 31, 2023	-	-	-	-
	March 31, 2022	0.13	-	-	-
5 Finance cost	March 31, 2023	87.24	3.60	-	-
	March 31, 2022	176.64	-	-	-
6 Legal and professional fees	March 31, 2023	7.58	-	-	-
	March 31, 2022	18.24	-	-	-
7 Lease rental and equipment hire charges	March 31, 2023	0.76	-	-	-
	March 31, 2022	1.57	-	-	-
8 Repairs and maintenance expenses	March 31, 2023	0.73	-	-	-
	March 31, 2022	1.28	-	-	-
9 Rates and taxes	March 31, 2023	-	-	-	-
	March 31, 2022	-	15.82	-	-
10 Miscellaneous expenses	March 31, 2023	0.60	-	-	-
	March 31, 2022	27.85	-	-	-
11 Expenses incurred on behalf of others - Cross charges during the year	March 31, 2023	-	-	-	-
	March 31, 2022	60.33	18.38	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
12 Investment in equity/ preference shares (including bonus preference shares)	March 31, 2023	-	-	-	-
	March 31, 2022	0.23	-	-	-
13 Proceeds from sale of equity shares	March 31, 2023	-	-	-	-
	March 31, 2022	1,857.10	-	-	-
14 Investment in debentures	March 31, 2023	15.00	-	-	-
	March 31, 2022	1,800.00	117.60	-	-
15 Redemption of debentures	March 31, 2023	-	-	-	-
	March 31, 2022	59.76	-	-	-
16 Loans given to	March 31, 2023	658.78	-	-	-
	March 31, 2022	1,431.03	394.30	-	-
17 Loans repaid by	March 31, 2023	243.73	-	-	-
	March 31, 2022	1,706.02	248.27	-	-
18 Borrowings received from	March 31, 2023	-	-	-	-
	March 31, 2022	1,294.55	-	-	-
19 Borrowings repaid to	March 31, 2023	146.34	-	-	-
	March 31, 2022	520.93	-	-	-
20 Advances received from customers	March 31, 2023	23.31	-	-	-
	March 31, 2022	4.24	-	-	-
21 Advances repaid/ adjusted to customers	March 31, 2023	23.29	-	-	-
	March 31, 2022	-	29.84	-	-
22 Corporate guarantees/ comfort letters given on behalf of (sanctioned amount)	March 31, 2023	-	-	-	-
	March 31, 2022	4,024.31	363.31	-	-
23 Corporate guarantees/ comfort letters extinguished (sanctioned amount)	March 31, 2023	3,459.28	-	-	-
	March 31, 2022	397.58	225.60	447.04	-



Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
24 Expenses include the following remuneration to the Key Managerial Personnel					
a. Short-term employee benefits					
	March 31, 2023	-	-	-	9.56
	March 31, 2022	-	-	-	12.58
b. Sitting fees paid to independent directors					
	March 31, 2023	-	-	-	0.28
	March 31, 2022	-	-	-	0.29
25 Net (loss)/gain on FVTOCI of equity securities					
	March 31, 2023	14,446.42	-	-	-
	March 31, 2022	3,091.94	(131.57)	-	-
26 Exceptional items					
	March 31, 2023	120.57	-	-	-
	March 31, 2022	105.73	-	-	-
27 Issue of equity shares against other receivables by					
	March 31, 2023	-	-	-	-
	March 31, 2022	216.10	-	-	-
<b>(B) Outstanding balances as at the year ended</b>					
1 Loans receivable – non-current (gross)					
	March 31, 2023	878.53	-	-	-
	March 31, 2022	115.96	-	-	-
Loans receivables - credit impaired					
	March 31, 2023	14.53	-	-	-
	March 31, 2022	16.53	-	-	-
2 Loans receivable – current (gross)					
	March 31, 2023	-	-	-	-
	March 31, 2022	111.10	-	-	-
3 Non trade receivable - current					
	March 31, 2023	34.39	42.15	-	-
	March 31, 2022	45.06	59.78	0.04	-
4 Advances other than capital advances					
	March 31, 2023	3.00	0.01	-	-
	March 31, 2022	1.41	-	-	-
5 Trade receivables- current					
	March 31, 2023	6.96	14.92	-	-
	March 31, 2022	-	25.18	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
6 Interest accrued on loans and debentures	March 31, 2023	24.84	-	-	-
	March 31, 2022	10.54	-	-	-
7 Borrowings – non-current	March 31, 2023	258.66	-	-	-
	March 31, 2022	434.20	-	-	-
8 Borrowings – current	March 31, 2023	141.20	40.00	-	-
	March 31, 2022	100.00	40.00	-	-
9 Security deposits payables – non-current	March 31, 2023	19.50	-	-	-
	March 31, 2022	31.50	-	-	-
10 Accrued interest but not due on borrowings	March 31, 2023	41.25	-	-	-
	March 31, 2022	16.13	-	-	-
11 Non trade payables - current	March 31, 2023	43.30	-	-	-
	March 31, 2022	26.24	1.12	-	-
12 Non trade payables - non-current	March 31, 2023	-	-	-	-
	March 31, 2022	50.28	-	-	-
13 Advance from customers - current	March 31, 2023	4.26	-	-	-
	March 31, 2022	4.24	-	-	-
14 Liability towards losses of subsidiaries	March 31, 2023	12.12	-	-	-
	March 31, 2022	24.55	-	-	-
15 Corporate guarantees/ comfort letters/ bank guarantee sanctioned on behalf of	March 31, 2023	4,615.32	-	-	-
	March 31, 2022	7,899.22	-	-	-

### Notes:

- The Company has provided securities by way of pledge of investments for loans taken by certain companies.
- The Company has pledged certain shares held in the Company as security towards the borrowings of the Company and related parties.
- Also refer note 5 on non-current investments and current investments.

**Notes to the standalone financial statements for the year ended March 31, 2023**

- d. Also refer note 14 for non-current borrowings and current borrowings as regards security given by related parties for loans availed by the Company.
- e. Remuneration to key managerial personnel does not include provision for leave encashment, gratuity, superannuation and premium for personal accidental policy, if any, as the same are determined for the company.
- f. The Company has entered into sub-contract agreements with unincorporated joint ventures formed by the Company and other joint venturer under joint operation arrangements. Such joint ventures are rendering services ultimately to an unrelated party. Accordingly, the transactions entered on account of such sub-contract arrangement with the unincorporated joint ventures have not been disclosed above.
- g. In the opinion of the management, the transactions reported herein are on arms' length basis.
- h. The amount of the outstanding balances as shown above are unsecured and will be settled in due course.

**c) Details of significant transactions and outstanding balances with above related parties are as follows**

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
<b>(A) Transaction during the year</b>					
1 Construction revenue/ sale of material					
- GIL SIL JV					
	March 31, 2023	-	0.71	-	-
	March 31, 2022	-	842.45	-	-
2 Management support services income					
- GHIAL					
	March 31, 2023	11.95	-	-	-
	March 31, 2022	-	-	-	-
- DIAL					
	March 31, 2023	20.65	-	-	-
	March 31, 2022	-	-	-	-
- GPUIL					
	March 31, 2023	25.03	-	-	-
	March 31, 2022	-	-	-	-
3 Interest income - gross					
- RAXA					
	March 31, 2023	3.67	-	-	-
	March 31, 2022	2.25	-	-	-
- GIDL					
	March 31, 2023	3.79	-	-	-
	March 31, 2022	3.39	-	-	-
- GPUIL					
	March 31, 2023	23.97	-	-	-
	March 31, 2022	6.47	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
- GI(O)L	March 31, 2023	-	-	-	-
	March 31, 2022	36.87	-	-	-
- GGAL	March 31, 2023	-	-	-	-
	March 31, 2022	79.85	-	-	-
- GEL	March 31, 2023	-	-	-	-
	March 31, 2022	-	72.44	-	-
- GBHHPL	March 31, 2023	-	-	-	-
	March 31, 2022	-	38.18	-	-
4 Finance cost					
- GHIAL	March 31, 2023	15.53	-	-	-
	March 31, 2022	20.41	-	-	-
- GIDL	March 31, 2023	66.63	-	-	-
	March 31, 2022	69.53	-	-	-
- GAL	March 31, 2023	2.26	-	-	-
	March 31, 2022	31.06	-	-	-
- GCAL	March 31, 2023	-	-	-	-
	March 31, 2022	22.41	-	-	-
5 Legal and professional fees					
- GCAL	March 31, 2023	3.04	-	-	-
	March 31, 2022	2.36	-	-	-
- GBPSPL	March 31, 2023	4.54	-	-	-
	March 31, 2022	15.80	-	-	-
6 Lease rental and equipment hire charges					
- GGAL	March 31, 2023	0.76	-	-	-
	March 31, 2022	0.02	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
- DIAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	1.42	-	-	-
7 Repairs and maintenance expenses					
- GADL					
	March 31, 2023	0.25	-	-	-
	March 31, 2022	0.73	-	-	-
- DIAL					
	March 31, 2023	0.46	-	-	-
	March 31, 2022	0.46	-	-	-
8 Miscellaneous expenses					
- RSSL					
	March 31, 2023	0.56	-	-	-
	March 31, 2022	3.75	-	-	-
- Indo Tausch					
	March 31, 2023	-	-	-	-
	March 31, 2022	22.14	-	-	-
9 Proceeds from sale of equity shares					
- GIDL					
	March 31, 2023	-	-	-	-
	March 31, 2022	1,857.10	-	-	-
10 Investment in debentures/ equity of					
- GCAL					
	March 31, 2023	15.00	-	-	-
	March 31, 2022	-	-	-	-
- GIDL					
	March 31, 2023	-	-	-	-
	March 31, 2022	1,800.00	-	-	-
- RSSL					
	March 31, 2023	-	-	-	-
	March 31, 2022	216.10	-	-	-
- GAIBV					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.23	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
11 Loans given to					
- RSSL	March 31, 2023	118.88	-	-	-
	March 31, 2022	12.32	-	-	-
- GHWL	March 31, 2023	308.63	-	-	-
	March 31, 2022	-	-	-	-
- GGAL	March 31, 2023	130.18	-	-	-
	March 31, 2022	194.42	-	-	-
- GASL	March 31, 2023	-	-	-	-
	March 31, 2022	447.03	-	-	-
- GEL	March 31, 2023	-	-	-	-
	March 31, 2022	-	305.30	-	-
- GSPHPL	March 31, 2023	1.57	-	-	-
	March 31, 2022	197.86	-	-	-
- GPUIL	March 31, 2023	-	-	-	-
	March 31, 2022	331.05	-	-	-
12 Loans repaid by					
- RAXA	March 31, 2023	36.97	-	-	-
	March 31, 2022	-	-	-	-
- GPUIL	March 31, 2023	115.75	-	-	-
	March 31, 2022	-	-	-	-
- GAIBV	March 31, 2023	86.59	-	-	-
	March 31, 2022	-	-	-	-
- GASL	March 31, 2023	-	-	-	-
	March 31, 2022	624.49	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
- GIOL	March 31, 2023	-	-	-	-
	March 31, 2022	426.44	-	-	-
- GGAL	March 31, 2023	-	-	-	-
	March 31, 2022	191.20	-	-	-
- GSPHPL	March 31, 2023	-	-	-	-
	March 31, 2022	246.46	-	-	-
13 Borrowings received from					
- GAL	March 31, 2023	-	-	-	-
	March 31, 2022	331.20	-	-	-
- GMRHL	March 31, 2023	-	-	-	-
	March 31, 2022	206.77	-	-	-
- GIDL	March 31, 2023	-	-	-	-
	March 31, 2022	710.50	-	-	-
14 Borrowings repaid to					
- GIDL	March 31, 2023	34.34	-	-	-
	March 31, 2022	55.24	-	-	-
- GAL	March 31, 2023	100.00	-	-	-
	March 31, 2022	50.00	-	-	-
- GCAL	March 31, 2023	-	-	-	-
	March 31, 2022	175.00	-	-	-
- GMRHL	March 31, 2023	-	-	-	-
	March 31, 2022	128.62	-	-	-
- GHIAL	March 31, 2023	-	-	-	-
	March 31, 2022	58.80	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
15 Advances received from customers					
- GHIAL	March 31, 2023	3.12	-	-	-
	March 31, 2022	4.24	-	-	-
- DIAL	March 31, 2023	18.21	-	-	-
	March 31, 2022	-	-	-	-
16 Advances repaid/ adjusted to customers					
- GHIAL	March 31, 2023	5.35	-	-	-
	March 31, 2022	-	-	-	-
- DIAL	March 31, 2023	15.95	-	-	-
	March 31, 2022	-	-	-	-
- GIL SIL JV	March 31, 2023	-	-	-	-
	March 31, 2022	29.84	-	-	-
17 Corporate guarantees/ comfort letters given on behalf of (sanction amount)					
- GPUIL	March 31, 2023	-	-	-	-
	March 31, 2022	3,274.31	-	-	-
- GIDL	March 31, 2023	-	-	-	-
	March 31, 2022	680.00	-	-	-
18 Corporate guarantees/ comfort letters extinguished on behalf of (sanction amount)					
- GIDL	March 31, 2023	1,680.00	-	-	-
	March 31, 2022	-	-	-	-
- KGPL	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	447.04	-
- GISPL	March 31, 2023	375.18	-	-	-
	March 31, 2022	251.37	-	-	-



Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
- GPUIL					
	March 31, 2023	1,190.00	-	-	-
	March 31, 2022	-	-	-	-
- GBHHPL					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	225.60	-	-
19 Expenses include the following remuneration to the key management personnel					
a. Short-term employee benefits					
- Mr. Grandhi Kiran Kumar					
	March 31, 2023	-	-	-	2.40
	March 31, 2022	-	-	-	1.72
- Mr. Venkat Ramana Tangirala					
	March 31, 2023	-	-	-	1.05
	March 31, 2022	-	-	-	1.26
- Mr. Saurabh Chawla					
	March 31, 2023	-	-	-	5.13
	March 31, 2022	-	-	-	6.25
- Mr. Madhav Terdal					
	March 31, 2023	-	-	-	0.97
	March 31, 2022	-	-	-	3.36
b. Sitting fees paid to independent directors					
- Mr. Amarthaluru Subba Rao					
	March 31, 2023	-	-	-	0.06
	March 31, 2022	-	-	-	0.03
- Mr. Sadhu Ram Bansal					
	March 31, 2023	-	-	-	0.06
	March 31, 2022	-	-	-	0.03
- Dr. Emandi Sankara Rao					
	March 31, 2023	-	-	-	0.06
	March 31, 2022	-	-	-	0.03
- Mr. Mundayat Ramachandran					
	March 31, 2023	-	-	-	0.05
	March 31, 2022	-	-	-	0.02
- Mr. R.S.S.L.N. Bhaskarudu					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	-	0.04

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
- Mr. N.C. Sarabeswaran					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	-	0.03
- Ms. V. Siva Kameswari					
	March 31, 2023	-	-	-	-
	March 31, 2022	-	-	-	0.03
20 Exceptional item					
- GCAL					
	March 31, 2023	12.43	-	-	-
	March 31, 2022	24.55	-	-	-
- GAL					
	March 31, 2023	109.81	-	-	-
	March 31, 2022	-	-	-	-
21 Other income					
- GMRHL					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.08	-	-	-
- GPEL					
	March 31, 2023	-	-	-	-
	March 31, 2022	0.05	-	-	-
22 Expenses incurred on behalf of others - cross charges during the year					
- DIAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	26.49	-	-	-
- GHIAL					
	March 31, 2023	-	-	-	-
	March 31, 2022	14.15	-	-	-
- GKEL					
	March 31, 2023	-	-	-	-
	March 31, 2022	9.22	-	-	-
- GPUIL					
	March 31, 2023	-	-	-	-
	March 31, 2022	9.19	-	-	-
23 Redemption of debentures of					
- GSPHPL					
	March 31, 2023	-	-	-	-
	March 31, 2022	59.76	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
24 Rates and taxes					
- GIL SIL JV	March 31, 2023	-	-	-	-
	March 31, 2022	-	15.82	-	-
<b>(B) Outstanding balances as at the year ended</b>					
1 Loans receivable - non-current (gross)					
- RAXA	March 31, 2023	108.81	-	-	-
	March 31, 2022	2.20	-	-	-
- GGAL	March 31, 2023	130.18	-	-	-
	March 31, 2022	-	-	-	-
- GHWL	March 31, 2023	308.63	-	-	-
	March 31, 2022	-	-	-	-
- GBPSPL	March 31, 2023	14.53	-	-	-
	March 31, 2022	18.95	-	-	-
- GPUIL	March 31, 2023	268.22	-	-	-
	March 31, 2022	94.81	-	-	-
Loans receivables - credit impaired					
- GBPSPL	March 31, 2023	(14.53)	-	-	-
	March 31, 2022	(16.53)	-	-	-
2 Loans receivable - current (gross)					
- RSSL	March 31, 2023	-	-	-	-
	March 31, 2022	24.69	-	-	-
- GAIBV	March 31, 2023	-	-	-	-
	March 31, 2022	86.40	-	-	-
3 Non trade receivable - current					
- GPUIL	March 31, 2023	11.13	-	-	-
	March 31, 2022	10.85	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
- GHVEPL					
	March 31, 2023	13.40	-	-	-
	March 31, 2022	13.40	-	-	-
- GBHHPL					
	March 31, 2023	-	14.41	-	-
	March 31, 2022	-	14.53	-	-
- GWEL					
	March 31, 2023	-	23.71	-	-
	March 31, 2022	-	28.96	-	-
4 Advances other than capital advances					
- GCAL					
	March 31, 2023	3.00	-	-	-
	March 31, 2022	1.11	-	-	-
5 Trade receivables- current					
- GIL SIL JV					
	March 31, 2023	-	14.92	-	-
	March 31, 2022	-	25.18	-	-
- GADL					
	March 31, 2023	2.58	-	-	-
	March 31, 2022	-	-	-	-
- GPUIL					
	March 31, 2023	4.04	-	-	-
	March 31, 2022	-	-	-	-
6 Interest accrued on loans and debentures					
- GBPSPL					
	March 31, 2023	5.01	-	-	-
	March 31, 2022	6.94	-	-	-
- RAXA					
	March 31, 2023	2.54	-	-	-
	March 31, 2022	1.52	-	-	-
- GPUIL					
	March 31, 2023	16.91	-	-	-
	March 31, 2022	-	-	-	-
- GAIBV					
	March 31, 2023	-	-	-	-
	March 31, 2022	1.73	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
7 Borrowings – non-current					
- GIDL	March 31, 2023	258.66	-	-	-
	March 31, 2022	293.00	-	-	-
- GHIAL	March 31, 2023	-	-	-	-
	March 31, 2022	141.20	-	-	-
8 Borrowings – current					
- GHIAL	March 31, 2023	141.20	-	-	-
	March 31, 2022	-	-	-	-
- GAL	March 31, 2023	-	-	-	-
	March 31, 2022	100.00	-	-	-
- CELEBI	March 31, 2023	-	40.00	-	-
	March 31, 2022	-	40.00	-	-
9 Security deposits paybles – non-current					
- RAXA	March 31, 2023	19.50	-	-	-
	March 31, 2022	31.50	-	-	-
10 Accrued interest but not due on borrowings					
- GHIAL	March 31, 2023	9.44	-	-	-
	March 31, 2022	9.43	-	-	-
- GIDL	March 31, 2023	30.71	-	-	-
	March 31, 2022	3.72	-	-	-
- GAL	March 31, 2023	-	-	-	-
	March 31, 2022	2.05	-	-	-
11 Non trade payables - non-Current					
- GPUIL	March 31, 2023	-	-	-	-
	March 31, 2022	50.28	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Nature of Transaction	Year Ended	Subsidiary companies/ Fellow subsidiary companies	Associates/ Joint ventures/ Associates/Joint ventures of fellow subsidiary companies	Enterprises where Key Managerial Personnel or their relatives exercise significant influence	Key Managerial Personnel and their relatives
12 Non trade payables - current					
- GIDL					
	March 31, 2023	18.50	-	-	-
	March 31, 2022	-	-	-	-
- Indo Taushe					
	March 31, 2023	22.14	-	-	-
	March 31, 2022	22.14	-	-	-
13 Advance from customer - current					
- GHIAL					
	March 31, 2023	2.00	-	-	-
	March 31, 2022	4.24	-	-	-
- DIAL					
	March 31, 2023	2.26	-	-	-
	March 31, 2022	-	-	-	-
14 Liability towards losses of subsidiaries					
- GCAL					
	March 31, 2023	12.12	-	-	-
	March 31, 2022	24.55	-	-	-
15 Corporate guarantees/ comfort letters/ bank guarantee sanctioned on behalf of					
- GMRHL					
	March 31, 2023	944.13	-	-	-
	March 31, 2022	944.13	-	-	-
- GGAL					
	March 31, 2023	635.83	-	-	-
	March 31, 2022	635.83	-	-	-
- GIDL					
	March 31, 2023	-	-	-	-
	March 31, 2022	1,680.00	-	-	-
- GPUIL					
	March 31, 2023	2,259.68	-	-	-
	March 31, 2022	3,274.31	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2023

32. Gratuity and other post-employment benefit plans

a) Defined contribution plan

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
Provident and pension fund	1.34	0.04
Superannuation fund	0.37	0.02
<b>Total</b>	<b>1.71</b>	<b>0.06</b>

b) Defined benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (based on last drawn basic) for each completed year of service.

The fund provides a capital guarantee of the balance accumulated and declares interest periodically that is credited to the fund account. Although we know that the fund manager invests the funds as per products approved by Insurance Regulatory and Development Authority of India and investment guidelines as stipulated under section 101 of Income Tax Act, the exact asset mix is unknown and not publicly available. The Trust assets managed by the fund manager are highly liquid in nature and we do not expect any significant liquidity risks. The Trustees are responsible for the investment of the assets of the Trust as well as the day to day administration of the scheme.

The following tables summarise the components of net benefit expense recognised in the standalone statement of profit and loss and the funded status and amounts recognised in the standalone balance sheet for gratuity benefit.

i. Net benefit expenses (recognized in the standalone statement of profit and loss)

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Current service cost	0.12	0.52
Net interest cost on defined benefit obligations	0.03	0.10
<b>Net benefit expenses</b>	<b>0.15</b>	<b>0.62</b>

ii. Remeasurement (gains)/ loss recognised in other comprehensive income (OCI)

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Actuarial loss on obligations arising from changes in experience adjustments	0.42	-
Actuarial gain on obligations arising from changes in financial assumptions	(0.03)	(0.02)
<b>Actuarial loss/ (gain) arising during the year</b>	<b>0.39</b>	<b>(0.02)</b>
Return on plan assets (greater)/ less than discount rate	(0.19)	0.19
<b>Actuarial loss recognised in OCI</b>	<b>0.20</b>	<b>0.17</b>

iii. Net defined benefit asset/ (liability)

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Defined benefit obligation	(2.04)	(1.31)
Fair value of plan assets	1.05	0.54
<b>Plan (liability)/ asset</b>	<b>(0.99)</b>	<b>(0.77)</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

### iv. Changes in the present value of the defined benefit obligation are as follows

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Opening defined benefit obligation	1.31	3.01
Current service cost	0.12	0.52
Interest cost on the defined benefit obligation	0.08	0.19
Benefits paid	(0.47)	(0.54)
Acquisition adjustment	0.61	(1.85)
Actuarial loss on obligations arising from changes in experience adjustments	0.42	-
Actuarial gain on obligations arising from changes in financial assumptions	(0.03)	(0.02)
<b>Closing defined benefit obligation</b>	<b>2.04</b>	<b>1.31</b>

### v. Changes in the fair value of plan assets are as follows

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
Fair value of assets at end of previous year	0.54	2.21
Interest income on plan assets	0.05	0.10
Contributions by employer	0.13	0.04
Benefits paid	(0.47)	(0.54)
Return on plan assets greater/ (lesser) than discount rate	0.19	(0.19)
Acquisition adjustment	0.61	-
Transfer on account of composite scheme of arrangement (refer note 39)	-	(1.08)
<b>Fair value of asset at the end of current year</b>	<b>1.05</b>	<b>0.54</b>

The Company expects to contribute ₹ 0.13 crore (March 31, 2022: ₹ 0.04 crore) towards gratuity fund in 2023-24.

### vi. The following pay-outs are expected in future years

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
April 1, 2023	NA	0.25
April 1, 2024	0.12	0.07
April 1, 2025	0.49	0.25
April 1, 2026	0.12	0.08
April 1, 2027	0.31	0.24
April 1, 2028*	0.43	0.85
April 1, 2029 to April 1, 2033	1.27	NA

\* for previous year read as April 1, 2028 to April 1, 2032

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2022: 10 years).

