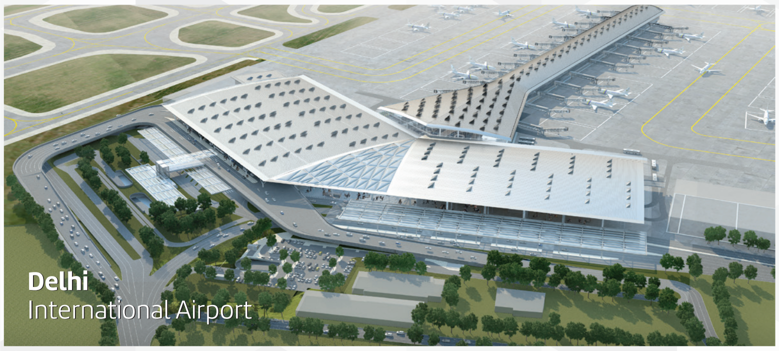
23rd ANNUAL REPORT 2018-19

GETTING FUTURE READY



GMR INFRASTRUCTURE LIMITED

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This document contains statements about expected future events, financial and operating results of 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 will 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's discussion and analysis of the GMR Infrastructure Limited Annual Report 2018-19.

INSIDE THE REPORT

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

C.R. Muralidharan
Independent Director

N.C. Sarabeswaran
Independent Director

R.S.S.L.N. Bhaskarudu
Independent Director

S. Sandilya
Independent Director

S. Rajagopal
Independent Director

Vissa Siva Kameswari
Independent Director

Madhva Bhimacharya Terdal
Executive Director-Strategic Initiatives
(with effect from August 8, 2019)

COMPANY SECRETARY & COMPLIANCE OFFICER

T. Venkat Ramana

AUDIT COMMITTEE

N.C. Sarabeswaran	- Chairman
R.S.S.L.N. Bhaskarudu	- Member
S. Rajagopal	- Member
Vissa Siva Kameswari	- Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

R.S.S.L.N. Bhaskarudu	- Chairman
B.V.N. Rao	- Member
G.B.S. Raju	- Member

NOMINATION AND REMUNERATION COMMITTEE

R.S.S.L.N. Bhaskarudu	- Chairman
B.V.N. Rao	- Member
N.C. Sarabeswaran	- Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

R.S.S.L.N. Bhaskarudu	- Chairman
B.V.N. Rao	- Member
G.B.S. Raju	- Member

RISK MANAGEMENT COMMITTEE

Grandhi Kiran Kumar	- Chairman
B.V.N. Rao	- Member
Vissa Siva Kameswari	- Member
Saurabh Chawla	- Member
Suresh Bagrodia	- Member

STATUTORY AUDITORS

S.R. Batliboi & Associates LLP
Chartered Accountants

BANKERS

Andhra Bank	ICICI Bank Limited
Axis Bank Limited	IDBI Bank Limited
Bank of Baroda	United Bank of India
Central Bank of India	YES Bank Limited

REGISTERED OFFICE:

Naman Centre, 7th Floor, Opp. Dena Bank
Plot No. C-31, G Block, Bandra Kurla Complex
Bandra (East), Mumbai
Maharashtra, India - 400 051
T +91 22 4202 8000 F +91 22 4202 8004
www.gmrgroup.in

REGISTRAR AND SHARE TRANSFER AGENT:

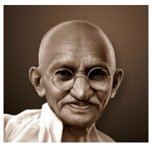
Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad, Telangana, India - 500 032
T +91 40 67161500 F +91 40 23001153
einward.ris@karvy.com

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

Our commitment to building an institution for perpetuity is grounded on the following values and beliefs



Humility

We value intellectual modesty and dislike false pride and arrogance

Entrepreneurship

We seek opportunities – they are everywhere

Teamwork and relationships

Going beyond the individual, encouraging boundaryless behaviour

Deliver the promise

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

Learning & Inner Excellence

Nurturing active curiosity – to question, share and improve

Social responsibility

Anticipating and meeting relevant and emerging needs of society

Respect for individual

We will treat others with dignity, sensitivity and honour

CHAIRMAN'S MESSAGE

We have created a growth platform of our Airports Business for Pan India and other parts of the world. Our objective is to build a strong ecosystem of Aero, Non-aero, Real Estate and other ancillary businesses in the airport sector. Leading investors worldwide are recognising the strength of our Airport platform as well. We have entered into a strategic partnership with marquee investors led by GIC (Sovereign Fund of the Government of Singapore) and the Tata Group, wherein they are proposing to invest ₹ 8,000 Crore in GMR Airports Ltd (GAL). Our ability to raise USD bonds at very competitive rates in the International markets for both Delhi and Hyderabad Airports demonstrates the confidence that International Financial markets have in us. This provides much required long term low cost financing for our Infrastructure assets.

GM Rao

Chairman, GMR Group

Dear Fellow Stakeholder,

It gives me great pleasure to welcome you all to the 23rd Annual General Meeting of the Company.

You may recall that in my message from last year, I had mentioned that FY 2018-19 would be an important year in our journey. I am extremely delighted to let you know that it really was a turning point for us. We have made significant progress on several of our strategic initiatives. These initiatives, along with our investment in people and processes, have strengthened the foundation of your Group. I strongly believe all these efforts have made us more capable of reaching new heights and will enable us create value for all stakeholders.

Last year was fraught with many challenges for the global as well domestic economy. Trade tensions between US and China lingered and these, along with a few geopolitical factors, impacted world growth. The global economy slowed down to 3.6% growth rate from 3.8% in 2017. After several years of easier lending environment, some geographies, including US, indicated a shift instance towards tightening of interest rates in 2018 which dampened worldwide economic expansion to some extent. Subsequent exchanges on trade wars between major economies especially US / China made central banks take pre-emptive action against slowdown by reversing their tightening stand on the monetary policy.

At home, the GDP growth slowed to 6.8% in FY 2018-19 down from 7.2% in FY 2017-18. Q4 FY 2018-19 growth slipped to 5.8% which was a 5 year low. Slowing economic growth can be primarily attributed to challenges of NPAs in the banking sector and liquidity squeeze in the NBFC sector.

On the positive side, oil prices which rose above USD-75 per barrel in 2018 have been within manageable range providing comfort to our policy makers. The country jumped 23 positions to be at 77th from 100th position on World Bank's Ease of Doing Business rankings. As the new Government continues with the reforms, we expect a conducive environment for investments beginning second half of the year. India has emerged as a favoured destination for capital markets among emerging markets in recent times.

The new Government has set for itself a vision to make the country a USD 5 Trillion economy by 2025, which requires the economy to grow over 8% on average for the next five years. The Government has already initiated a number of structural reforms such as implementation of Goods & Service Tax and introduction of the Insolvency and Bankruptcy Code (IBC), RERA Act, etc., which are expected to have a sustainable positive impact on the economy. These steps should be beneficial to the country in the long run.

Union Budget envisages allocation of ₹ 100 Lakh Crore for infrastructure over the next five years. The Finance Minister has also announced her intention of setting up an expert committee "to study the current situation relating to long-term finance and our past experience with development finance institutions and recommend the structure and required flow of funds through development finance institutions." This focus on Infrastructure Financing is a critical move, as the sector development has been held back on this account. The Government plans to augment its own resources for this massive funding requirement through a slew of measures. The Government intends to tap into long term bonds market. This along with Public Private Partnerships, attracting global pension funds and sovereign funds, multilateral funding agencies, etc. is aimed to provide sustained long term capital availability for the infrastructure sector.

India remained the world's fastest growing domestic aviation market for the fourth year in a row in 2018. The domestic air traffic grew at 18.6% in 2018 as against 11.7% in China, which was ranked second in terms of YoY air traffic growth. There is underlying strength in this sector given the favourable trend in the overall macro indicators.

The Government's visionary program of "UDAN" is being successfully implemented in phases. The Government has also recognised the huge potential in Public Private Partnerships and has opened up an increased number of domestic airports to be operated and maintained under PPP model. A new policy framework is being developed which will take into account pre-determined tariffs in order to provide regulatory clarity to potential investors. Once implemented, this will address revenue volatility and uncertainty which currently impact the attractiveness of the sector and could potentially bring in higher levels of investment.

As mentioned in the beginning, FY 2018-19 has been a remarkable year in our journey of scaling new peaks and building an Institution in Perpetuity. We have made significant progress on various fronts.

We have created a growth platform of our Airports Business for Pan India and other parts of the world. Our objective is to build a strong ecosystem of Aero, Non-aero, Real Estate and other ancillary businesses in the airport sector. Leading investors worldwide are recognising the strength of our Airport platform as well. We have entered into a strategic partnership with marquee investors led by GIC (Sovereign Fund of the Government of Singapore) and the Tata Group, wherein they are proposing to invest ₹ 8,000 Crore in GMR Airports Limited (GAL). Our ability to raise USD bonds at very competitive rates in the international markets for both Delhi and Hyderabad Airports demonstrates the confidence that international financial markets have in us. This provides much required long term low cost financing for our infrastructure assets.

We continue to be the 4th largest private airport operator in the world (by traffic). We have done so while ensuring that our Airports continue to excel in service rankings across the globe. GMR Airports achieved traffic in excess of 100 mn passengers for the first time in its history.

Delhi Airport was once again ranked #1 in Asia Pacific category of over 40 Mn passengers per annum of Airport Service Quality Awards, 2018, whereas Hyderabad International Airport has won 'Best Regional Airport' award in Skytrax World Airport Awards, 2019 in India and Central Asia. Delhi Airport has become the 5th busiest airport in Asia and 12th busiest airport across the world. The non-aeronautical revenues continued its double digit growth led by Airport retail.

Last year, the Airport Economic Regulatory Authority (AERA) determined that DIAL is entitled to maintain minimum aeronautical charges equivalent to Base Airport Charges (BAC) in any year during the term of concession from December 1, 2018. This provides enhanced flow of aero revenue to Delhi Airport.

Hyderabad Airport has maintained a passenger growth at 17% to achieve a level of 21.3 Mn passengers in FY 2018-19. To cater to the massive traffic growth, a large scale expansion of the airport facilities has been initiated. In the intervening period, in an effort to ensure continued growth momentum for the business without compromising on the passenger experience, the Airport has commissioned dedicated interim terminals for international departures and domestic arrivals. In addition, a number of other interim capacity enhancement measures were implemented and operationalized, including 20 interim aircraft parking stands which helped to boost the available capacity for base flight departures and peak hour operations. To meet the funding needs of expansion plan, GMR Hyderabad International Airport Limited (GHIAL) also raised 300 Mn from 5 year USD bonds. The airport is at the forefront of some of the digital innovations happening in the country, for providing better passenger service. Hyderabad Airport is the first airport in the country to start trials of Face Recognition based end-to-end passenger processing systems under DigiYatra.

At Cebu Airport, a new international terminal was commissioned in July 2018 with world class facilities for passengers and state-of-the-art operating equipment which was praised by the Hon'ble President of Philippines for its facilities. The growth in revenues due to commissioning of this new terminal has been above our expectations. GMR Megawide Cebu Airport Corporation (GMCAC) is now undertaking renovation of domestic terminal and is expected to complete it by September 2019. Construction work for Clark Airport Project that was won last year is progressing as per schedule.

Rising traffic has necessitated the capacity expansion at our airports. We will now be implementing Phase 3A expansion program at Delhi Airport. 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 and will expand capacity to 100 Mn passengers annually. At Hyderabad International Airport, major expansion plan to increase the passenger terminal building capacity and air side capacity is underway. All Conditions Precedent for our Goa Airport project are complete. We have also completed Rehabilitation and Resettlement works for Project Affected Families. We are working with the state government to resolve the issues related to the environment clearance. At our international airport project of Crete International Airport, our consortium has signed the concession agreement with the Government of Greece. We have received Letter of Award (LOA) for development, operations and management of brownfield Nagpur International Airport. Also, we have emerged as the highest bidder to develop, operate and manage greenfield Bhogapuram International Airport with concession of period of 40 years that can be extended by another 20 years.

As a pioneer, GMR Group always explores creating new business opportunities. As a part of this strategy, we have created Airport Land Development as a separate business vertical, with the objective to monetize real estate part of all our Airports. Our land assets, as part of the concessions, are very strategically located and are now becoming major value driver for the business. Last financial year, Delhi Airport has initiated next phase of its Airport Land Monetization and has awarded ~10 Mn sq. ft. in two phases at Aerocity to a consortium led by Bharti Realty Limited at a landmark valuation. This Aerocity land monetisation has been one of the largest in the country. At Hyderabad Airport, we have launched GMR Business Park which will be a world class fully sustainable integrated office development, spanning approx. 8 Lakh Sq. ft. of leasable area, spread over 4 towers. Further, we signed up new global customers such as Safran, Amazon, etc, in both industrial and warehousing segments, achieving significant progress in land monetization.

In the Energy Sector, operating performance of assets improved as a result of our continuous efforts. The sector continues to face challenges on coal availability, receivables from DISCOMs and on regulatory front. We have worked closely with all stakeholders and therefore have been able to successfully resolve some of these challenges. We have achieved resolution of GMR Rajamundary plant through restructuring of debt with lenders. We have also divested our entire stake in GMR Chhattisgarh Energy Limited

(GCEL) that will deleverage your Company considerably and future financials will show the positive impact out of it. GCEL operated under 'Tolling' Scheme of coal which was saving transportation cost of coal over 1,500 km. GMR is proud to have proposed this scheme to the Ministry of Power. SHAKTI scheme benefitted GMR Kamalanga plant and strengthens prospects for the coming years by improving coal availability. Our partnership with Tenaga strengthened further with their agreement to invest upto ₹ 226 Crore in our under construction Bajoli Holi Hydro Power Plant. We were also able to divest our stake in proposed Upper Marsyangdi hydro power plant in Nepal. Our Indonesian coal mine in which we have minority stake is performing well on the back of revived international coal prices and high demand from China and India.

Coming to the Transportation and Urban Infrastructure vertical (T&UI) vertical of our Group, our focus is on cash flow improvement. We are working on resolution on some outstanding claims related to our projects, for which we expect a favourable outcome by the end of the year. We will continue to explore opportunities for monetizing some of our assets in this segment. In the Railway segment, our ongoing works on the DFCC projects have provided us insights into this new domain. The DFCC project is a critical part of infrastructure for the country. Construction work is underway and we have achieved significant progress including track laying work in the project.

We have also successfully progressed in the development of the Special Investment Regions (SIRs) in Kakinada and Krishnagiri. We were able to convert our captive port license to build a commercial all weather deep draft port at Kakinada SIR. The port is a key differentiator and will help in marketing our SIR globally as port based SIR in a region which is close to KG basin and has potential, especially for oil and gas related industries. As for Krishnagiri SIR, we have secured all the relevant clearances to start the construction work and we are developing Phase1 A of 275 acres for potential clients to showcase our capabilities. With the Government of India focusing on attracting potential industries for investment, our SIRs shall hugely benefit going forward.

Looking ahead for FY 2019-20, we are very enthusiastic about the outlook for the economy and the Company. With inflation likely to be under control and oil prices projected to be range bound, interest rates should stay low providing comfort for companies especially engaged in infrastructure sector like ours. Political stability and resolve to build quality infrastructure for the country should make the authorities award more projects in the sector.

As I have indicated, while the Company has made significant progress in the areas of improving operations and cash generation, our priority continues to be reduction in debt and borrowing costs. As I have mentioned earlier, we have raised funds by issuing USD bonds in DIAL as well as GHIAL again this year after similar bonds issued in both the airports in previous years. This, along with culmination of proposed equity investment in GAL will considerably reduce our borrowing costs and strengthen the Balance Sheet. Given the robust growth aviation sector is witnessing, we are actively looking at different ways to unlock value in the airports business. The potential for the airport real estate assets and SIRs also needs to be realized, and we are optimistic that we will make significant progress on this front in FY 2019-20.

As we plan for the future, the key areas of focus for our group include the Digitalization of our businesses and building a strong talent and leadership pipeline for expanding footprint and preparing for the next round of growth. Our Airports have made pioneering efforts in introducing digital initiatives in India. To make the organization more agile and streamline processes, we have rolled out financial consolidation and financial transformation projects, which will strengthen and standardize processes across the Group. The key objective of this exercise is to make our organization more agile, and enhance the use of technology, as we prepare for the future. All these corporate initiatives will help the Group in improving the four pillars of our institution, i.e., Process, People, Technology and Governance standards in the Group.

Sustainability has always been at the core of Group's business strategy. Your Group has invested substantially and allocated resources to increase adherence to environmental standards and pollution control measures and enhance Environment Health Safety levels. We are committed towards reduction of carbon footprints, conservation of resources, increased focus on clean and green energy, emission reduction, etc. Your Group has won many awards and accolades for Environmental, Safety and Health initiatives over the years. I am proud to share a few awards won in the past year in this regard:

- DIAL Won the Golden Peacock award for sustainability & national training award. DIAL also received the highest environmental recognition for Airports "Platinum" by ACI.
- GHIAL won ACI Asia-Pacific Green Airports Silver Recognition 2019 towards efforts in environmental sustainability (water conservation through rain water harvesting). GHIAL also won Excellent Energy Efficient Unit Award by the Confederation of Indian Industry (CII).
- Warora Power Plant was awarded with "National Award for Excellence in Energy Management" by Confederation of Indian Industry (CII). It was also awarded with the prestigious "Global performance

excellence award-2018- World class" in service category by Asia Pacific Quality Organization (APQO) in the 24th International conference at Abu Dhabi.

- Dedicated Freight Corridor Construction (DFCC) project has won Apex India Environment Excellence Award 2018.

Your Group's promise of caring for the communities and stakeholders as part of its Corporate Social Responsibility program through GMR Varalakshmi Foundation (GMRVF), has been maintained. The Foundation continues to work across 25 locations in India and support 1 location in Nepal. GMRVF has successfully helped the Group companies and several JVs to fulfil their CSR obligations via several community initiatives aligned to the GMR businesses.

This year, GMRVF commemorated the valedictory of its silver jubilee celebrations at Rajam with Sri Ratan Tata, Chairman Emeritus – Tata Sons as the Chief Guest. It is inspiring and humbling to look back on the 25 years of journey and see that lakhs of lives have been touched and changed.

The educational institutions under GMRVF have performed exceedingly well during the last year. There are over 10,000 students in these institutions. GMRIT (GMR Institute of Technology) continues to earn top ranking among engineering colleges in the country both at the state and the national level. Both GMRIT & SGCSR Colleges have been able to provide more than 645 and 179 placement offers respectively. All the schools under GMRVF have also shown a consistent performance in academics, extra-curricular activities and had 100% results in class X. GMRVF partnered with around 270 government schools towards improving the quality of education, reaching out to about 60,000 students across India. Over 6,000 children from 3-6 years of age were provided quality pre-school education through own Bala Badis or partnered Anganwadis.

The 'Gifted Children Scheme' of the Foundation provides an opportunity for under-privileged meritorious children to access quality education in reputed schools. The Foundation has assisted 250 children under this. I am proud to announce that one of our students, Ms. Santosh Vani has been shortilisted to go to the US for a one-year study at Scottsdale Community College, Scottsdale, Arizona with all expenses covered by the US Consulate.

There has been a steady increase in number of patient concessions in GMR Varalakshmi Care Hospital which received the entry level NABH accreditation this year, adding a feather in its cap. A new Mobile Medical Unit was launched this year at Goa taking the total number of MMUs to 10. These MMUs provided free medical care to over 10,000 elderly every month. In line with the Government's Mission of Swachh Bharat, the Foundation runs 20 community toilets and supported over 2,000 families for construction of Individual Sanitary Lavatories, apart from construction of several school toilets.