### vii. The major categories of plan assets as a percentage of the fair value of total plan assets are as follows

Particulars	March 31, 2023	March 31, 2022
Investments with insurer	100%	100%



## Notes to the standalone financial statements for the year ended March 31, 2023

### viii. The principal assumptions used in determining gratuity obligation for the Company's plans are shown below

Particulars	March 31, 2023	March 31, 2022
Discount rate (in %)	7.30%	7.10%
Salary escalation (in %)	6.00%	6.00%
Employee turnover	5.00%	5.00%
Mortality rate	Refer note 4 below	Refer note 4 below

#### Notes

- Plan assets are fully represented by balance with the Life Insurance Corporation of India.
- The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.
- The estimates of future salary increase in compensation levels, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- As per Indian Assured Lives Mortality (2006-08) (modified) Ultimate
- Plan Characteristics and Associated Risks:  
The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:
  - Interest rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
  - Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation.
  - Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

### ix. A quantitative sensitivity analysis for significant assumption

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Discount rate</b>		
Impact on defined benefit obligation due to 1% increase in discount rate	(0.12)	(0.06)
Impact on defined benefit obligation due to 1% decrease in discount rate	0.13	0.07
<b>Salary escalation rate</b>		
Impact on defined benefit obligation due to 1% increase in salary escalation rate	0.10	0.05
Impact on defined benefit obligation due to 1% decrease in salary escalation rate	(0.09)	(0.04)
<b>Attrition Rate</b>		
Impact on defined benefit obligation due to 1% increase in attrition rate [₹ 105,125 {March 31, 2022: ₹ 5,300}]	0.01	0.00
Impact on defined benefit obligation due to 1% decrease in attrition rate [₹ (120,437) {March 31, 2022: ₹ (10,794)}]	(0.01)	(0.00)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit

## Notes to the standalone financial statements for the year ended March 31, 2023

obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

### 33. Disclosure in terms of Ind AS 115 - Revenue from contracts with customers

#### a) Contract Balances

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Trade receivables:</b>		
- Current (Gross)	21.89	25.18
<b>Contract liabilities:</b>		
Advance received from customers		
- Current	4.26	4.24

b) Increase/ (decrease) in net contract balances is primarily due.

The movement in receivables and in contract assets is on account of invoicing and collection during the year.

c) Reconciliation of contracted price with revenue during the period.

(₹ in crore)

Particulars	March 31, 2023	March 31, 2022
<b>Opening contracted price of orders</b>	-	<b>5,146.18</b>
Add:		
Fresh orders /change orders received (net)	-	-
Increase due to additional consideration recognised as per contractual terms	-	-
Less:		
Transfer on account of composite scheme of arrangement (refer note 39)	-	5,146.18
Orders cancelled during the year	-	-
<b>Closing contracted price of orders</b>	-	-
Total revenue recognised during the year (refer note 39)	-	-
Revenue recognised upto previous year (from orders pending completion at the end of the year)	-	-
<b>Balance revenue to be recognised in future</b>	-	-

d) The Company has a process whereby periodically long term contracts are assessed for material foreseeable losses. At the year ended March 31, 2022, the Company has reviewed and ensured that adequate provision as required under the law/ accounting standards for the material foreseeable losses on such long term contracts has been made in the books of accounts. The Company does not have any derivative contracts at the year ended March 31, 2022.

### 34. Commitments and contingencies

#### I. Contingencies

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the Standalone Financial Statements but does not record a liability in its accounts unless the loss becomes probable.

**Notes to the standalone financial statements for the year ended March 31, 2023**

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Corporate guarantees availed by the group companies		
(a) sanctioned*	4,615.32	7,899.22
(b) outstanding*#	3,966.21	6,860.62
Put option		
(a) sanctioned	59.95	-
(b) outstanding	59.95	-

\*This includes corporate guarantees ('CG') jointly extended by GIL and GPUIL, a fellow subsidiary company sanctioned amount of ₹ 2,092.21 crore and outstanding amount of ₹ 1,569.12 crore (March 31, 2022: sanctioned amount of ₹ 3,940.82 crore and outstanding amount of ₹ 2,905.58 crore) in favour of lender's of its subsidiaries and fellow subsidiaries.

# Interest accrued, if any, and unpaid is not included above.

Above Corporate Guarantees include guarantees amount outstanding ₹ 846.07 Crore for the Loan taken by certain group companies. The Company has approved lending to group companies by way of inter-corporate loans and the same shall be utilized to repay aforementioned outstanding loans of ₹ 846.07 crore against which the company has given corporate guarantees. Once such loans are repaid by group companies, the corresponding outstanding corporate guarantees reported above shall be reduced by ₹ 846.07 crore.

In addition to the above, the Company had extended certain corporate guarantees amounting to ₹ 2,353.20 crore and outstanding balance ₹ 2,035.67 crore (discounted value ₹ 1,553.12 crore) (March 31, 2022: ₹ 4,784.71 crore and outstanding balance ₹ 3,153.00 crore. (discounted value ₹ 2,618.40 crore)) pertaining to the demerged undertaking which have been transferred to GPUIL pursuant to the Scheme. However, the Company has passed board resolutions/ executed undertakings with GPUIL pursuant to which it is in the process of executing guarantees wherein both the Company and GPUIL shall jointly continue to remain liable for the aforementioned guarantees. This guarantee is not yet executed and the same is in further discussion with the lenders.

In addition to contingent liabilities disclosed above, the Company has outstanding guarantees amounting to ₹ 1,855.00 crore towards loan taken by GIDL and GCAPL as at March 31, 2023. However, subsequent to year end, such loans along with interest accrued thereon have been re-paid by GIDL and GCAPL amounting to ₹ 2,030.90 crore and no-due certificates have been obtained from the respective lenders of the subsidiary companies. Considering the said development, the Company has not considered the outstanding corporate guarantees towards such borrowing as at March 31, 2023.

In addition to above table, following are the additional contingent liabilities:

1. There are numerous interpretative issues relating to the Supreme Court ('SC') judgement on provident fund dated February 28, 2019. As a matter of caution, the Company has evaluated the same for provision on a prospective basis from the date of the SC order and is of the view that no such provision is required. The Company will update its provision, on receiving further clarity on the subject.

**2. Litigations**

The Company is involved in legal proceedings, both as plaintiff and as defendant. The Company believes the following claims to be of material nature

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Matters relating to direct taxes under dispute	259.61	246.25

## Notes to the standalone financial statements for the year ended March 31, 2023

### Income tax

The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowance of expenses, tax treatment of certain expenses claimed by the Company as deductions and transfer pricing adjustments for related parties transactions etc. Most of these disputes and/ or dis-allowances, being repetitive in nature, have been raised by the income tax authorities consistently in most of the years. The management of the Company has contested all these additions/ disallowances, by way of appeal before the appellate authorities and the same are yet to be disposed off.

## II. Commitments

### a. Other commitments

- The Company has committed to provide financial assistance as tabulated below

(₹ in crore)

Nature of relationship	Outstanding commitment for financial assistance	
	March 31, 2023	March 31, 2022
Subsidiaries/ fellow subsidiaries	25.53	86.27
<b>Total</b>	<b>25.53</b>	<b>86.27</b>

- The Company has extended comfort letters to provide continued financial support to certain subsidiaries/ joint ventures/ associates to ensure that these subsidiaries are able to meet their debts, commitments (including commitments towards investee entities) and liabilities as they fall due and they continue as going concerns.
- The Company has certain long term unquoted investments which have been pledged as security towards loan facilities sanctioned to the company and the investee Companies.

## 35. Disclosures on Financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.2 (b) and 2.2 (m), to the standalone financial statements.

### (a) Financial assets and liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2023 and March 31, 2022.

Notes to the standalone financial statements for the year ended March 31, 2023

As at March 31, 2023

(₹ in crore)

Particulars	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
<b>Financial assets</b>				
(i) Investments	26,956.45	-	26,956.45	26,956.45
(ii) Loans	-	864.00	864.00	864.00
(iii) Trade receivables	-	21.89	21.89	21.89
(iv) Cash and cash equivalents	-	2,457.36	2,457.36	2,457.36
(v) Bank balances other than cash and cash equivalents	-	5.01	5.01	5.01
(vi) Other financial assets	-	103.29	103.29	103.29
<b>Total</b>	<b>26,956.45</b>	<b>3,451.55</b>	<b>30,408.00</b>	<b>30,408.00</b>
<b>Financial liabilities</b>				
(i) Borrowings	-	2,959.51	2,959.51	2,959.51
(ii) Trade payables	-	16.28	16.28	16.28
(iii) Other financial liabilities	-	449.77	449.77	449.77
(iv) Financial guarantee contracts	-	2.91	2.91	2.91
<b>Total</b>	<b>-</b>	<b>3,428.47</b>	<b>3,428.47</b>	<b>3,428.47</b>

As at March 31, 2022

(₹ in crore)

Particulars	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
<b>Financial assets</b>				
(i) Investments	12,613.61	-	12,613.61	12,613.61
(ii) Loans	-	210.58	210.58	210.58
(iii) Trade receivables	-	25.18	25.18	25.18
(iv) Cash and cash equivalents	-	15.37	15.37	15.37
(v) Other financial assets	-	120.51	120.51	120.51
<b>Total</b>	<b>12,613.61</b>	<b>371.64</b>	<b>12,985.25</b>	<b>12,985.25</b>
<b>Financial liabilities</b>				
(i) Borrowings	-	759.87	759.87	759.87
(ii) Trade payables	-	18.40	18.40	18.40
(iii) Other financial liabilities	-	376.67	376.67	376.67
(iv) Financial guarantee contracts	-	6.97	6.97	6.97
<b>Total</b>	<b>-</b>	<b>1,161.91</b>	<b>1,161.91</b>	<b>1,161.91</b>

(b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

**Quoted prices in an active market (Level 1):** This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.

## Notes to the standalone financial statements for the year ended March 31, 2023

**Valuation techniques with observable inputs (Level 2):** This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Valuation techniques with significant unobservable inputs (Level 3):** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

(₹ in crore)

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
<b>March 31, 2023</b>				
<b>Financial assets</b>				
Investments in subsidiaries	26,956.45	-	-	26,956.45
<b>March 31, 2022</b>				
<b>Financial assets</b>				
Investments in subsidiaries	12,613.61	-	-	12,613.61

- (i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- (ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- (iii) The fair values of the unquoted equity shares have been estimated using a discounted cash flow ('DCF') method and market approach method. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- (iv) There have been no transfers between Level 1, Level 2 and Level 3 for the year ended March 31, 2023 and year ended March 31, 2022.
- (v) **Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets**

(₹ in crore)

Particulars	Total
<b>As at April 01, 2021</b>	<b>13,697.14</b>
Acquisition of equity shares, debentures and preference shares	2,016.33
Other adjustments	242.71
Sales/ redemption during the year	(1,855.03)
Re-measurement recognised in OCI	2,960.37
Transfer on account of composite scheme of arrangement (refer note 39)	(4,447.91)
<b>As at March 31, 2022</b>	<b>12,613.61</b>
Other adjustments	(103.58)
Re-measurement recognised in OCI	14,446.42
<b>As at March 31, 2023</b>	<b>26,956.45</b>

Notes to the standalone financial statements for the year ended March 31, 2023

(vi) **The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2023 and March 31, 2022 are as shown below**

Description of significant unobservable inputs to valuation

Sector wise unquoted equity Securities	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
FVTOCI assets in unquoted equity shares	Combination of DCF method and market approach method	Discounting rate (Cost of Equity)	March 31, 2023: 11.50 % - 16.50% March 31, 2022: 10.50 % - 20.00%	1% increase in the discounting rate will have a significant adverse impact on the fair value of equity investments.

**(c) Financial risk management objectives and policies**

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

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

**i) Market risk**

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

**(a) Market risk- Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

**(i) Interest rate risk exposure**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Fixed rate borrowings (include current borrowing)	2,959.51	759.87
<b>Total borrowings</b>	<b>2,959.51</b>	<b>759.87</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

### (b) Market risk- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's investing and financing activities. The Company's exposure to foreign currency changes from operating activities is not material.

No hedge contract entered for the year ended March 31, 2023 and March 31, 2022.