Contributing to the Skill India Mission of the Government, GMRVF continued to set benchmarks in the area of skilling with several national and international delegations visiting the GMRVF's skill training centres to understand the processes and systems followed. The 13 training centres trained over 7,000 youth during the year with over 83% of them settling in jobs or self-employment ventures. Over 900 housekeeping and gardening workers from Delhi and Hyderabad airports were trained under Recognition of Prior Learning (RPL) program. RPL is a process used to evaluate the skills and knowledge acquired outside the classroom for the purpose of recognizing the competencies against a given set of standards, competencies or learning outcomes. Over 1,500 families have been supported by the Foundation for enhancing incomes through farm and non-farm livelihoods and about 100 women under EMPOWER (Enabling Marketing of Products of Women Entrepreneurs) initiative have been earning decent incomes.

The Foundation won 15 National and Local level recognitions during the year, which include:

- CSR Excellence Award for GHIAL from Institute of Company Secretaries of India.
- Golden Peacock Award for Corporate Social Responsibility for CSR activities at Warora.
- Viswakarma Award for Social Development and Impact from Construction Industry Development Council.

Let me take this opportunity to thank our customers, suppliers and other stakeholders for their confidence and trust in the Group. I would also like to thank the leadership team of GMR Group for taking the Group ahead in the right direction. My sincere appreciation is for our all the employees whose hard work and continued contribution in such volatile times enable the Group to overcome every obstacle. I look forward to your continued support and encouragement in taking the Group to greater and newer heights in the future.

G M Rao
Chairman, GMR Group

HIGHLIGHTS OF 2018-19

CONSOLIDATED FINANCIAL PERFORMANCE

(₹ in Crore)

Year end	Revenue from Operations@	Revenue from Operations (net)*	EBITDA **	PAT#	Cash & Equivalent^
FY 2019	7,564.88	5,800.13	1,694.63	(3,466.41)	4,544.25
FY 2018	8,721.21	6,809.71	2,185.90	(1,082.65)	6,516.58
FY 2017	9,556.82	6,793.89	3,231.48	(631.84)	5,319.05

@ Revenue from operations represents revenue from continuing operations only.

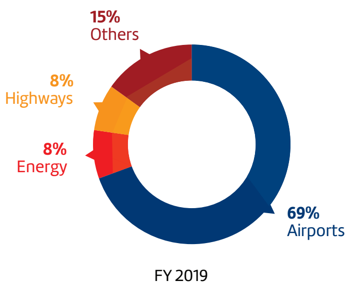
* Revenue from operations (net) is after deducting revenue share paid/payable to concessionaire from revenue

** 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

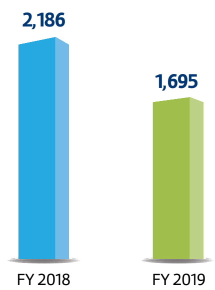
Profit after tax before minority interest and share of profits/(losses) of joint venture and associates; Include PAT from continuing operations only

^ Cash + mutual funds + bonds + government securities + certificate of deposit + commercial papers+ Deposit with statutory audhorities investments in quoted equity shares; It excludes cash / investments pertaining to assets held for sale

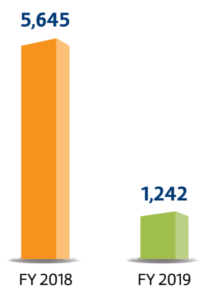
SECTOR WISE REVENUE FROM OPERATIONS



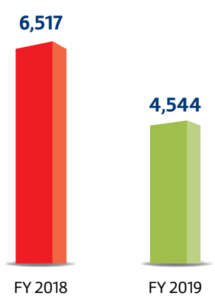
EBITDA
(in ₹ Crore)



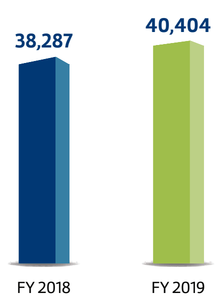
NET WORTH
(in ₹ Crore)



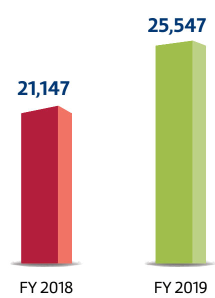
CASH & EQUIVALENT
(in ₹ Crore)



TOTAL ASSETS
(in ₹ Crore)



BORROWINGS
(in ₹ Crore)



Board's Report

Dear Shareholders,

The Board of Directors present the 23rd Annual Report together with the audited financial statements of the Company for the financial year (FY) ended March 31, 2019.

Your Company, GMR Infrastructure Limited ("GIL"), is a leading global infrastructure conglomerate with interest in Airports, Energy, Transportation and Urban Infrastructure business sectors in India and few countries overseas. The Company has an Engineering, Procurement and Construction (EPC) business focusing on execution of projects of Group SPVs and external customers and recently GMR led consortium has won Clark International Airport's EPC project. The Group has large EPC order book of railway track construction including Dedicated Freight Corridor Project initiated by Government of India. GMR is also developing multi-product Special Investment Regions (SIR) spread across ~2100 acres at Krishnagiri in Tamil Nadu and ~10,400 acres at Kakinada in Andhra Pradesh. The Group has acquired a prominent space in airports sector with more than 26.35% of total country's passenger traffic being routed through the two airports i.e 'Indira Gandhi International Airport' in New Delhi and 'Rajiv Gandhi International Airport' in Hyderabad managed by the Group, in addition to its presence in Philippines with an operating airport 'Mactan Cebu International Airport'. The Greenfield airport projects under development includes airport at Mopa in Goa and Airport at Heraklion, Crete, Greece. GMR is developing very unique airport cities on the commercial land available around its airports in New Delhi, Hyderabad and Goa. The GMR Group has a diversified portfolio of operational Coal, Gas and Renewable power plants and Hydro projects are under various stages of construction and development.

Performance Highlights – FY 2018-19

Performance Highlights of your Company on consolidated basis for the FY 2018-19:

- Value unlocking of Airport Business through strategic partnership to deleverage the balance sheet and paving way for demerger of Airport business. The Group signed a binding term sheet with long term strategic and financial investors viz. Tata sons, GIC Singapore and SSG Capital Management for an investment of ₹ 8,000 Crore. The transaction values Airport business at post money valuation of ₹ 22,475 Crore, including value from earn-outs amounting to ₹ 4,475 Crore;
- Passenger Traffic at Delhi International Airport during the FY 2018-19 grew by 5% YoY from 65.7 Mn to 69.2 Mn., Passenger Traffic at Hyderabad International Airport during the FY 2018-19 grew by 17% YoY from 18.3 Mn to 21.4 Mn. Passenger Traffic at CEBU Airport (Philippines) during the FY 2018-19 grew by 15% YoY from 9.97 Mn to 11.51 Mn.;
- The Base Airport Charges (BAC) in DIAL implemented from December 2018 onwards provides a strong base of stable and growing Aero revenues;
- Airport portfolio continues to grow with addition of new airports at Nagpur, Bhogapuram (Vizag) and Crete (Greece);
- In FY 2018-19 the GMR Airport business had a throughput of ~ 102 Mn passengers with 8% growth over FY 2017-18 driving an even stronger growth in Non Aero Revenues of 16% in FY 2018-19 over the FY 2017-18;
- With Real estate monetization at Delhi Aerocity establishing new benchmarks in valuation, the Delhi Aerocity is poised to emerge as the new Central Business District for National Capital Region (NCR);
- At Hyderabad Airport, GMR has launched GMR Business Park as an integrated office development, spanning ~0.8 Mn Sq. ft. of leasable area. In addition, significant progress was achieved in land monetization, with customers such as Safran, Amazon, etc, in both industrial and warehousing segments;
- Improved operating performance in the Energy business. GKEL achieved PLF of 73% in FY 2018-19 as against 61% in FY 2017-18. GWEL achieved PLF of 74% in FY 2018-19 as against 71% in FY 2017-18. Resolution of GMR Rajahmundry Energy Limited through restructuring of loan was achieved;
- Stabilizing energy assets through investment arrangement of upto ₹ 226 Crore in GMR Bajoli Holi Hydropower by Tenaga Nasional Berhad;
- Value unlocking of energy assets by divestment of PTBSL coal mines in Indonesia and Upper Marsyagadi (Himtal) hydro project in Nepal;
- Strong growth in capacity, volumes and revenues at PTGEMS in its Coal Mining operations in Indonesia, during the FY 2018-19;
- Kakinada SIR - Port based industrial park in 10,400 acres: The Industrial park spread over in about 8,550 acres of land, MoU has been signed for monetization of 3,100 acres of land;
- Development of greenfield commercial port at Kakinada in an area of about 1,950 acres, with an initial capacity of 16MnT.