The following table shows foreign currency exposure in US Dollar and Euro on financial instruments at the end of reporting period. The exposure to all other foreign currencies are not material.

Particulars	Currency	March 31, 2023		March 31, 2022	
		Amount in foreign currency (crore)	Amount in ₹ (crore)	Amount in foreign currency (crore)	Amount in ₹ (crore)
Borrowings	USD	2.50	205.43	2.50	189.48
Non trade payables/ trade payables	USD	0.02	1.91	0.02	1.75
Other financial liabilities	USD	0.94	77.22	0.69	52.29
Loans	USD	-	-	1.14	86.40
Other financial assets	USD	-	-	0.02	1.73
Borrowings	EURO	33.08	2,958.91	-	-
Other financial liabilities	EURO	0.05	4.38	-	-

### Foreign currency sensitivity

Particulars	Change in Euro rate	Change in USD rate	Effect on profit before tax	
			(Euro)	(USD)
(₹ in crore)				
<b>March 31, 2023</b>				
Increase	5.00%	5.00%	(14,816.47)	(1,422.82)
Decrease	(5.00)%	(5.00)%	14,816.47	1,422.82
<b>March 31, 2022</b>				
Increase	NA	4.65%	NA	(7.22)
Decrease	NA	(4.65)%	NA	7.22

\* Exchange rate of ₹ 82.17/ USD (March 31, 2022: ₹ 75.79/ USD) has been taken from FEDAI website

\* Exchange rate of ₹ 89.44/ Euro has been taken from FEDAI website

### ii) Credit risk

Credit risk is the risk of financial loss arising from counterpart's failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks. The company has a policy of dealing only with credit worthy counter- parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial risk from defaults.

Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables/unbilled revenue, loans receivables, investments in debt securities of group companies, balances with bank, bank deposits and financial guarantees provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk except investment in preference shares/debentures made by the Company in its group companies and loans provided to its group companies.



## Notes to the standalone financial statements for the year ended March 31, 2023

The credit risk in respect of such investments in preference shares/ debentures and loans are assessed on the basis of the fair value of the respective group companies determined based on their business plans. Also refer note 31 for the details of such instruments.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 30,408.00 crore and ₹ 12,985.25 crore as at March 31, 2023 and March 31, 2022 respectively, being the total carrying value of investments, loans, trade receivables, balances with bank, bank deposits and other financial assets.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major customers. The Company does not hold collateral as security.

The following table summarises the changes in the loss allowance measured using ECL

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Opening balance*	-	31.97
Amount provided/ (transferred) during the year (net) (refer note 39)	-	(31.97)
<b>Closing provision*</b>	<b>-</b>	<b>-</b>

\* Pertains to provision for doubtful receivables and unbilled revenue.

### Reconciliation of loss allowance provision- Loans and other financial assets

Particulars	(₹ in crore)	
	March 31, 2023	March 31, 2022
Opening balance	16.53	1,186.29
Amount provided/ (transferred) during the year (net) (refer note 39)	(2.00)	(1,169.76)
<b>Closing provision</b>	<b>14.53</b>	<b>16.53</b>

Credit risk from balances with bank and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

In respect of financial guarantees provided by the Company to banks and financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

### iii) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper programs, non-convertible debentures and other debt instruments. The Company invests its surplus funds in bank fixed deposit and in mutual funds, which carry no or low market risk.

The Company monitors its risk of shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, preference shares, sale of assets and strategic partnership with investors, etc.

The following table shows a maturity analysis of the anticipated cash flows excluding interest obligations for the Company's financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value.

## Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)				
Particulars	0-1 year	1 to 5 year	> 5 year	Total
<b>March 31, 2023</b>				
Borrowings	181.20	258.66	3,164.34	3,604.20
Other financial liabilities	318.15	131.62	-	449.77
Trade payables	16.28	-	-	16.28
	<b>515.63</b>	<b>390.28</b>	<b>3,164.34</b>	<b>4,070.25</b>
<b>March 31, 2022</b>				
Borrowings	140.00	434.20	189.48	763.68
Other financial liabilities	123.83	252.84	-	376.67
Trade payables	18.40	-	-	18.40
	<b>282.23</b>	<b>687.04</b>	<b>189.48</b>	<b>1,158.75</b>

(i) The above excludes any financial liabilities arising out of financial guarantee contract as detailed in note 34.

(ii) For range of interest of borrowings, repayment schedule and security details refer note 14.

### 36. Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long term and short term bank borrowings and issue of non-convertible debt securities and strategic partnership with investors.

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares and debentures, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Company's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenants are complied with (refer note 2.1).

(₹ in crore)		
Particulars	March 31, 2023	March 31, 2022
Borrowings (refer note 14)	2,959.51	759.87
Less: Cash and cash equivalents (refer note 11(a))	2,457.36	15.37
<b>Total debts (A)</b>	<b>502.15</b>	<b>744.50</b>
<b>Capital components</b>		
Equity share capital	603.59	603.59
Other equity	21,319.32	9,788.24
<b>Total capital (B)</b>	<b>21,922.91</b>	<b>10,391.83</b>
<b>Capital and borrowings C= (A+B)</b>	<b>22,425.06</b>	<b>11,136.33</b>
<b>Gearing ratio(%) D= (A/C)</b>	<b>2.24%</b>	<b>6.69%</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and 31 March 31, 2022.

Notes to the standalone financial statements for the year ended March 31, 2023

37. Disclosure as per Part A of Schedule V of securities (listing obligations and disclosures requirements) Regulations, 2015 as regards the loans and inter-corporate deposits granted to subsidiaries, fellow subsidiaries, joint ventures, associates and other companies in which the directors are interested.

(₹ in crore)

Name of the entity	Relationship		Amount outstanding as at		Maximum amount outstanding during the year ended		Investment by loanee in the shares of the parent Company
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
<b>Loans given/debentures subscribed<sup>1</sup></b>							
- GBPSPL <sup>1</sup>	Subsidiary	Subsidiary	14.53	18.95	18.95	18.95	Nil
- RSSL <sup>1</sup>	Subsidiary	Subsidiary	108.81	26.89	108.81	26.89	Nil
- GPUIL <sup>1</sup>	Fellow Subsidiary	Fellow Subsidiary	268.22	331.05	382.46	375.15	Nil
- GGAL <sup>1</sup>	Fellow Subsidiary	Fellow Subsidiary	130.18	-	130.18	-	Nil
- GHWL <sup>1</sup>	Fellow Subsidiary	Fellow Subsidiary	308.63	-	308.63	-	Nil
- GCAL <sup>1</sup>	Subsidiary	Subsidiary	2.27	-	2.27	-	Nil
- GETL <sup>1</sup>	Fellow Subsidiary	Fellow Subsidiary	2.50	-	2.50	-	Nil
- GSPHL <sup>1</sup>	Fellow Subsidiary	Fellow Subsidiary	1.57	-	1.57	-	Nil
- GIDL <sup>1</sup>	Subsidiary	Subsidiary	41.82	-	41.82	-	Nil
- GAIBV <sup>1</sup>	Subsidiary	Subsidiary	-	86.40	86.40	86.40	Nil
- GIDL <sup>2</sup>	Subsidiary	Subsidiary	4,138.50	4,138.50	4,138.50	4,138.50	Nil
- GCAL <sup>2</sup>	Subsidiary	Subsidiary	15.00	-	15.00	-	Nil

1. Loans given

2. Debentures subscribed

<sup>1</sup> The above balances does not include interest accrued thereon and equity component of preference shares/ loans/ debentures given at concessional rates.

38. Interest in significant investment in subsidiaries, joint ventures and associates as per Ind AS- 27

Name of the entity	Relationship		Ownership interest		Date of incorporation	Country of incorporation/ place of business
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022		
DIAL*[200 Equity shares (March 31, 2022 - 200 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	March 01, 2006	India
GIDL	Subsidiary	Subsidiary	99.99%	99.99%	March 28, 2017	India
GAL	Subsidiary	Subsidiary	30.00%	30.00%	February 06,1992	India
GCAL	Subsidiary	Subsidiary	100.00%	100.00%	December 22, 2006	India
GAIBV	Subsidiary	Subsidiary	0.01%	0.10%	May 28, 2018	Netherland
GHIAL*[1,000 Equity shares (March 31, 2022-1,000 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	December 17, 2002	India
RSSL	Subsidiary	Subsidiary	100.00%	100.00%	July 29, 2005	India

\* Rounded off to two decimals.

**Note:-**

- The above disclosure does not include step down subsidiaries, joint ventures and associates and are with respect to subsidiaries, joint ventures and associates existing as at the balance sheet date.
- During the year ended March 31, 2022, the Company has sold 9% stake in GAL to GIDL.
- During the year ended March 31, 2022, the Company acquired stake in RSSL from GASL.

## Notes to the standalone financial statements for the year ended March 31, 2023

### 39. Composite Scheme of arrangement

The composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited ('GPIL') ('Transferor Company') with the Company and demerger of Engineering Procurement and Construction ('EPC') business and Urban Infrastructure Business of the Company (including Energy business) into GMR Power and Urban Infra Limited ('GPUIL') ('Scheme') was approved by the Hon'ble National Company Law Tribunal, Mumbai bench ('the Tribunal') vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective on that date. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 01, 2021, being the Appointed date as per the Scheme.

#### Accounting of amalgamation of the Transferor Company into the Company

- i) On the Scheme becoming effective on December 31, 2021 ('Effective Date'), the Company had accounted for the amalgamation in accordance with "Pooling of interest method" laid down by Appendix C of Ind AS 103 (Business combinations of entities under common control) notified under the provisions of the Companies Act, 2013.
- ii) The entire share capital of the Transferor Company is held by the Company (directly and/ or indirectly through subsidiaries and nominees) and hence no consideration is payable pursuant to the amalgamation. Shares held by the Company, its subsidiaries and nominees in the Transferor Company stand cancelled without any further act, application or deed.
- iii) The Company had recorded all the assets, liabilities and reserves of the Transferor Company, vested in the Company pursuant to the Scheme, at their existing carrying amounts.
- iv) The loans and advances or payables or receivables or any other investment or arrangement of any kind, held inter se, between the Transferor Company and the Company had been cancelled.
- v) The difference between the book value of assets, liabilities and reserves as reduced by the face value of the equity shares issued by the Company and after considering the cancellation of inter-company investments was recorded in other equity of the Company.

#### The book value of assets, liabilities and reserves acquired from Transferor Company were

Particulars	(₹ in crore)
Assets	Amount
<b>Non-current assets</b>	
Property, plant and equipment	0.25
Intangible assets	3.35
Financial assets	
Investments	9.72
	<b>13.32</b>
<b>Current assets</b>	
Financial assets	
Trade receivables	0.46
Cash and cash equivalents	0.32
Other financial assets	0.01
Other current assets	0.12
	<b>0.91</b>
<b>Total assets</b>	<b>14.23</b>

Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)	
Particulars	Amount
<b>Liabilities</b>	
<b>Current liabilities</b>	
Financial liabilities	
Borrowings	18.08
Trade payables	0.03
Other financial liabilities	4.51
<b>Total liabilities</b>	<b>22.62</b>
Net assets acquired	(10.09)
Less: Equity shares issued to the shareholders of the Transferor Company	-
<b>Deficit of the net assets acquired over the equity shares issued to the shareholder of the Transferor Company</b>	<b>(10.09)</b>
The aforementioned excess of the equity shares issued over the net assets acquired have been adjusted as follows:	
Equity component of related party loans	1.24
Retained earnings	(11.33)
	<b>(10.09)</b>

**Demerger**

The said Tribunal order was filed with the Registrar of Companies by the Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective on that date. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 01, 2021, being the Appointed date as per the Scheme and effective date being December 31, 2021 ('Effective Date').

**Accounting of demerger of the Demerged Undertaking from the Company**

i) On the Scheme becoming effective, all the assets and liabilities pertaining to the Demerged Undertaking (difference between the assets and liabilities hereinafter referred to as "Net assets"), have ceased to be the assets and liabilities of the Demerged Company and transferred to the Company at the carrying value in accordance with the Scheme. Accordingly, such net assets have been de-recognized in the books of the Company with effect from the effective date i.e. December 31, 2021.