Financial results – FY 2018-19

a) Consolidated financial results

(₹ in Crore)

Particulars	March 31, 2019	March 31, 2018
Continuing operations		
Income		
Revenue from operations:		
Sales / income from operations (including other operating income and finance income)	7,564.88	8,721.21
Other income	719.84	553.04
Total Income	**8,284.72**	**9,274.25**
Expenses		
Revenue share paid / payable to concessionaire grantors	1,764.75	1,911.50
Operating and other administrative expenditure	4,105.50	4,623.81
Depreciation and amortization expenses	983.96	1,028.40
Finance cost	2,684.15	2,316.34
Total expenses	**9,538.36**	**9,880.05**
(Loss)/ profit before share of (loss) / profit of associate and joint ventures, exceptional items and tax from continuing operations	**(1,253.64)**	**(605.80)**
Share of (loss) / profit of associates and joint ventures (net)	(87.89)	(431.36)
(Loss) / profit before exceptional items and tax from continuing operations	**(1,341.53)**	**(1,037.16)**
Exceptional items - (loss) / gains (net)	(2,212.30)	-
(Loss) / profit before tax from continuing operations	**(3,553.83)**	**(1,037.16)**
Tax (credit) / expense	(87.42)	45.49
(Loss) / profit after tax from continuing operations	**(3,466.41)**	**(1,082.65)**
EBITDA from continuing Operations (sales/income from operations – Revenue share – Operating and other admin exp)	1,694.64	2,185.90
Discontinued operations		
Profit / (loss) from discontinued operations before tax expenses	**117.84**	**(31.96)**
Tax expense / (credit)	7.72	(0.02)
Profit / (loss) after tax from discontinued operations	**110.12**	**(31.94)**
Total (Loss) / profit after tax for the year	**(3,356.29)**	**(1,114.59)**
Other comprehensive income		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	163.30	(134.68)
Net movement on cash flow hedges (net of taxes)	12.68	27.09
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		
Re-measurement (loss) / gain on defined benefit plans (Net of taxes)	(2.35)	(3.10)
Other comprehensive income for the year, net of tax	**173.63**	**(110.69)**
Total comprehensive income for the year, net of tax	**(3,182.66)**	**(1,225.28)**
Total comprehensive income attributable to		
a) Equity holders of the parent	(3,420.29)	(1,482.23)
b) Non-controlling interests	237.63	256.95
Earnings per equity share (₹) from continuing operations	(6.14)	(2.24)
Earnings per equity share (₹) from discontinued operations	0.19	(0.03)
Earnings per equity share (₹) from continuing and discontinued operations	(5.95)	(2.27)

FY 2018-19 was very eventful year that witnessed unlocking of value of airport sector through strategic partnership with Tata Group, GIC and SSG Capital and divestment of few non-core assets in energy sector. Aero revenue in Airport sector declined in FY 2018-19 due to fall in aero revenue in DIAL, however the shortfall was compensated by increase in non-aero revenue. During the year there was good growth in energy sector revenues particularly in GKEL and GWEL, but revenue from electrical energy declined significantly due to netting off of revenue and cost on application of Ind AS 115 'Revenue from contracts with customers'. The revenue from highways and EPC remained stagnant. Consolidated Revenues do not include the revenues of entities which were assessed as jointly controlled entities / JVs under Ind AS, including, GMR Energy Limited (GEL), GMR Kamalanga Energy Limited (GKEL), GMR Warora Energy Limited (GWEL) and Delhi Duty Free Services Private Limited (DDFS). Airport, Energy, Highways, EPC and other segments contributed ₹ 5,253.93 Crore (69.45%), ₹ 593.08 Crore (7.84%), ₹ 570.50 Crore (7.54%), ₹ 904.85 Crore (11.96%) and ₹ 242.52 Crore (3.21%) respectively to the consolidated revenue from operations.

Decrease in revenue share paid / payable to concessionaire grantors was on account of lower revenue from DIAL. Increase in other expenses is primarily due to forex loss, write off advances and donation expense.

b) Standalone financial results

(₹ in Crore)

Particulars	March 31, 2019	March 31, 2018
Revenue from operations	1,101.04	1,106.01
Operating and administrative expenditure	(845.19)	(811.06)
Other income	47.86	52.35
Finance cost	(845.65)	(821.61)
Depreciation and amortisation expenses	(24.49)	(19.06)
(Loss) / profit before exceptional items and tax	**(566.43)**	**(493.37)**
Exceptional Items:		
Provision for diminution in value of loans / advances	(475.96)	(94.17)
(Loss) / profit before tax	**(1,042.39)**	**(587.54)**
Tax credit / (expenses)	8.08	(0.09)
(Loss) / profit for the year	**(1,034.31)**	**(587.63)**
Net surplus / (deficit) in the statement of profit and loss - Balance as per last financial statements	1,123.26	1,710.40
Transfer from / (to) debenture redemption reserve	32.34	-
Re-measurement gain / (loss) on defined benefit plans (net of taxes)	0.21	0.49
Surplus / (Deficit) available for appropriation	**121.50**	**1,123.26**
Appropriations	-	-
Net surplus in the statement of profit and loss	**121.50**	**1,123.26**
Earnings per equity share (₹) - Basic and diluted (per equity share of ₹ 1 each)	(1.72)	(0.98)

The Company has changed its accounting policy, as per Ind-AS 8, with respect to measurement of its Investments in subsidiaries, associates and joint ventures at cost as per Ind-AS 27 "Separate financial statements" to Fair Value basis as per Ind-AS 109 "Financial Instruments".

During the year ended March 31, 2019, the revenue from EPC segment has increased by 4 % from ₹ 736.13 Crore (FY 2017-18) to ₹ 763.04 Crore (FY 2018-19), which was mainly on account of contribution by the ongoing DFCC (Railways) project. Other operating income of the company came down to ₹ 4.91 Crore from ₹ 6.34 Crore on account of reduction in profit on sale of investment and increase in income from leasing equipment.

During the year ended March 31, 2019, based on an internal assessment, the Company has written off loans of ₹ 255.26 Crore and made a provision of ₹ 220.70 Crore, totaling to ₹ 475.96 Crore (March 31, 2018: ₹ 94.17 Crore) towards diminution in value of loans/advances given to group companies which has been disclosed as an exceptional item in the financial statements.

Dividend / Appropriation to Reserves

Your Directors have not recommended any dividend on equity shares for the FY 2018-19.

Reserves

The net movement in the major reserves of the Company on standalone basis for FY 2018-19 and the previous year is as follows:

(₹ in Crore)

Particulars	March 31, 2019	March 31, 2018
Treasury Shares	(101.54)	(101.54)
General Reserve	174.56	174.56
Securities Premium Account	10,010.98	10,010.98
Surplus in Statement of Profit and Loss	121.50	1,123.26
Debenture Redemption Reserve	94.86	127.20
Capital Reserve	141.75	141.75
Foreign currency monetary translation difference account	(68.31)	40.40
Fair valuation through other comprehensive income ('FVTOCI') reserve	677.84	4,993.65
Equity component of optionally convertible debentures ('OCD's')	45.92	-
Total	**11,097.56**	**16,510.26**

Management Discussion and Analysis Report (MDA)

MDA Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR"), is presented in a separate section forming part of the Annual Report.

The brief overview of the developments of 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.

Airport Sector

Your Company's airport business comprises of three operating airports viz., Indira Gandhi International Airport at Delhi, Rajiv Gandhi International Airport at Hyderabad in India and Mactan Cebu International Airport in Philippines. Further two assets are under development viz., Greenfield Airport at Mopa, Goa and Crete International Airport in Greece where we, along with our Greek partner TERNA Group, have signed Concession Agreement with the local Government. We have also received Letter of Award (LOA) for Brownfield Dr. Babasaheb Ambedkar International Airport, Nagpur and emerged as the highest bidder to develop, operate and manage Greenfield Bhogapuram International Airport in Andhra Pradesh. The airports are housed under your Company's subsidiary GMR Airports Limited (GAL).

Your Company's aviation business also comprises of GMR Aviation Private Limited (GAPL), a 100% subsidiary of the Company, which is operating in the general aviation space.

An overview of these 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 GAL (64%), Airports Authority of India (AAI) (26%) and Fraport AG Frankfurt Airport Services Worldwide (Fraport) (10%). DIAL has entered into a long-term agreement to operate, manage and develop the Indira Gandhi International Airport (IGIA), Delhi.

Highlights of FY 2018-19:

DIAL nearly touched the 70 Mn passenger mark with 69.2 Mn passenger traffic in FY 2018-19, witnessing a growth of 5.5% over previous year with 7.6% growth in international traffic and 4.6% growth in domestic traffic. Slowdown in the months of February 2019 and March 2019 which can be attributed to the stress witnessed in the airlines industry, impacted the overall growth in domestic traffic. During the year, Delhi Airport achieved its highest ever monthly passenger traffic of 6.1 Mn in the month of December 2018. Delhi Airport handled 460,429 Air Traffic Movements (ATMs) and achieved the highest ever per day movements of 1,416 on May 14, 2018. It also achieved another landmark by crossing the 1 Mn MT of cargo in a year and clocked 1.04 MMT with an overall growth of 8.3% over previous year, led by 25% growth in the domestic cargo.

During the FY 2018-19 and after going through a consultative process, considering that DIAL's current aeronautical charges for the second control period ending March 31, 2019 had fallen below Base Airport Charges (BAC), AERA allowed DIAL to charge the revised rates equivalent to (BAC +10% of BAC), from December 1, 2018 and revised X-ray baggage charges from February 1, 2019.

DIAL celebrated first anniversary of the reopening of Terminal 2, which has enabled IGI Airport to become the 12th busiest Airport in the World with respect to passenger traffic as recognized by ACI. DIAL also operationalized the Airport Cargo Logistics Center with 100 percent occupancy. The non-aeronautical revenues continued their double digit growth led by commercial non-aero income. With focus on increasing duty free sales, DIAL undertook the complete refresh of its duty free facility to further enhance its offerings and improved the passenger experience.

DIAL's focus on operational excellence, customer experience backed by strong organizational culture has helped sustain its leadership position in Airport Service Quality. DIAL Airport was recognized as the Best Airport for service quality in the region by ACI and Best Airport in Central Asia by Skytrax.

DIAL has initiated expansion of its airside infrastructure and terminal capacity as per the approved Master 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 to 100 Mn passengers annually.