(a) The Company has adjusted the difference between the carrying value of assets and liabilities to its reserves in the following order:

- (i) adjustments have been first made to de-recognize specific reserve balances pertaining to the Demerged Undertaking, to the extent identifiable.
- (ii) after taking effect of (a) above, in case of
  - (A) unadjusted debits, adjustments shall be made as follows:
    - 1) to securities premium account, to the extent of balance therein; and then
    - 2) to retained earnings.
  - (B) unadjusted credits, adjustments shall be recognized as capital reserve account.

## Notes to the standalone financial statements for the year ended March 31, 2023

The book value of assets and liabilities transferred as at the effective date are as under

(₹ in crore)

Particulars	Amount
<b>Assets</b>	
<b>Non-current assets</b>	
Property, plant and equipment	109.67
Intangible assets	3.12
Financial assets	
Investments	4,544.59
Trade receivables	175.21
Loans	1,287.97
Other financial assets	140.08
Other non-current assets	5.04
	<b>6,265.68</b>
<b>Current assets</b>	
Inventories	108.49
Financial assets	
Investments	0.20
Trade receivables	80.76
Cash and cash equivalents	7.26
Bank balances other than cash and cash equivalents	48.59
Loans	263.82
Other financial assets	1,228.38
Other current assets	83.71
	<b>1,821.21</b>
<b>Total assets</b>	<b>8,086.89</b>
<b>Liabilities</b>	
<b>Non-current liabilities</b>	
Financial liabilities	
Borrowings	3,820.61
Other financial liabilities	53.25
Provisions	1.36
	<b>3,875.22</b>
<b>Current liabilities</b>	
Financial liabilities	
Borrowings	762.94
Trade payables	
(a) Total outstanding dues of micro enterprises and small enterprises	95.49
(b) Total outstanding dues of creditors other than (a) above	466.31
Other financial liabilities	1,781.05
Other current liabilities	45.01
Provisions	3.56
	<b>3,154.36</b>
<b>Total liabilities</b>	<b>7,029.58</b>
<b>Net assets transferred</b>	<b>1,057.31</b>

Notes to the standalone financial statements for the year ended March 31, 2023

<b>Utilisation of reserves for transfer of net assets pursuant to the Scheme</b>		(₹ in crore)
<b>Particulars</b>		<b>Amount</b>
Fair Valuation Through Other Comprehensive Income ('FVTOCI') reserve		8,800.21
Foreign currency monetary translation reserve ('FCMTR')		187.38
Equity component of Related Party Loans		(1.24)
Securities premium		(10,010.98)
Retained earnings		(32.68)
		<b>(1,057.31)</b>

**The financial performance and cash flow information for the Demerged Undertaking for the period from April 01, 2021 upto the Effective Date are as under**

		(₹ in crore)
<b>Particulars</b>		<b>Amount</b>
Total income		1,136.63
Total expenses		1,229.36
<b>Loss before exceptional items and tax</b>		<b>(92.73)</b>
Exceptional items expense		(57.74)
<b>Loss before tax</b>		<b>(150.47)</b>
Tax expense		-
<b>Loss after tax</b>		<b>(150.47)</b>
Other comprehensive income		559.68
<b>Total comprehensive income from discontinued operation</b>		<b>409.21</b>
Net cash generated from operating activities		131.49
Net cash generated from investing activities		429.55
Net cash used in financing activities		(577.92)
<b>Net decrease in cash and cash equivalents from discontinued operation</b>		<b>(16.88)</b>

## Notes to the standalone financial statements for the year ended March 31, 2023

### 40. Ratios to disclosed as per requirement of Schedule III to the Act

S No.	Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance	Reasons for variance
a.	Current ratio	Current assets	Current liabilities	4.80	0.97	392.52%	Improvement in liquidity position
b.	Debt- equity ratio	Debt	Equity	0.13	0.07	84.62%	Due to increase in borrowings
c.	Debt service coverage ratio	Earnings available for debt service	Debt service	0.03	0.22	(87.69)%	Decrease in profit available for debt and principal repayment during the financial year ended March 31, 2023
d.	Return on equity ratio	Profit/ (loss) for the period	Average shareholder's equity	0.06%	(3.08)%	101.92%	Improvement in profitability during the financial year ended March 31, 2023
e.	Trade receivables turnover ratio	Net sales	Average trade receivable	2.74	3.43	(20.20)%	Not applicable
f.	Trade payable turnover ratio	Net credit purchases	Average trade payables	0.04	1.67	(97.72)%	Due to increase in trade payables
g.	Net capital turnover ratio	Net sales	Working capital	0.03	(110.31)	100.03%	Due to higher balance of cash and cash equivalents
h.	Inventory turnover ratio	Net sales	Average inventory	NA	22.07	NA	Due to transfer to demerged entity pursuant to scheme of arrangement
i.	Net profit ratio	Net profit/ (loss)	Net sales	14.84%	(35.69)%	141.60%	Improvement in net profit during the financial year ended March 31, 2023
j.	Return on investment ratio	Gain/ loss on Investments	Average investment	73.02%	11.89%	514.17%	On account of change in fair value of investments during the year ended March 31, 2022
k.	Return on capital employed	Earning before interest and taxes	Capital employed	2.36%	5.69%	(58.53)%	Due to higher earning before interest and tax during the financial year ended March 31, 2022



Notes to the standalone financial statements for the year ended March 31, 2023

41. Reconciliation of liabilities arising from financing activities pursuant to Ind AS - 7 'Statement of Cash Flows'

(₹ in crore)

Particulars	Borrowings (refer note 14)
<b>As at April 01, 2022</b>	<b>759.87</b>
<b>Cash flow changes</b>	
Proceeds from borrowings	2,931.77
Repayment of borrowings	(134.34)
<b>Non-cash changes</b>	
Transfer to equity^ (refer note 14(2))	(640.56)
Foreign exchange fluctuations	42.77
<b>As at March 31, 2023</b>	<b>2,959.51</b>
<b>As at April 01, 2021</b>	<b>5,136.11</b>
<b>Cash flow changes</b>	
Proceeds from borrowings	1,219.75
Repayment of borrowings	(1,053.16)
<b>Non-cash changes</b>	
Transfer due to demerger	(4,583.23)
Foreign exchange fluctuations	40.40
<b>As at March 31, 2022</b>	<b>759.87</b>

^ equity component of FCCB transferred to equity ₹ 640.56 crore (inclusive of deferred tax ₹ 161.21 crore)

42. Additional disclosure pursuant to schedule III of Companies Act 2013

- i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.
- ii) The Company does not have any transactions/ balances with companies struck off under section 248 of Companies Act, 2013 to the best of knowledge of the management.
- iii) The Company has not traded or invested funds in crypto currency of virtual currency.
- iv) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- v) Except for the information given in the table below, the Company has not received any fund from any person(s) or entity(ies), including foreign entities(Funding Party) with the understating (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

## Notes to the standalone financial statements for the year ended March 31, 2023

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

Date and amount of fund received from funding party with complete details of each party					Date and amount of fund further advanced or loaned or invested to other intermediaries or ultimate beneficiaries alongwith complete details of the other intermediaries or ultimate beneficiaries				
S. No.	Name of Funding party	Loan/ investment/ advance	Date	Amount (₹ in crore)	Name of ultimate beneficiary	Loan/ investment/ advance	Date	Amount (₹ in crore)	Date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries
1	Aéroports de Paris S.A.	Foreign Currency Convertible Bonds (FCCB's)	March 28, 2023	2,931.77	RAXA Security Services Ltd	Loan	March 28, 2023	75.00	NA
2					RAXA Security Services Ltd	Loan	March 31, 2023	1.73	NA
3					GMR Generation Assets Limited	Loan	March 28, 2023	125.00	NA
4					GMR Generation Assets Limited	Loan	March 31, 2023	5.18	NA
5					GMR Highways Limited	Loan	March 28, 2023	300.00	NA
6					GMR Highways Limited	Loan	March 31, 2023	8.63	NA
7					GMR Corporate Affairs Limited	Loan	March 31, 2023	2.27	NA
8					GMR Energy Trading Limited	Loan	March 31, 2023	2.50	NA
9					GMR SEZ Port Holdings Private Limited	Loan	March 31, 2023	1.57	NA
10					GMR Infra Developers Limited	Loan	March 28, 2023	41.82	NA

We confirm that, we have complied with the provisions of Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act, 2013 (to the extent applicable) for the above transactions. Further, above transactions are contractual in nature and not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003) and any other regulatory compliance.

- vi) The Company has used borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
- vii) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
- viii) The Company does not have any such transaction which is not recorded in books of account that has been surrendered or disclosed as income during the year in the tax assessments (such as, search or survey or any other relevant provisions) under Income Tax Act, 1961.
- ix) The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
- x) Since the Holding company is NBFC, hence provision of number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.
- xi) The Company has not granted any loans or advances in nature of loan, either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties.
- xii) Disclosure as per section 186 of Companies Act 2013  
The details of loans, guarantees and investments under section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:
  - (i) Details of investments made are given in note 5.
  - (ii) Details of loan given by the company and guarantees issued as at March 31, 2023 and March 31, 2022 refer note 6 and note 31.
- xiii) The Company is in compliance with the requirement of Section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- xiv) The quarterly return/ statement of current assets filed by the Company with bank and financial institutions in relation to secured borrowings wherever applicable are in agreement with books of accounts.

Notes to the standalone financial statements for the year ended March 31, 2023

(₹ in crore)

Quarter and Nature of reporting	Name of bank	Particulars of securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Difference	Reason for material discrepancies
June 30, 2021 - Current Assets	Bank of Baroda	1. Current assets of the Company (DFCC Project Package 202);  2. The Escrow Account (in the name of GIL-SIL JV) maintained for the purpose of Project Package 202 along with other working capital as well as term loan lenders and equipment financed by Lakshmi Vilas Bank ('LVB')	648.79	598.88	49.91	The Company files quarterly returns for current assets and current liabilities pertains to Project Package 202 which includes current assets and current liabilities of the company and GIL SIL JV. The figures included in the table as per books is for the Company. The quarterly statement is further splitted between the Company and GIL SIL JV and the Company figures are reconciled with the books of accounts.
September 30, 2021 - Current Assets			653.68	530.85	122.83	
December 30, 2021- Current Assets			676.01	664.78	11.23	
June 30, 2021 - Current Liabilities			856.85	715.49	141.36	
September 30, 2021 - Current Liabilities			863.66	645.13	218.53	
December 31, 2021 - Current Liabilities			889.04	772.81	116.23	

43. The composite scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited ('GPIL') with the Company and demerger of Engineering Procurement and Construction ('EPC') business and Urban Infrastructure Business of the Company (including Energy business) into GMR Power and Urban Infra Limited ('GPUIL') ('Scheme') was approved by the Hon'ble National Company Law Tribunal, Mumbai bench ('the Tribunal') vide its order dated December 22, 2021 (formal order received on December 24, 2021). The said Tribunal order was filed to the Registrar of Companies by Company, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective. Accordingly, assets and liabilities of the EPC business and Urban Infrastructure business (including Energy business), as approved by the board of directors pursuant to the Scheme stand transferred and vested into GPUIL on April 01, 2021, being the Appointed date as per the Scheme. The Standalone financial statements of the Company do not have any impact of the Composite Scheme, however as per the applicable Ind AS, the EPC business and Urban Infrastructure Business (including Energy business) have been classified for all periods presented as discontinued operations.

(₹ in crore)

Particulars	For the year ended	
	March 31, 2023	March 31, 2022
Total Income	-	1,136.63
Total expenses	-	1,229.36
<b>Loss before exceptional items and tax</b>	-	<b>(92.73)</b>
Exceptional items (expense)	-	(57.74)
<b>Loss before tax</b>	-	<b>(150.47)</b>
Tax credit	-	-
<b>Loss after tax</b>	-	<b>(150.47)</b>

44. The Board of directors in its meeting held on March 19, 2023 had approved, a detailed Scheme of Merger of GAL with GIDL followed by merger of GIDL with the Company. The Scheme is subject to the receipt of requisite approvals from, the Securities and Exchange Board of India ('SEBI'), through the stock exchanges, the Reserve Bank of India, the National Company Law Tribunal ('NCLT'), other statutory and regulatory authorities under applicable laws and respective shareholders and creditors. Subsequent to the financial year ended March 31, 2023, the Company has filed the Scheme with stock exchanges for their approval.