Key Awards and Accolades received in FY 2018-19:

- Awarded the Best Airport in the region in its category in Airport Service Quality by ACI.
- Became the only Indian Airport to be rated as 4 star by Skytrax and ranked as best Airport in Central Asia and number 9 worldwide in 60-70 Mn category.
- Certified as India's First eAWB360 compliance Airport by International Air Transport Association (IATA).
- Won the Golden Peacock award for sustainability and national training award.
- Received the highest environmental recognition for Airports "Platinum" by ACI for Green Airports.
- Received the Hermes Platinum Award for Social Media Campaign "Creating Tomorrow Together."
- Delhi Cargo Terminal – Celebi received "Best Cold Chain Cargo Terminal of the Year" in Cold Chain Industry Awards by FSC.
- National Award for Excellence 2018 by Confederation of Indian Industry (CII).
- Received the CII National 5S Excellence Award.
- Grow Care Safety Award 2018 in Gold Category.
- Business Process Management (BPM) Asia Achiever's Award 2018.
- Received various awards in the Garden Tourism Festival.
- Received India's Best Airport award organized by Travel Leisure Magazine 2.

DIAL has added one more feather in its cap by winning an award of Top 25 Innovative Companies in India.

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 entered into a long-term agreement to operate, manage and develop the Rajiv Gandhi International Airport (RGIA), Hyderabad.

Highlights of FY 2018-19:

During the FY 2018-19, RGIA successfully handled over 21.3 Mn passengers along with over 180,000 ATMs. The passenger growth has been impressive with 17% increase YoY, supplemented by a domestic traffic growth of 20% and international traffic growth of 9%. Overall ATM growth has been 21% YoY with domestic ATM growth at 6% and international ATM growth at 24% respectively, YoY.

Presently, RGIA is serving 64 destinations (16 international and 48 domestic) with 18 foreign carriers and 9 domestic carriers. RGIA has witnessed one of the highest percentage growth in passenger traffic and ATMs in the FY 2018-19 amongst all Metro Airports in India.

Further consolidating its position as an air cargo hub in the region, RGIA handled over 148,000 metric tonnes of cargo during the FY 2018-19, resulting in an increase of 8% YoY. The domestic cargo grew by 10% and international cargo grew by 7% YoY.

RGIA has a unique advantage, as it is considered the gateway to South Central India and caters to a large catchment area. With favourable growth in economy and increasing prosperous middle income households, GHIAL remains confident of sustaining the high traffic and business growth witnessed during the past few years.

MAJOR EVENTS AND ACHIEVEMENTS:

Route Development:

During FY 2018-19, a number of new destinations were added to Hyderabad Airport's route network both on the domestic as well as the international front. During the period, Flynas started their operations at Hyderabad connecting to Saudi Arabia and Spicejet started daily flights to Bangkok.

On the domestic front, Hyderabad Airport added connectivity to Amritsar, Bhopal, Dehradun, Durgapur, Imphal, Kannur, Port Blair, Vadodara, Udaipur. Under the Government of India's Regional Connectivity Scheme (RCS), Hyderabad Airport was connected to Nasik.

Airport Expansion:

RGIA has witnessed robust growth of around 20% YoY in the last few years and a large scale expansion of the airport facility has been initiated to increase the annual handling capacity accordingly.

In the intervening period, in an effort to ensure continued growth momentum for the business without compromising on the passenger experience, GHIAL has commissioned dedicated interim terminals for international departures and domestic arrivals. The Interim International Departure Terminal (IIDT) was inaugurated on October 23, 2018 and the Interim Domestic Arrival Terminal (IDAT) was inaugurated on March 23, 2019. With the commissioning of these terminals, Hyderabad Airport now has sufficient spare capacity to meet the capacity demand till the completion of ongoing expansion works.

As part of the capital expansion works, GHIAL commissioned additional capacity both on the landside and airside during FY 2018-19, while the full scale expansion works for the main Passenger Terminal Building (PTB) were initiated.

During the year, GHIAL commissioned 26 new aircraft parking stands towards the east of the PT Building on January 1, 2019. With the addition of these stands, the airport now has 83 parking stands from the earlier 57 (47 remote and 10 aerobridges), thus enhancing the aircraft handling capacity by over 45%. The new stands can hold 22 scheduled Code C aircrafts and 4 Code B aircrafts catering to general aviation or business jets.

To cater to the increased vehicular traffic along with the growing passenger traffic, the arrival and departure ramps at the airport's forecourt area were expanded to offer twice the number of vehicle lanes at both levels and the new ramps have now been put to use.

Operations:

In order to provide a unique customer experience, GHIAL is continuously improving the customer offerings through process and infrastructure improvements to enhance throughput and efficiency, introduction of technology driven solutions and change in look and feel of the terminal ambience.

The major initiatives which came to fruition during FY 2018-19 are as follows:

- **Operationalization and Transition to Interim Facilities**
  - In addition to the newly constructed IIDT and IDAT facilities, during FY 2018-19 a number of other interim capacity enhancement measures were implemented and operationalized, including 20 interim aircraft parking stands which helped to boost the available capacity for base flight departures and peak hour operations.
- **Enhancing Runway Capacity**
  - During the year, GHIAL obtained re-declaration of capacity of the Main Runway from 33 to 36 hourly air traffic movements, enhancing the number of slots available during peak hours and boosting overall handling capacity.
- **Night Operations on Secondary Runway**
  - The full length parallel taxiway–cum-secondary runway at the airport was upgraded to handle full scale night operations and following a series of trials, DGCA accorded its formal approval for night operations on the upgraded facility. With this, Hyderabad Airport now offers truly 24x7 operations with the ability to seamlessly transition operations between primary and secondary runways irrespective of time of day.

- **Automated Tray Retrieval Systems (ATRS)**
  - Introduction of modern Automated Tray Retrieval Systems (ATRS) for hand baggage screening of passengers coupled with the operationalization of country's first Remote Screening facility helped to bring about significant reduction in security check wait times and improved passenger experience. This initiative helped enhance throughput without having to increase manpower significantly. During the year, all security check lanes in the Domestic Departure area of the terminal have been converted to ATRS, making Hyderabad Airport the first in the country to achieve this feat.
- **Facial Recognition Based Passenger Processing System**
  - Hyderabad is the first and only airport in the country to start trials of Face Recognition based end-to-end passenger processing systems under DigiYatra. Presently, trials have been running successfully for staff, and the same shall soon be rolled out for passengers.
- **Hyderabad Airport Metro Link**
  - Government of Telangana announced plans to connect the airport via a high-speed rail link to the heart of the city. This will enhance the airport connectivity and will provide additional mode of transportation for the airport visitors and passengers.
- **Conversion of Taxiway Center Line Lights to Smart LED**
  - The airport has completed the conversion of 715 Taxiway Center Line lights from conventional Halogen to the innovative and energy efficient Safe LED IQ lamps. The project took a month to complete without any impact to airport operations. With this milestone, Hyderabad International Airport has converted around 58% of Airfield Ground Lighting to LED lamps. Around 80% of the entire lights at the airport is now on LED.
- **Commercial/Non-aero**
  - GHIAL added 13 new stores by renowned brands such as BIBA, Jockey & Speedo, Almond House, Gadget Studio and Forest Essentials in the Airport Terminal, increasing the range of offerings and choices for the passengers and helping to enhance the non-aeronautical revenues.
  - During the year under review, GHIAL launched a Rewards & Recognition Programme to create a healthy competition among concessionaires with focus on sales growth and customer service.

Key Awards and Accolades received in FY 2018-19:

- Ranked World #4 in Airport Service Quality (ASQ) survey in the 15-25 MPPA category for 2018
- Won "Best Regional Airport" in Skytrax World Airport Awards 2019, in India and Central Asia
- Won "Best Airport Staff" award by Skytrax World Airport Awards 2019, in India and Central Asia
- Received ACI Asia-Pacific Green Airports Silver Recognition 2019, towards efforts in environmental sustainability (water conservation through rain water harvesting)
- Received ACI Asia-Pacific HR Excellence Bonze Recognition in 2019, towards the organizational efforts in the area of "Change Management"
- Won Excellent Energy Efficient Unit Award by the Confederation of Indian Industry (CII)
- Won 'Smart Cargo Airport of the Year' by Maritime Gateway
- Secured 1st place in ICAI's Excellence in Cost Management for FY 2016-17 in Transportation and Logistics Category
- Won CSR Excellence Award 2018 by Institute of Company Secretaries of India (ICSI)
- Secured 4 star recognition in CII – EHS Excellence Award 2018 by CII
- Won Golden Peacock CSR Award for 2017
- ACI Asia-Pacific Young Executive of the Year 2019 was awarded to Mr. Tasneem Ejaz of RGIA for a research paper on "How airports can understand and capitalize on their passengers' needs to advance their strategic vision".

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 a period of 25 years. GMCAC took operational responsibility of the airport in November 2014 and has now been successfully operating the airport for nearly 54 months.

Highlights of FY 2018-19:

GMCAC continues to work with tourism bodies of Philippines and neighboring countries along with travel agents, airlines and other Government bodies to boost tourism in Cebu. Continued focus on South Korea and Japan along with addition of several new routes from China led to total traffic growth of over 15% in 2018.

GMCAC also inaugurated a new international terminal in July 2018 with world class facilities for passengers and state of the art operating equipment. The new Terminal was inaugurated by the President of Phillipines to rave reviews. The growth in revenues due to commissioning of this new terminal has been above expectation till date. GMCAC is now undertaking renovation of domestic terminal and expects to complete it by September 2019. Post renovation, the new terminal will provide for more commercial areas for passengers, better facilities and expand the overall capacity of Terminal 1 to 11 Mn pax from existing 4.5 Mn pax.

GMR Goa International Airport Limited (GGIAL)

GGIAL has been granted exclusive right, license and authority to develop, operate and maintain the Mopa airport at Goa for 40 years with extension option for another 20 years. Government of Goa (GoG) has already provided vacant access and Right of Way (RoW) to GGIAL for more than 99.5% of the land identified for the project.

All Conditions Precedent for the project are completed, Rehabilitation and Resettlement Works for Project Affected Families (PAF) have been completed. Earth works and substructure works for PTB and ATC are in progress. GGIAL is working closely with Government of Goa to resolve the pending appeals on the validity of the environment clearances granted to the project.

Airport Land Development (ALD)

The airport land development business presents an exciting opportunity and is a key value driver for the group that possesses valuable real estate as part of its airport concessions. Aerocity at Delhi is a 230 acre master planned development with presence of 11 reputed hospitality players (more than 4,000 keys) and 1.5 Mn sq. ft. of Office and Retail. Next Phase of development has already been initiated with award of 5 Mn sq. ft. (with an option of additional 5 Mn sq. ft.) at Aerocity to a consortium led by Bharti Realty Limited. The transaction is the largest land deal by value in Delhi-NCR and has set a new benchmark for valuation in the sector. Airport City at Hyderabad is spread over 1,463 acres with an integrated ecosystem comprising commercial offices, retail, entertainment, logistics as well as SEZ. The year marked the launch of GMR Business Park, a world-class integrated office development, spanning ~ 1 Mn sq. ft. of which 0.2 Mn sq. ft. is already operational and another 0.2 Mn. sq. ft. is under construction. With occupants such as Decathlon, Safran and Amazon in retail, industrial and warehousing segments, significant progress has been achieved in land monetization at Hyderabad. Goa airport land development is envisaged as a retail-entertainment destination spread across 232 acres of commercial land at the airport.

Energy Sector

Energy Sector companies are operating around 4,400 MWs of Coal, Gas, Liquid fuel and Renewable power plants in India and around 2,300 MWs of power projects are under various stages of construction and development, besides a pipeline of other projects. The Energy Sector has a diversified portfolio of thermal and hydro projects with a mix of merchant and long term Power Purchase Agreements (PPA).

Following are the major highlights of the Energy Sector:

A. Operational Assets:

1. GMR Warora Energy Limited (GWEL) – 600 MW:

- The Plant consists of 2 x 300 MW coal fired units with all associated auxiliaries and Balance of Plant Systems. GWEL has a Coal Supply Agreement with South Eastern Coalfields Limited (SECL) for a total Annual Contracted Quantity (ACQ) of 2.6 Mn Tonnes per annum.
- During the year, the Plant has achieved availability of 76% and Gross Plant Load Factor (PLF) of 74%.
- Plant achieved lower plant availability and PLF due to severe coal supply shortage across the industry.
- We expect the coal supply levels will increase during the year and more coal will be taken through alternative modes like e-auction of coal.
- Many favorable verdicts were given for "Change in Law" and "Coal Pass Through" related regulatory issues.
- Plant was awarded with many prestigious awards during the year, some of them are as below:
  - o Awarded with the prestigious "Global performance excellence award-2018- World class" in service category by Asia Pacific Quality Organization (APQO) in the 24th International conference at Abu Dhabi.
  - o Awarded with "National Award for Excellence in Energy Management" by CII.
  - o Awarded with "MEDA 13th State Level Award for Excellence in Energy Conservation and Management by Government of Maharashtra".
  - o Awarded with "Shrestha Suraksha Puraskar Award 2018" by NSCI for effective implementation of Occupational Safety and Health Management System.
  - o Declared winner of "Golden Peacock Award for Corporate Social Responsibility-2018" for Initiatives in Corporate Social Responsibility.

2. GMR Kamalanga Energy Limited (GKEL) – 1,050 MW:

- GKEL, subsidiary of GMR Energy Limited, has developed 1,050 MW (3x350) coal fired power plant at Kamalanga Village, Odisha.
- The plant is supplying power to Haryana through PTC India Limited, to Odisha through GRIDCO Limited and to Bihar through Bihar State Power Holding Company Limited.
- 85% of the capacity is tied-up in long term PPAs.
- GKEL has Fuel Supply Agreement (FSA) for 2.14 MTPA firm linkage from Mahanadi Coalfields Limited (MCL). GKEL secured another 1.5 MTPA long-term FSA under SHAKTI linkage auction during the year.
- During this period, GKEL achieved availability of 87% and PLF of 73%. Lower Availability and PLF was due to planned maintenance and unsold power on merchant sale.

3. GMR Chhattisgarh Energy Limited (GCEL) – 1,370 MW:

- GCEL is a 1,370 MW (2 x 685 MW) pulverized coal- fired super critical technology based plant in Raipur district in the State of Chhattisgarh.
- During the year GCEL supplied 500 MW to Gujarat Discom (GUVNL) under short-term case 4 bid PPA for April to Nov-2018. GCEL won a revised bid under same arrangement for 1000 MW and commenced supply from January 2019 onwards.
- The Consortium Lenders of GCEL adopted the "Change in Management" as a Resolution Plan (RP) in accordance with the Guidelines issued by Reserve Bank of India.
- Accordingly, on June 29, 2019, definitive Share Purchase Agreement has been signed with Adani Power Limited (APL) for the sale of the entire stake 47.62% in GMR Chhattisgarh

Energy Limited (GCEL), held by your Company's wholly owned subsidiary GMR Generation Assets Limited (GGAL).

4. GMR Vemagiri Power Generation Limited (GVPGL) - 370 MW:

- GVPGL, a wholly owned subsidiary of GEL, operates a 370 MW natural gas-fired combined cycle power plant at Rajahmundry, Andhra Pradesh.
- GVPGL did not operate in the last financial year due to scarcity of gas.
- Due to addition of Renewable capacities, efforts and discussions with Government is on to operate GVPGL through relaunching of e-RLNG scheme.

5. GMR Rajahmundry Energy Limited (GREL) – 768 MW:

- GREL is a 768 MW (2 x 384 MW) combined cycle gas based power project at Rajahmundry, Andhra Pradesh.
- GREL has executed a resolution plan with the lenders for the outstanding debt of ₹ 2,353 Crore.
- The key features of the Resolution Plan are:
  - o The existing Debt of ₹ 2,353 Crore has been brought down to a Sustainable Debt of ₹ 1,412 Crore.
  - o Against above Sustainable debt of ₹ 1,412 Crore, GMR Group has already infused an amount of ₹ 395 Crore towards meeting 20% of Principal towards repayment of the Sustainable Debt and the interest servicing obligations of GREL for the first year.
  - o This leaves balance outstanding Sustainable debt of ₹ 1,130 Crore carrying a floating rate of 9% p.a repayable over 20 years.
  - o The Balance Debt of ₹ 941 Crore has been converted into Long Dated Cumulative Redeemable Preference Shares (CRPS) carrying 0.1% coupon rate, which is repayable from 17th to the 20th year.

6. Barge mounted Power Plant of GMR Energy Limited (GEL), Kakinada:

- GEL owns the 220 MW combined cycle barge mounted power plant at Kakinada, Andhra Pradesh. There was no generation of power by the barge mounted power plant during the year ended March 31, 2019 on account of non- availability of gas.
- Plant is kept under preservation since March 2013. Preservation methods were adopted based on Original Equipment Manufacturers' (OEM) procedures.
- Efforts are ongoing to find a suitable buyer for the asset.

7. GMR Power Corporation Limited (GPCL), Chennai:

- GPCL, a subsidiary of GEL, owned the 200 MW diesel powered power plant and was selling power to Tamil Nadu Generation and Distribution Corporation.
- Plant had long term PPA with TANGEDCO for 15 years, which was extended for additional period of one year. PPA has since expired. The plant was in preservation mode.
- GPCL Plant has been dismantled and the land handed over to TANGEDCO.

8. GMR Gujarat Solar Power Limited (GGSPL), Charanka Village, Gujarat:

GGSPL, a wholly owned subsidiary of GEL, operates 25 MW Solar power plant at Charanka village, Patan district, Gujarat. GGSPL has entered into 25 year PPA with Gujarat Urja Vikas Nigam Limited for the supply of entire power generation. GGSPL attained commercial operation on March 4, 2012. M/s. Solarig Gensol has been awarded O&M contract of the Plant for a period of 5 years. Plant achieved a gross PLF of 17.7% for FY 2018-19 and recorded operating revenue (post straight lining) of ₹ 36.38 Crore during this period. Plant has maintained ISO 9001, ISO 14001, OHSAS 18001 certifications since June 2015.

9. GMR Rajam Solar Power Private Limited (GRSPPL), Rajam:

GRSPPL, a wholly owned subsidiary of GEL, commissioned a 1 MW Solar power plant in Rajam, Andhra Pradesh in January 2016. The Company has signed a 25 year PPA with both GMR Institute of Technology (700KW) and GMR Varalakshmi Care Hospital (300KW) for the sale of power generated. M/s Enerpac has been awarded O&M contract for the Plant for a period of 5 years. Plant achieved gross PLF of 14.4% for FY 2018-19 and recorded revenue of ₹ 0.87 Crore during the period.

10 GMR Generation Assets Limited (Formerly GMR Renewable Energy Limited) (GGAL), Kutch:

GGAL, a wholly owned subsidiary of your Company, commissioned a 2.1 MW wind based power plant at Moti Sindhodi Village, Kutch District, Gujarat in July 2011. GGAL has signed a 25 year PPA with Gujarat Urja Vikas Nigam Limited ("GUVNL") with respect to the entire power generated from the Plant. M/s. Suzlon has been awarded O&M contract of the Plant for period of 5 years.

11. GMR Power Infra Limited (GPIL), Tamil Nadu:

GPIL, a wholly owned subsidiary of your Company, commissioned a 1.25 MW wind based power plant at Muthayampatty Village, Tirupur District, Tamil Nadu in December 2011. GPIL has signed a 20 year PPA with TANGEDCO with respect to the entire power generated from the Plant. M/s. Suzlon has been awarded O&M contract of the Plant for period of 5 years.