## Notes to the standalone financial statements for the year ended March 31, 2023

45. The Company is in the process of conducting a transfer pricing study as required by the transfer pricing regulations under the IT Act ('regulations') to determine whether the transactions entered during the year ended March 31, 2022, with the associated enterprises were undertaken at "arm's length price". The management confirms that all the transactions with associated enterprises are undertaken at negotiated prices on usual commercial terms and is confident that the aforesaid regulations will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
46. The Code of Social Security, 2020 ("Code") relating to employee benefits during employment and post employment received Presidential assent in September 2020. Subsequently the Ministry of Labour and Employment had released the draft rules on the aforementioned code. However, the same is yet to be notified. The Company will evaluate the impact and make necessary adjustments to the financial statements in the period when the code will come into effect.
47. Previous year's figures have been regrouped/ reclassified, wherever necessary to confirm to current year's classification.
48. Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in the standalone financial statements have been rounded off or truncated as deemed appropriate by company.

As per our report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Danish Ahmed**  
Partner  
Membership number: 522144

Place: New Delhi  
Date: May 27, 2023

**For and on behalf of the Board of Directors**

**G. M. Rao**  
Chairman  
DIN: 00574243  
Place: Dubai

**Saurabh Chawla**  
Chief Financial Officer  
Place: Washington, D.C.

Date: May 27, 2023

**Grandhi Kiran Kumar**  
Managing Director and Chief Executive Officer  
DIN: 00061669  
Place: Dubai

**Venkat Ramana Tangirala**  
Company Secretary  
Membership Number: A13979  
Place: New Delhi



**GMR AIRPORTS INFRASTRUCTURE LIMITED**

(Formerly known as GMR Infrastructure Limited)

(CIN: L45203HR1996PLC113564)

Regd. Office: Unit No. 12, 18<sup>th</sup> Floor, Tower A, Building No. 5,

DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana

Ph: +91 124 6637750

Web: [www.gmrinfra.com](http://www.gmrinfra.com) E-mail: [Gil.Cosecy@gmrgroup.in](mailto:Gil.Cosecy@gmrgroup.in)

**NOTICE**

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited) will be held on Monday, September 18, 2023, at 3:00 P.M. IST through Video Conferencing ("VC") to transact the following businesses:

**Ordinary Business:**

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Mr. G.B.S. Raju (DIN: 00061686), who retires by rotation and being eligible, offers himself for re- appointment.

**Special Business:**

4. **To approve the continuation of Directorship of Mr. G.M. Rao with the Company, post attaining the age of 75 years.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 read with Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for continuation of Mr. G.M. Rao (DIN: 00574243), as a Non-Executive Non Independent Director of the Company liable to retire by rotation, post attaining the age of 75 years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts and take all such steps

as may be necessary, proper or expedient to give effect to this resolution."

5. **Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bonds.**

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

**"RESOLVED THAT** pursuant to Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re- enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the memorandum of association and articles of association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations") as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("FCCB Scheme") as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of

India from time to time, each as amended including ECB Guidelines as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1 (Rupee one) each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"), and other provisions of applicable laws including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, Registrar of Companies, ("RoC") and such other statutory/ regulatory authorities in India or abroad (the "Appropriate Authorities") from time to time, and subject to existing borrowing limits and security creation limits approved by the shareholders of the Company and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("Board", which term shall include the Management Committee of the Board or any other committee which the Board may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue, and allot such number of Equity Shares, non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the "Securities"), to qualified institutional buyers (as defined under the SEBI ICDR Regulations) ("QIBs"), whether they are holders of the Equity Shares or not, through one or more qualified institutions placements ("QIP"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, and/or Foreign Currency Convertible Bonds ("FCCB") to Investors eligible to invest as per FCCB Scheme/ FEMA or combination thereof or any other method as may be permitted under law through the issuance of a placement document(s)/ offer document(s), as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices (including at a discount or premium to market price or prices permitted under applicable law) as may be deemed fit, including a premium or discount that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations for QIP, such that the total amount to be raised through issue of Securities through a QIP and/or FCCB, either singly or in any combination thereof shall not exceed ₹ 5,000 crores only (Rupees Five Thousand Crores only) (inclusive of such premium as may be fixed on such Securities), to be

subscribed in Indian Rupees or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors who are authorised to invest in the Securities/ FCCB of the Company as per extant regulations/guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investors are shareholders of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities or FCCB, categories of Investors, to whom the offer, issue and allotment of Securities shall be made, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted.

**RESOLVED FURTHER THAT** in the event of issuance of securities through a QIP, subject to the provisions of the SEBI ICDR Regulations:

- i. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and SEBI ICDR Regulations, from time to time;
- ii. the relevant date for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP. In case of convertible securities, the relevant date shall be either the date of the meeting at which the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be decided by the Board;
- iii. the Securities shall be allotted as fully paid up (in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants, with the balance consideration being payable on allotment of Equity Shares on exercise of options attached to such warrants);
- iv. the tenure of any convertible or exchangeable Securities issued through QIP shall not exceed 60 (sixty) months from the date of allotment;

- v. the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board or duly authorised committee may, in consultation with the lead managers, offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- vi. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- vii. it is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under same control shall be deemed to be a single allottee;
- viii. the allotment of Securities except as may be permitted under the SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter of the Company, or any person related to the promoter of the Company, in terms of the SEBI ICDR Regulations;
- ix. the Securities shall not be sold by the allottees for a period of one (1) year from the date of its allotment, except on the recognized Stock Exchanges or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- x. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

**RESOLVED FURTHER THAT** in the event of issuance of FCCB, the relevant date for the purpose of pricing of FCCB to be issued shall be determined in accordance with the FCCB Scheme or as may be permitted under the applicable law.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Securities or FCCB to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any Securities/ FCCB or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in

all respects.

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations, FCCB Scheme and FEMA .

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the following:

- i. to determine the terms and conditions of the QIP/ FCCB, including among other things, the amount of issuance of QIP and/or FCCB or combination thereof, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), date of issuance of FCCB, the class of Investors to whom the Securities/ FCCB are to be issued, the relevant date for convertible securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;
- ii. to determine the number and amount of Securities/ FCCB that may be offered in domestic and/ or international markets and proportion thereof, tranches, issue price, interest rate, listing, premium/ discount, as permitted under applicable law (now or hereafter);
- iii. to finalise and approve and make arrangements for submission, of the preliminary and/or draft and/or final offering circulars/information memoranda/ offer documents/ other documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;
- iv. to determine conversion of Securities/ FCCB, if any, redemption, allotment of Securities/ FCCB, listing of securities at the Stock Exchanges;
- v. to make applications to the Stock Exchanges for in-principle and final approvals for listing and trading of Equity Shares, and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto;
- vi. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP/ FCCB, in accordance with applicable law;
- vii. to finalise utilisation of the proceeds of the QIP/ FCCB,

as it may in its absolute discretion deem fit in accordance with the applicable law;

- viii. approve estimated expenditure in relation to the QIP/ FCCB;
- ix. to decide on conduct and schedule of road shows, investor meet(s) in accordance with applicable legal requirements for the issue of the Securities/ FCCB;
- x. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI Listing Regulations, FCCB Scheme, FEMA or any other applicable laws;
- xi. to apply for dematerialisation of the Equity Shares with the concerned depositories;
- xii. to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, term sheets, trustee agreement, trust deed and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time;
- xiii. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required in connection with the QIP/ FCCB, offer and allotment of the Securities/ FCCB;
- xiv. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, MCA, RBI, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP/ FCCB and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intend that the shareholders shall be deemed to have given their

approval thereto expressly by the authority of this resolution, and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to approve, finalise, execute, ratify, and/ or amend/ modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution."

By order of the Board of Directors  
**For GMR Airports Infrastructure Limited**  
 (Formerly known as GMR Infrastructure Limited)

**T. Venkat Ramana**  
 Company Secretary &  
 Compliance Officer  
 (ACS 13979)

Place: New Delhi  
 Date : August 14, 2023

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being, General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") has allowed the Companies to conduct the Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**"), without the physical presence of the Members at a common venue. In terms of the said Circulars, the 27th AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.

Further, MCA vide its aforesaid Circulars and the Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "**SEBI Circulars**") prescribing the procedures and manner of conducting the



AGM through VC/ Other Audio Visual Means (OAVM) and has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

2. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("**KFintech**"). However, hard copy of Annual Report shall be sent to those shareholders who specifically request for the same. Members may also note that the Notice of the 27<sup>th</sup> AGM and the Annual Report 2022-23 will also be available on the Company's website at <https://investor.gmrinfra.com>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
3. Pursuant to the aforesaid MCA Circulars, Members attending the 27<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, ('the Act'), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 27<sup>th</sup> AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 27<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Board of Directors have considered and decided to include item nos. 4 and 5 given above as Special Businesses in the Notice to the 27<sup>th</sup> AGM, as they consider them unavoidable in nature.
6. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, relating to Item no. 4 and 5 and the additional information required to be provided pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI LODR**") and Secretarial Standard on General Meetings (SS-2) prescribed by Institute of Company Secretaries of India (ICSI), regarding the Directors who are proposed to be re-appointed are annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 11, 2023 to Monday, September 18, 2023 (both days inclusive).
8. KFintech is the Registrar and Share Transfer Agent ("**RTA**") of the Company to perform the share related work for shares held in physical and electronic form.
9. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting or vote through remote e-voting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at e-mail ID [compliance@sreedharancs.com](mailto:compliance@sreedharancs.com) with a copy marked to RTA at email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [Gil.Cosecy@gmrgroup.in](mailto:Gil.Cosecy@gmrgroup.in) authorising its representative(s) to attend and vote on their behalf pursuant to section 113 of the Act. In case if the authorised representative attends the Meeting, the above-mentioned documents shall be submitted before the commencement of said Meeting.
10. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC and vote.
11. The Company has engaged KFintech for providing the facility for voting through remote e-voting, for participation in the 27<sup>th</sup> AGM through VC facility and e-voting thereof.
12. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with their respective Depository through their Depository Participant(s). Any such changes effected by the Depository Participants will automatically reflect in the Company's records. In respect of shares held in physical form by writing to the Company's RTA, KFin Technologies Limited (Unit: GMR Airports Infrastructure Limited), Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032.
13. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI LODR and has mandated that all requests for effecting transfer of securities including transmission and transposition shall not be processed unless the securities are held in the dematerialised form. Hence members are advised to dematerialize their shares that are held in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. The said form can be downloaded from the

Company's website at <https://investor.gmrinfra.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices>.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at <https://investor.gmrinfra.com> and on the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>.
16. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form, Form No. SH 13, can be downloaded from the Company's website at <https://investor.gmrinfra.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>. Members are requested to submit the said form to their Depository Participants in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
17. As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants (DPs) in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
18. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the updated Bank Account in India.
19. Since the AGM will be held through VC Facility, the Route Map being not relevant is not annexed to this Notice.
20. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account was transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. In addition, all underlying shares in respect of which dividend has remained

unclaimed for seven consecutive years or more have been transferred by the Company to demat account of the IEPF Authority.

In the event of transfer of shares and unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and by sending a physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

21. Members may join the 27<sup>th</sup> AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 2:45 p.m. IST i.e. 15 minutes before the time scheduled to start the 27<sup>th</sup> AGM and shall not be closed for at least 15 minutes after such scheduled time.
22. Members may note that the VC Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 27<sup>th</sup> AGM without any restriction on account of first-come first-served principle.
23. Copies of all documents referred to in the notice and explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed thereto are available for inspection electronically. Members seeking to inspect such documents can send an email to [Gil.cosecy@gmrgroup.in](mailto:Gil.cosecy@gmrgroup.in).

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.

Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at [Gil.cosecy@gmrgroup.in](mailto:Gil.cosecy@gmrgroup.in).

#### **24. THE PROCESS AND MANNER FOR REMOTE E-VOTING:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide members with facility to exercise their votes by electronic means provided by KFintech (E-Voting

Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or e-voting during the 27<sup>th</sup> AGM.

Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at Gil.cosecy@gmrgroup.in.

**25. THE PROCESS AND MANNER FOR REMOTE E-VOTING:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide members with facility to exercise their votes by electronic means provided by Kfintech (E-Voting Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or e-voting during the AGM.

**A) Information and instructions for remote e-voting by Individual Shareholders holding shares of the Company in demat mode:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/



P/2020/242 dated December 9, 2020 on “e-Voting Facility Provided by Listed Entities”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile numbers and email Ids in their demat accounts to access e-Voting facility.

Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. During the voting period, shareholders / members can login any number of times till they have voted on the resolution(s) for a particular “Event”. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit URL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>iii. A new screen will prompt and you will have to enter your User ID and Password.</li> <li>iv. Post successful authentication, click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>v. Click on company name or e-Voting service provider name i.e. Kfintech and you will be redirected to Kfintech website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul> <p><b>2. Members who have not registered for IDeAS facility, may follow the below steps:</b></p> <ul style="list-style-type: none"> <li>i. To register for IDeAS facility, visit the URL at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. Click on “Register Online for IDeAS” or for direct registration. click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. On completion of the registration formality, follow the steps provided above.</li> </ul> <p><b>3. Members may alternatively vote through the e-voting website of NSDL in the following manner:</b></p> <ul style="list-style-type: none"> <li>i. Visit the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii. Members to enter User ID (i.e. your Sixteen Digit demat account number held with NSDL), Password/OTP and a Verification Code shown on the screen.</li> <li>iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page.</li> <li>v. Click on company name or e-Voting service provider name i.e., Kfintech and you will be redirected to Kfintech website for casting your vote.</li> </ul>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>1. <b>Members already registered for Easi/ Easiest facility may follow the below steps:</b></p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</li> <li>iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</li> <li>iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</li> </ol> <p>2. <b>Members who have not registered for Easi/Easiest facility, may follow the below steps:</b></p> <ol style="list-style-type: none"> <li>i. To register for Easi/Easiest facility visit the URL at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>ii. On completion of the registration formality, follow the steps mentioned above.</li> </ol> <p>3. <b>Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</b></p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Enter the demat account number and PAN.</li> <li>iii. Enter OTP received on mobile number and email registered with the demat account for authentication.</li> <li>iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e., KFintech where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility.</li> <li>2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication.</li> <li>3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.</li> </ol>

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:**

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants’ website.

It is strongly recommended not to share your password

with any other person and take utmost care to keep your password confidential.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below;

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43 or call at toll free no. 1800 200 5533.

### B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and for all shareholders holding securities in physical mode:

Member will receive an e-mail from KFintech [for the Members whose e-mail IDs are registered with the Depository Participant(s)/RTA] which includes details of E-Voting Event Number ("**EVEN**"), User ID and Password. They will have to follow the following process for e-voting:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and Password). In case of Demat account, your Sixteen Digit DP ID-Client ID will be your User ID. In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach to password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT', i.e., **GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not

indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- viii. Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat account.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser on e-mail ID [compliance@sreedharancs.com](mailto:compliance@sreedharancs.com) with a copy marked to RTA at email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [Gil.Cosecy@gmrgroup.in](mailto:Gil.Cosecy@gmrgroup.in). The scanned copy of the Board Resolution should be in the naming format "Company Name, EVEN No." In case if the authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

### C) Members whose email IDs are not registered with the RTA/Depository Participants(s), and consequently Notice of AGM and e-voting instructions cannot be serviced:

To facilitate Members to receive the Company's Annual Report and Notice for the Annual General Meeting (including remote e-voting instructions) electronically and cast their vote, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with KFintech, on or before 5:00 p.m. (IST) on September 11, 2023.

- i. Member may send an email request at the email id [evoting@kfintech.com](mailto:evoting@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of AGM and the E-

Voting Instructions.

- II. Please follow all steps from Note. No. 24(B) above to cast your vote by electronic means.

**D) OTHER INSTRUCTIONS:**

- I. A person, whose name is recorded in the register of equity shareholders maintained by RTA or in the register of beneficial owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the Meeting.

- II. Person holding securities in physical mode and non-individual shareholders holding securities in demat mode who become equity shareholder after dispatch of the Notice of the Meeting but on or before the **Cut-Off Date, i.e., Monday, September 11, 2023** may obtain User ID and Password and any such member who has not received or has forgotten the User ID and Password, may obtain/retrieve the same from KFinTech in the manner as mentioned below:

- a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL:  
MYEPWD<SPACE>IN12345612345678

Example for CDSL:  
MYEPWD<SPACE>1402345612345678

Example for Physical:  
MYEPWD<SPACE>XXXX1234567890 (XXXX being EVEN)

- b) If email address of the equity shareholder is registered against DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter DP ID-Client ID and PAN to generate a password.

- III. Registration of e-mail address permanently with RTA/ Depository Participant(s): In case e-mail ID of a Member is not registered with the RTA/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:

- a) with the Depository Participant (in case of Shares held in dematerialised form);
- b) with KFinTech by sending an email request at

the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) (in case of Shares held in physical form).

- IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. G. Ramdas, Senior Manager, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramgula, Hyderabad-500 032 at [evoting@kfintech.com](mailto:evoting@kfintech.com), Toll Free No: 1800-309-4001.

26. The remote e-voting period commences on **Thursday, September 14, 2023 at 9.00 a.m. IST and ends on Sunday, September 17, 2023 at 5.00 p.m. IST (both days inclusive)**. During this period, the Members of the Company may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date, being Monday, September 11, 2023 will be entitled to cast their votes by remote e-voting.

27. The voting rights of the members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on Cut-Off Date, i.e., Monday, September 11, 2023.

28. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

**29. VOTING DURING THE AGM:**

- i. Members who have not cast their vote through remote e- voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
- ii. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.
- iii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM and he will announce the start time of casting the vote during AGM through the e-Voting platform of our RTA - KFinTech and thereafter the e-Voting during AGM shall commence.
- iv. Upon declaration by the Chairman about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.

- v. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
  - vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.
  - vii. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
30. Mr. V. Sreedharan, (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership No. FCS 7260) or failing him Ms. Devika Satyanarayana (Membership No. FCS 11323), Partners, M/s. V. Sreedharan and Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process in a fair and transparent manner.
  31. The Scrutinizer will, after the conclusion of e-voting during the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same in compliance of Rule 20 of Companies (Management and Administration) Rules, 2014 (including amendments made thereto) read with Regulation 44 of SEBI LODR.
  32. The Results on resolutions shall be declared within two working days from the date of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
  33. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company at [www.gmrinfra.com](http://www.gmrinfra.com) and on KFinTech’s website at <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or by person authorised by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The result shall also be displayed on the notice board at the Registered Office of the Company as well at the Corporate Office of the Company.
  34. **Instructions for attending the AGM through VC:**
    - a) Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their DP ID / Client ID as applicable as the credentials.
    - b) The facility for joining the AGM shall be open 15 minutes before the time scheduled to start the AGM and shall not be closed for at least 15 minutes after such scheduled time.
- c) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox.
  - d) Members will be required to grant access to the web-cam to enable two-way video conferencing.
  - e) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC smoothly, without any fluctuations in the audio/video quality.
  - f) Members who may want to express their views or ask questions at the AGM may visit <https://evoting.kfintech.com> and click on the tab “Annual General Meeting Post Your Queries Here” to post their queries in the window provided, by mentioning their name, demat account number, email ID and mobile number. **The window shall remain active during the remote e-voting period and shall be closed on Sunday, September 17, 2023 at 5:00 p.m.**
  - g) In addition to the above-mentioned step, the Members may register themselves as speakers for the AGM to raise their queries. Accordingly, the Members may visit <https://evoting.kfintech.com> and click on tab ‘Speaker Registration for e-AGM’ during the period mentioned below. Members shall be provided a ‘queue number’ before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 

**The ‘Speaker Registration’ window shall be activated on Thursday, September 14, 2023 at 9.00 A.M. and shall be closed on Friday September 15, 2023 at 5.00 P.M.** Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ ask questions during the AGM provided they hold shares as on the Cut-Off Date i.e., Monday, September 11, 2023. The Company reserves the right to restrict the number of speakers and time allotted per speaker subject to availability of time as appropriate for smooth conduct of the AGM.
  - h) Members who have not casted their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
  - i) Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at their toll free number 1800-309-4001 or write to them at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and/or

[evoting@kfintech.com](mailto:evoting@kfintech.com). Kindly quote your name, DP ID Client ID and e-voting EVEN Number in all your communications.

**Explanatory Statement under Section 102(1) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 4**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from 1<sup>st</sup> April 2019, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. G.M. Rao is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to continue as Non-Executive Non-Independent Director, liable to retire by rotation post attaining the age of 75 years.

The Nomination & Remuneration Committee (NRC) at its meeting held on August 05, 2023 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the continuation of Mr. G.M. Rao as Non-Executive Non-Independent Director, liable to retire by rotation post attaining the age of 75 years.

In Compliance with the provisions of Section 17(1A) of SEBI LODR, the resolution for the approval for continuation of Mr. G.M. Rao as Non-Executive Non-Independent Director, liable to retire by rotation post attaining the age of 75 years is being placed before the members for their approval.

**Justification for Continuation of Mr. G.M. Rao**

Mr. G.M. Rao (DIN: 00574243), who is currently the Non- Executive Chairman of the Company, will be attaining the age of 75 years on July 01, 2024 and in view of the aforesaid Regulation, a Special Resolution is required for continuation of the directorship of Mr. G.M. Rao post attaining the age of 75 years i.e., after July 01, 2024.

Mr. G.M. Rao is the founder of the GMR Group. Over the last 4 decades, he has successfully established GMR Group, as one of the most recognized brands in the country. The Group is now well diversified and professionally managed infrastructure developer with focus on Airports, Energy, Highways and Urban Infrastructure including SEZs. Even though all these business opportunities were new not only to the Group but, also to the Country, the Group adapted, scaled up quickly and delivered world-class quality assets. He is involved in apex level business decisions, governance, stakeholder relationships, senior leadership development, organization building initiatives etc.

Over these years, he has been instrumental in driving the group strategy and other corporate initiatives. Under his guidance, the Company has recently completed the strategic group restructuring plan involving demerger of non-airport vertical into a separate

company.

In view of his leadership, strategic inputs, management skills, stakeholders' relationships, governance acumen as well as operational guidance towards the growth of the Company, it is crucial for the Company to have him on the Board

Except Mr. G.M. Rao (self), Mr. G.B.S. Raju (son), Mr. Grandhi Kiran Kumar (son) and Mr. Srinivas Bommidala (son-in law), to the extent of their shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**Item No. 5**

The Company during the next period of one year anticipates requirement of funds both towards growth opportunities and also towards concluding some of debt repayment of the Company (including of GMR Airports Limited ("GAL") and its subsidiaries.

The Company recognizes significant growth opportunities in the area of its operations and adjacencies and continues to evaluate such avenues for organic and inorganic growth. The Company proposes to raise capital/ long term funds for the purposes of funding some of these growth opportunities, investments in subsidiary(ies), joint venture(s) and affiliate(s), general corporate requirements, or meeting exigencies as may be approved by the Board of Directors of the Company/ its duly constituted committee ("**Board**").

In terms of the FCCBs raised by the Company during March 2023, the Company had to a large extent reduced its contingent liabilities. However, there are certain contingent liabilities which still continue on the books of the Company. Further, post effectiveness of the Composite Scheme of Amalgamation and Arrangement among GMR Airports Limited (GAL) and GMR Infra Developers Limited (GIDL) and the Company and respective shareholders and creditors (subject to necessary approvals), the unsecured debt currently in the books of GAL is expected to become unsecured debts of the Company.

The proposed fund raising referred in this resolution would help the Company reduce the contingent liabilities referred above and/ or the unsecured debt of GAL and thereby reduce the debt/ better the borrowing terms in the interest of the Company.

In line with the above, the Company proposes to raise funds up to aggregate amounts of ₹ 5,000 crore (Rupees Five Thousand Crore Only), either singly or in any combination of issuance of equity shares of the Company ("**Equity Shares**"), non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the "**Securities**") to qualified institutional buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), whether they are holders of Equity Shares or not, for cash, in one or more tranches and/ or issuance of Foreign Currency Convertible Bonds ("**FCCB**") to eligible investors



permitted under the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("**FCCB Scheme**") or under any Regulations made under Foreign Exchange Management Act, 1999 ("**FEMA**") or combination thereof, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); (c) FCCB Scheme as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended and (d) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Foreign Exchange Management Act, 1999 ("**FEMA**") including ECB Guidelines as amended, as may be applicable.