B. Projects:

1. GMR Bajoli Holi Hydropower Private Limited (GBHHPL) - 180 MW:

- GBHHPL, a subsidiary of GEL, is implementing 180 MW hydro power plant on the river Ravi at Chamba District, Himachal Pradesh.
- GBHHPL has already achieved financial closure and tied-up the debt requirement of ₹ 1,380 Crore.
- GBHHPL had also executed the Connectivity Agreement with HP Power Transmission Corporation Limited and Long Term

Access Agreement with Power Grid Corporation of India Limited (PGCIL) for evacuating power outside Himachal Pradesh.

- The construction works of the project including HRT excavation, Dam Concreting and Power House Concreting along with E&M works are in full swing. Majority of the underground works like Surge/Pressure Shaft, Tunneling etc. have been completed or are in advanced stage of completion. Overall progress of more than 80% has been achieved till end of FY 2018-19.

2. GMR Upper Karnali Hydro Power Public Limited (GUKPL) – 900 MW:

- GUKPL, a subsidiary of GEL, is developing 900 MW Upper Karnali Hydroelectric Project (HEP) located on river Karnali in Dailekh, Surkhet and Achham Districts of Nepal.
- Post execution of Project Development Agreement (PDA), several key activities have been completed. Technical design of the Project has been finalized post detailed technical appraisal by a seven member Panel of Experts (empaneled with IFC) and Hydraulic model studies.
- An MoU for sale of power to Bangladesh was executed in April 2017. The PPA negotiations for the same are in advance stage and the PPA signing is expected in the next FY 2019-20. EPC Bids have been received and first round of technical discussions have been completed.
- Total land identified for the Project comprises of forest land and private land. As for private land, negotiation has been completed and MoU has been executed with Rehabilitation Action Plan (RAP) committees for acquisition and approximately 7.4 Ha of private land was acquired till March 2019. Whereas for forest land, Deed of Agreement for forest land was executed with Department of Forest (DoF), Government of Nepal (GoN) in October 2017 post cabinet approval and tree cutting process initiated. 12.45 Ha of forest land has been already acquired for infra works and tree cutting work completed.
- Power Evacuation is proposed through 400KV D/C transmission line from Bus bar of project to Bareilly Pooling point of PGCIL in Uttar Pradesh, India. Nepal portion transmission line (from project's Bus bar up to Indo-Nepal border) is to be developed by Karnali Transmission Company Private Limited (KTCPL), a GMR Group Company and Indian portion up to Bareilly will be developed by GoI. Post execution of the Power Trade Agreement (PTA) between GoI and GoN and the SAARC energy pact between SAARC nations, revised cross border guidelines has been notified by GoI and cross border trade of electricity regulation has been notified by CERC.

3. GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL) - 300 MW:

- GBHPL, a subsidiary of GEL, is in the process of developing a 300 MW hydroelectric power plant on Alaknanda river in the Chamoli District of Uttarakhand State. The project has received all major statutory clearances like Environmental and Techno economic concurrence from Central Electricity Authority (CEA). The project construction is held up on account of stay order issued by the Hon'ble Supreme Court on 24 hydro power projects in the State of Uttarakhand, vide its order dated May 7, 2014 and the said order is in force till date.
- The Environmental Clearance (EC) of the project was granted by Ministry of Environment, Forest & Climate Change (MoEF & CC) on March 12, 2008 which was valid for 10 years from the date of issue. Considering the delay in commencement of construction, we placed application with MoEF & CC for extension of validity of EC. However, the application was considered by Expert Appraisal Committee (EAC) of MoEF & CC during 12th EAC meeting held on March 28, 2018 and the EAC considered the grant of extension of validity of EC accorded earlier, but as the case is sub-judice before Hon'ble Supreme Court, EAC deferred the proposal till the final order of the court in this regard.

4. Himtal Hydropower Company Private Limited (HHCPL) – 600 MW:

- HHCPL, a subsidiary of GEL, is developing a 600 MW Upper Marsyangdi-2 Hydroelectric Power Project on the river Marsyangdi in Lamjung and Manang Districts of Nepal.
- Binding documentations had been executed for 100% stake sale with Chinese and Nepalese investors on an Enterprise Value basis for which Share Purchase Agreement (SPA) had been signed on May 5, 2018.
- 97% stake sale has been completed in FY 2018-19.

5. GMR Londa Hydropower Private Limited (GLHPPL) - 225 MW:

GLHPPL, a subsidiary of GGAL, is developing a 225 MW project in East Kameng district in Arunachal Pradesh. The Detailed Project Report (DPR) has been prepared and has received techno-economic concurrence from the CEA. The Expert Appraisal Committee (EAC) of Ministry of Environment, Forest and Climate Change (MoEF & CC) has recommended Environmental Clearance and accordingly MoEF & CC had issued in-principle clearance to this project. However, formal Environmental Clearance shall be granted by MoEF & CC after obtaining the Forest- stage-I clearance. Defence clearance for setting up the project has been received from Ministry of Defence, Government of India. The forest land diversion proposal is under scrutiny of MoEF & CC.

C. Mining Assets:

1. PT Barasentosa Lestari, (PTBSL):

PTBSL has coal mine in South Sumatra Province with more than 393 MT Coal Resources in ~23,300 Hectares and total mineable reserves of about 195 Mn Metric Ton (MMT). A conditional share purchase agreement (CSPA) was signed with PT Golden Energy Mines Tbk (PT GEMS) on May 12, 2017 for sale of PTBSL. PT GEMS acquired PT BSL and the transaction was successfully completed in September 2018.

2. PT Golden Energy Mines Tbk (PT GEMS):

Group through its overseas subsidiary, GMR Coal Resources Pte. Limited, holds 30% stake in PT GEMS, a group company of Sinarmas

Group, Indonesia. PT GEMS, a limited liability company, is listed on the Indonesia Stock Exchange. PT GEMS is carrying out mining operations in Indonesia through its subsidiaries which own coal mining concessions in South Kalimantan, Central Kalimantan and Sumatra. PT GEMS is also involved in coal trading through its subsidiaries. Coal mines owned by PT GEMS and its subsidiaries have total resources of more than 2.0 billion tons and Joint Ore Reserves Committee (JORC) certified reserves of more than 620 MT of thermal coal. GMR Group has a Coal off take Agreement with PT GEMS which entitles GMR to off take coal for 25 years. GEMS earned a profit after tax of USD 100 Mn during 2018. Out of 2018 profits, GEMS has declared the interim dividend of USD 35 Mn in 2018. The Coal Supply Agreement (CSA) with GEMS became operational from November 2017, pursuant to the SGX approval in August 2017. Till date the coal offtake under CSA is 1.37 Mt.

Transportation

Highways

GMR Highways Limited, a subsidiary of your Company, is one of the leading highways developers in India with 6 operating highways in its portfolio. During FY 2018-19, the focus was on cash flow improvement and resolving the pending arbitration claims to contest undue policy factors which have impacted the projects adversely. Sufficient progress was made in this regard.

Urban Infrastructure

The Group is developing a 2,100 acre multi product Special Investment Region (SIR) at Krishnagiri, near Hosur in Tamil Nadu and 10,400 acre Port-based multi-product SIR at Kakinada, Andhra Pradesh.

Krishnagiri SIR

GMR Group, with an objective of building world class industrial infrastructure in India, is setting up an SIR at Hosur, Tamil Nadu, just 45 kms from Electronic City, Bengaluru. The location provides unique advantage of multi-modal connectivity with National and State Highways and a railway line running alongside. Krishnagiri SIR plans to house the following industrial clusters:

- Automotive & Ancillary
- Defence and Aerospace
- Precision Engineering
- Logistics and Warehousing
- Electronics Product Manufacturing & Electrical
- Textile and Food Processing

Currently, about 275 Acres is being developed as Phase 1A.

Project Progress:

GKSIR is actively pursuing several leads both within India and abroad in Auto Components, Aerospace & Defence, Precision Engineering, Logistics and Warehousing etc. and are on the verge of signing up with a few clients soon. The laying of foundation stone by the Hon'ble. Chief Minister of Tamil Nadu last year has given a boost to the project. The Company has received all approvals like Environmental Clearance from MoEF, Consent to Establish from TNPCB, Planning Approval from state Town Planning Authority (DTCP), trunk infra like power and water etc. GKSIR started the infrastructure development works in Phase 1A like site levelling, road works, culverts, street lighting etc. Further, an MoU has been signed with TANGEDCO for setting up 230 KV substation within the SIR. In June, 2019 the test charging of the sub-station was completed successfully and the commissioning is expected shortly. Also, civil works for the 33KV sub-station are under progress within Phase 1A. These developments have also been instrumental in attracting many Indian and International companies for setting-up their manufacturing facilities as part of their future expansion plans. The Company is currently in advanced stages of discussion with a few potential clients to lease land in the SIR.

Kakinada SEZ/ SIR

GMR Group owns 51% in Kakinada SEZ Limited (KSEZ), which is developing Kakinada SEZ / SIR in the State of Andhra Pradesh in proximity to the cities of Kakinada and Visakhapatnam. It is situated in the Government of Andhra Pradesh's PCPIR (Petroleum Chemical Petrochemical Investments Region) and hydro- carbon rich East Godavari District thereby providing excellent potential for its development, as a future hub for Refinery and Petrochemical based industries. With an area spanning over 10,400 acres, Kakinada SEZ / SIR will be a self-contained Port-based Industrial park with ideally designed core infrastructure, industrial common infrastructure, business facilitation infrastructure and social infrastructure.