Accordingly, the Board, at its meeting held on August 14, 2023, subject to the approval of the shareholders of the Company, approved the issuance of the Securities/ FCCB on such terms and conditions as may be deemed appropriate by the Board ("Board", which term shall include the Management Committee of the Board or any other committee which the Board may hereinafter constitute for this purpose), at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to issuance of the QIP/ FCCB, in accordance with applicable laws. The Securities allotted will be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities/ FCCB, shall be subject to obtaining regulatory approvals, if any by the Company.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, shareholders' approval is required for issuance of Securities/ FCCB. Therefore, consent of the shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with

the relevant provisions of the SEBI ICDR Regulations, the Companies Act, 2013, FCCB Scheme and any other applicable law. The resolution enables the Board of the Directors of the Company in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The allotment of the Securities issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The 'relevant date' for the purpose of the pricing of the Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board decides to open the QIP (or in case of allotment of eligible convertible securities, the relevant date may be either the date of the meeting in which the Board decides to open the issue or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as may be decided by the Board), which shall be subsequent to receipt of shareholders' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. The relevant date for purpose of FCCB will be determined in accordance with the FCCB Scheme or as may be permitted under the applicable laws.

The resolution proposed is an enabling resolution and the exact amount, exact price, proportion and timing of the issue of the Securities/ FCCB in one or more tranches and the remaining detailed terms and conditions for the QIP/ FCCB will be decided by the Board, in accordance with the SEBI ICDR Regulations, FCCB Scheme or other applicable laws in consultation with book running lead manager(s) and/ or other advisor(s) appointed and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities/ FCCB to be issued to them. Hence, the details of the proposed allottees, percentage of their post- QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board the discretion of identifying investors in the QIP/ FCCB and quantum of Securities and/ or FCCB or combination thereof to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Companies Act, 2013; the FCCB Scheme, the FEMA and the regulations made thereunder, including the Foreign



Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the ECB guidelines as amended, Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable laws.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with the recognised Stock Exchanges and the SEBI Listing Regulations.

The approval of the members is being sought to enable the Board, to decide on the issuance of Securities/ FCCB, to the extent and in the manner stated in the special resolution, as set out in Item no. 5 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 5 of the notice.

The proposed QIP/FCCB is in the interest of the Company and the Board of Directors recommend the resolution set out at Item no. 5 of the notice for the approval of the shareholders as a Special Resolution.

By order of the Board of Directors  
For **GMR Airports Infrastructure Limited**  
(Formerly known as GMR Infrastructure Limited)

**T. Venkat Ramana**  
Company Secretary &  
Compliance Officer  
(ACS 13979)

Place: New Delhi  
Date : August 14, 2023

**Registered Office:**

GMR Airports Infrastructure Limited  
Unit no. 12, 18<sup>th</sup> Floor, Tower A,  
Building No. 5 DLF Cyber City, DLF Phase III  
DLF, Gurugram- 122002, Haryana  
CIN: L45203HR1996PLC113564

**ANNEXURE**

**Details of Directors seeking re-appointment at the 27<sup>th</sup> Annual General Meeting to be held on Monday, September 18, 2023 (Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015).**

<b>Name of the Director</b>	<b>Mr. Srinivas Bommidala</b>	<b>Mr. G.B.S. Raju</b>	<b>Mr. G.M. Rao</b>
Director Identification Number (DIN)	00061464	00061686	00574243
Age	60 years	49 years	74 years
Qualification	Graduate in Commerce from Acharya Nagarjuna University, Guntur, Andhra Pradesh.	Graduate in Commerce from Vivekananda College, University of Madras, Chennai.	Graduate in mechanical engineering from Andhra University, India.
Brief resume of the Director and other details viz. qualifications, experience/ expertise	<p>Mr. Srinivas Bommidala, a Group Director, is one of the first directors of the Company. In 1995, he led the setting up of India's first PPP power project in Chennai. Together with the founder Chairman GM Rao, Srinivas Bommidala spearheaded the GMR group's energy business.</p> <p>As the first Managing Director of Delhi Airport in 2006, he led the transition of Delhi Airport from a public owned entity to a public private partnership enterprise. From 2012 to 2017, he served as the Chairman of Airports business, during which period, GMR emerged as amongst the top five airport developers in the world and expanded its portfolio comprising of Delhi, Hyderabad, Cebu (Philippines) &amp; Crete (Greece).</p> <p>In 2007 he took over as the Chairman of Urban Infra &amp; Highways, Construction, SEZ and Airport Property Development Businesses. During this period, GMR Highways emerged as one of the largest National Highway Developer in the country.</p> <p>He currently heads Group's Energy portfolio and also the Group's international airports business in South East Asia and Greece.</p>	<p>Mr. GBS Raju is the Non-Executive Non-Independent Director of the Company. He has been on the Company's Board since 1999.</p> <p>He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. During his subsequent stint as Chairman of Energy Sector during 2012-17, multiple power generation plants including transmission projects were implemented/at various development phases, with an aggregate capacity of about 7500 MW.</p> <p>Mr. Raju as Group CFO, successfully led the Group through GMR Infrastructure's maiden IPO in 2006 and certain largest QIPs &amp; Private Equity investments in the years 2007, 2010 &amp; 2011 amounting to approx. US\$3 Billion in the Energy and Airport sectors of the Group.</p> <p>He is presently the Chairman of the Airport Sector and in addition leads GMR Varalakshmi Foundation, the CSR wing of GMR Group and spearheads Information Technology &amp; Digitalization across the Group. project in Jurong Island, Singapore.</p> <p>Mr. Raju was a key player in leading GMR's foray into the Airport Sector and in developing the Hyderabad, Delhi and Istanbul Airports and in winning the Cebu Airport (Philippines), Mopa Greenfield Airport, Goa, and the Bhogapuram Greenfield Airport, Bhogapuram.</p>	<p>G M Rao is the founder and Chairman of the GMR Group. He is a graduate in mechanical engineering from Andhra University, India. He was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Jawaharlal Nehru Technological University, India in 2005 and by the Andhra University, India in 2010.</p> <p>He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. He has served on the very prestigious Central Board of Directors of Reserve Bank of India (RBI) from year 2011 to 2015.</p> <p>Over the last 4 decades he has successfully established GMR Group, as one of the most recognized brands in the country, creating national infrastructure assets of global scale and world-class quality, creating new benchmarks.</p>

Name of the Director	Mr. Srinivas Bommidala	Mr. G.B.S. Raju	Mr. G.M. Rao
Date of first appointment on the Board	Appointed as one of the first directors since incorporation.	May 22, 1999	Appointed as one of the first directors since incorporation.
Shareholding in the Company	4,52,660*	5,45,160*	17,32,330*
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	Mr. Srinivas Bommidala is the son-in-law of Mr. G. M. Rao, brother-in-law of Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju.  There is no other inter-se relationship with other directors and KMP of the Company.	Mr. G.B.S. Raju is the son of Mr. G.M. Rao, and brother of Mr. Grandhi Kiran Kumar, and Brother in law to Mr. Srinivas Bommidala.  There is no other inter-se relationship with other directors and KMP of the Company.	Mr. G.M. Rao is the father of Mr. G.B.S Raju and Mr. Grandhi Kiran Kumar, and father-in-law of Mr. Srinivas Bommidala.  There is no other inter-se relationship with other directors and KMP of the Company.
Number of Board Meetings attended during the year 2022-23	Five (5)	Five (5)	Six (6)
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil	Nil

Note: \* Shareholding includes the shares held in HUF and Trust.

## GMR Airports Infrastructure Limited

(a) Names of other entities in which **Mr. Srinivas Bommidala** holds Directorship and the Membership of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	Bommidala Exports Private Limited	Nil
2.	GMR Power and Urban Infra Limited	<ul style="list-style-type: none"> <li>• Management Committee (Member);</li> <li>• Risk Management Committee (Member);</li> <li>• ESG Committee (Chairman)</li> </ul>
3.	GMR Varalakshmi Foundation	Nil
4.	Delhi International Airport Limited	Nil
5.	GMR Hyderabad International Airport Limited	Nil
6.	BSR Holdings Private Limited	Nil
7.	GMR Airports Limited	Corporate Social Responsibility Committee (Member)
8.	AMG Healthcare Destination Private Limited	Audit Committee (Member)
9.	Delhi Duty Free Services Private Limited	Nil
10.	GMR Goa International Airport Limited	Nomination and Remuneration Committee (Chairman)
11.	GMR Enterprises Private Limited	Management Committee (Member)
12.	GMR Energy Limited	<ul style="list-style-type: none"> <li>• Audit Committee (Member);</li> <li>• Management Committee (Member);</li> <li>• Securities Allotment Committee (Member)</li> </ul>
13.	GMR Kamalanga Energy Limited	Management Committee (Chairman)
14.	GMR Megawide Cebu Airport Corporation, Philippines	Share Transfer Committee (Chairman)
15.	Megawide GMR Construction, JV, Inc	Nil

(b) Names of other entities in which **Mr. G.B.S. Raju** holds directorship and the Membership/ Chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Varalakshmi Foundation	Audit Committee- Member
2.	Delhi International Airport Limited	Stakeholders' Relationship Committee - Member Risk Management Committee - Chairman ESG Committee - Chairman
3.	GBS Holdings Private Limited	NIL
4.	GMR Goa International Airport Limited	NIL
5.	GMR Enterprises Private Limited	Management Committee - Member
6.	Delhi Duty Free Services Private Limited	NIL
7.	GMR Air Cargo and Aerospace Engineering Limited	NIL
8.	GMR Airports Limited	Nomination and Remuneration Committee - Member
9.	GMR Hyderabad International Airport Limited	Risk Management Committee - Chairman ESG Committee - Chairman
10.	GMR Airport Developers Limited	NIL
11.	GMR Visakhapatnam International Airport Limited	Share Allotment & Transfer Committee- Chairman
12.	Varalakshmi Sports Private Limited	NIL

(c) (c) Names of other entities in which **Mr. G.M. Rao** holds Directorship and the Membership of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Management Committee (Chairman)
2.	GMR Power and Urban Infra Ltd.	Management Committee (Chairman)
3.	GMR Hyderabad International Airport Limited	Nil
4.	GMR Varalakshmi Foundation	Nil
5.	Delhi International Airport Limited	Nil
6.	GMR Airports Limited	Nil
7.	AMG Healthcare Destination Private Limited	Nil
8.	Parampara Family Business Institute	Nil
9.	GMR Goa International Airport Limited	Nil
10.	GMR Enterprises Private Limited	Management Committee (Chairman)
11.	GMR Nagpur International Airport Limited	Nil
12.	GMR Visakhapatnam International Airport Limited	Nil
13.	GMR Energy Limited	Nil



**GMR AIRPORTS INFRASTRUCTURE LIMITED**

**(Formerly known as GMR Infrastructure Limited)**

(CIN: L45203HR1996PLC113564)

Regd. Office: Unit No. 12, 18<sup>th</sup> Floor, Tower A, Building No. 5,

DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana

Ph: +91 124 6637750

Web: [www.gmrinfra.com](http://www.gmrinfra.com) E-mail: [Gil.Cosecy@gmrgroup.in](mailto:Gil.Cosecy@gmrgroup.in)

**SHAREHOLDERS’ FEEDBACK FORM**

It is our constant endeavor to provide best possible services to our valuable Shareholders. We seek your feedback on the services provided by the Company.

Please spare your valuable time to fill the questionnaire given below and send it back to the Company Secretary at the Registered Office address mentioned above, to serve you better.

You may also fill the feedback form online, which is available on the website of the Company [www.gmrinfra.com](http://www.gmrinfra.com)

Name of the Shareholder: ..... DP ID: .....

Address: .....

Regd. Folio No.: ..... Client ID: .....

No. of shares held: ..... Signature of the Shareholder: .....

Kindly rate on a five point scale (5= excellent, 4= very good, 3= good, 2= satisfactory, 1= Needs Improvement)

	5	4	3	2	1
Quality and contents of Financial and Non-Financial information in the Annual Report					
Information provided on the website of the Company					
Speed and quality of the responses to your queries / complaints					
Services provided by our Registrar and Share Transfer Agent, KFin Technologies Limited					
Overall rating of investor services					

Your comments and suggestions, if any .....

.....

.....

.....

.....

.....



**This page intentionally left blank**





**GMR AIRPORTS INFRASTRUCTURE LIMITED**  
(Formerly known as GMR Infrastructure Limited)

**REGISTERED OFFICE:**

Unit No. 12, 18<sup>th</sup> Floor, Tower A, Building No. 5,  
DLF Cyber City, DLF Phase III, Gurugram - 122 002, Haryana, India

[www.gmrinfra.com](http://www.gmrinfra.com)