Project Progress:

- KSEZ has signed Concession Agreement with Government of Andhra Pradesh on November 21, 2018 for developing Commercial Port on DBFOT basis for which foundation stone has been laid by the then Chief Minister of Andhra Pradesh Shri N Chandra Babu Naidu.
- Government of Andhra Pradesh has signed an MoU with Haldia Petrochemicals Limited on January 4, 2019 for development of Integrated Crude to Chemicals Manufacturing complex producing Gasoline, Diesel, Paraxylene along with other Polymer and Petrochemical products in suitable land parcel (approximately 2,500 acres) within Kakinada SEZ. Investment of the project shall be approximately ₹62,714 Crore and is expected to generate 500,000 direct and indirect new jobs including those in the downstream industries.
- Currently, KSEZ has generated employment approximately for 1,000 people through running units such as Nekkanti Sea foods, Pals Plush and Rural BPO. Also KSEZ attracted investments from Sea food processing plants (Sandhya Aqua, Devi fisheries Limited, Continental fisheries Limited) and is expected to generate employment to approximately 1,500 locals in the next one year.
- GMR has signed an MoU with Andhra Pradesh Gas Development Corporation (APGDC) on October 9, 2018. APGDC shall provide piped natural gas to the Industrial customers of KSEZ. Necessary infrastructure shall be built by APGDC at their cost. Availability of piped natural gas in KSEZ is a differentiator, which makes KSEZ competitive over other Industrial parks.
- A 900 KLD water treatment plant has been commissioned at the project site and is supplying water to clients. The project has been getting several enquiries from companies in the space of oil and gas, glass and ceramics, chemicals, petrochemicals and associated downstream industries etc. over past one year.

EPC

Pursuant to the strategic decision taken to pursue EPC opportunities outside GMR Group and consequent to the Group's entry into Railway Projects during

FY 2013-14, significant progress has been achieved in the construction of 2 Dedicated Freight Corridor Corporation (DFCC) projects (201 and 202) in the State of Uttar Pradesh and package 301 and 302 in the States of Haryana, Uttar Pradesh and Punjab. Track laying work also commenced in 201 and 202. The Company also achieved substantial completion of two other smaller Rail Vikas Nigam Limited (RVNL) projects in the States of Andhra Pradesh and Uttar Pradesh that were awarded in previous years.

RAXA

Raxa Security Services Limited, an ISO 9001:2015 and 18788:2015 certified company established in July 2005, provides Integrated Security solutions and technical security to industrial and business establishments. To enable the delivery of quality services, a State-of-the-Art Security Training Academy was established with best in class training and administrative infrastructure on the outskirts of Bengaluru. Raxa employs over 5,000 personnel and has operations across 18 states. Adding to its repertoire of several prestigious clients, Raxa bagged contracts of some more premier clients such as Biocon, Bosch, Kia Motors and others. It also provided security services to important events such as the IPL matches, Airtel – Hyderabad and Tata Steel – Kolkata marathon runs and the Sunburn DJ Snake performances at Delhi and Hyderabad. For the first time, Raxa conducted a one – year 'Assignment Manager cum Security Officer' course for graduate students from Odisha under DDUGKY (Deen Dayal Upadhyaya Grameen Kaushalya Yojana) – ORMAS (Odisha Rural Development and Marketing Society) scheme. During the year, it also conducted its short-term Advance Security Management Course for several senior security professionals from Corporation Bank, Syndicate Bank and Bharat Diamond Bourse as well as senior army personnel employed with corporates/ looking for corporate employment.

GMR Aviation Private Limited (GAPL)

GAPL owns and operates one of the best fleet in the country and addresses the growing need for charter services. In order to boost revenues and rationalize overhead costs, GAPL has entered into a management contract with Jet Set Go – a general aviation fleet aggregator, commonly referred to as the "Uber of the Skies". As per the agreement, Jet Set Go has taken responsibility for operations and sourcing of external clients for the use of our aircrafts and the business has shown marked improvement over the past years with 2 aircrafts recording the highest number of hours flown on an annual basis. All maintenance contracts have also been renegotiated leading to a reduction in costs. We are confident that GAPL will continue on the turnaround path.

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 is provided in the Annual Report.

Holding, Subsidiaries, Associate Companies and Joint Ventures

GMR Enterprises Private Limited remains the holding company of your Company.

As on March 31, 2019, the Company has 113 subsidiary companies apart from 39 direct associate companies and joint ventures. During the year under review, the entities listed below have become or ceased to be Company's subsidiaries or associate companies/ JVs. The Policy for determining material subsidiaries may be accessed on the Company's website at the link: https://investor.gmrgroup.in/policies. The complete list of subsidiary companies and associate companies (including joint ventures) as on March 31, 2019 is provided in **Annexure 'F'** to this Report.

GMR Airports International BV and GMR Logistics Park Private Limited became subsidiaries of the Company during the year under review. Further, GMR Infrastructure Airports (Mauritius) Limited, Himtal Hydropower Company Private Limited, PT Unsoco, PT Dwikarya Sejati Utama, PT Duta Sarana Internusa, PT Barasentosa Lestari and Asia Pacific Flight Training Academy Limited ceased to be subsidiaries during the FY 2018-19.

During the year under review, GMR Highway Projects Private Limited (GHPPL) ceased to be a subsidiary of the Company after being struck off from the Register of Companies pursuant to an application made by GHPPL. Further, GMR Hosur EMC Limited ceased to be a subsidiary of the Company, pursuant to amalgamation with its holding company GMR Krishnagiri SIR Limited, also a subsidiary of your Company.

Heraklion Crete International Airport Societe Anonyme, DIGI Yatra Foundation, Mactan Travel Retail Group Co., SSP-Mactan Cebu Corporation, GMR Tenaga Operations and Maintenance Private Limited and Megawide GMR Construction JV, Inc. became Associates of your Company.

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 'A'** to this Report.

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(3)(c) of the Companies Act, 2013:

a) that in the preparation of the annual financial statements for the year ended March 31, 2019, 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, 2019 and of the loss 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 financial statements 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 the Malcolm Baldrige Model, for continuous improvement in all spheres of its activities. 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 the 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 Report

As stipulated under Regulation 34(2)(f) of SEBI LODR, the Business Responsibility 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 2018-19 with related parties 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 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.gmrgroup.in/policies. Your Directors draw attention of the members to Note no. 34 to the standalone financial statements which sets out related party disclosures.

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which was approved by the Board. The CSR Policy may be accessed on the Company's website at the link: https://investor.gmrgroup.in/policies.

The Company has identified three focus areas towards the community service / CSR activities, which are as under:

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

During the year, 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, directly. However, the Company, through its subsidiaries/ associate companies and group companies, spent an amount of ₹ 36.86 Crore during the year. 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 Business Responsibility Report. The Annual Report on CSR activities along with CSR policy is annexed as **Annexure 'B'** to this Report.

Risk Management

The GMR Group's Enterprise Risk Management (ERM) philosophy is "To integrate the process for managing risk across GMR Group and throughout its businesses and lifecycle to enable protection and enhancement of stakeholder value."

With significant changes in business environment over the last couple of years, your Company's businesses face emerging risks that require effective risk management framework and dedicated resources to implement the framework.

Your Company's ERM framework follows the current best practices in order to achieve Company's objectives.

Significant developments during the year under review are as follows:

- Risk assessment was carried out in detail at bid stage for Sofia International Airport (Bulgaria), Nagpur Airport, Lucknow Airport, Jaipur Airport, Ahmedabad Airport, Mangalore Airport, Trivandrum Airport, Guwahati Airport and Bhogapuram International Airport (Andhra Pradesh). Risk assessment of key business assumptions made for each of the bids was carried out by ERM for enabling informed decision-making;
- ERM has continued to carry out regular risk assessment of ongoing railway projects under DFCC in coordination with project management teams.

The Group is working on several fronts to address the financing risks associated with the nature of its business.

The Company is focused on unlocking the value potential of its Airports business. In addition, the management has continued thrust on greater cash flow from operations with greater profitability focus, asset monetisation and collection of regulatory receivables. Taking into account the stress in the banking sector, the Group, where market conditions are favourable, has decided to raise bonds for its financing needs as against depending on loans from the banks. We have successfully done the same at both the Delhi and Hyderabad airport operations. The Company is also working closely with lenders for two of our stressed energy projects which have undergone Strategic Debt Restructuring, to address issues keeping in view the most recent RBI guidelines.

Updates on 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. A risk management committee has been formed during the year 2019.

A detailed note on risks and concerns affecting the businesses of the Company is provided in MDA.

Internal Financial Controls

The Company has adopted policies and procedures including the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures under the Companies Act, 2013.

During the year under review, such controls were reviewed and tested by the internal audit department of the Company. The Statutory Auditors of the Company have also tested the Internal Controls over financial reporting.

There were no reportable material weakness observed in the design or operating effectiveness of the controls except for the matter qualified by statutory auditor in audit report on internal financial controls for both standalone and consolidated financial statements.

Directors and Key Managerial Personnel

During the year under review, Mr. Vikas Deep Gupta was regularised as Director from the position of Additional Director at the 22nd Annual General Meeting of the Company. Further, Mr. Vikas Deep Gupta resigned from the position of Director of the Company with effect from closure of business hours of December 20, 2018.

Mr. Madhva Bhimacharya Terdal, Chief Financial Officer of the Company resigned from his position with effect from closing of business hours on February 14, 2019 and Mr. Saurabh Chawla was appointed as Executive Director- Finance and Strategy in the category of Chief Financial Officer with effect from February 15, 2019.

With effect from August 8, 2019, Mr. Madhva Bhimacharya Terdal was appointed as an Additional Director and Whole-Time Director subject to the approval of shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. B.V.N. Rao, retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for re-appointment.

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 basis of the criteria such as the contribution of the individual director 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.

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is annexed as **Annexure 'C'** to this report.

Declaration of Independence

The Company has received 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 and Regulation 16 of SEBI LODR and there has been no change in the circumstances affecting their status as Independent Directors of the Company.

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

As per sub section (2) of Section 139 of the Companies Act, 2013, a Company can appoint a firm of auditors for a maximum of two terms of five years each and as per the first proviso a firm of auditors which has completed two terms of five years each cannot be re-appointed unless a period of five years has elapsed since the end of the previous term. Accordingly, S. R. Batliboi & Associates LLP, Chartered Accountants who have completed 10 years of service to the Company cannot be continued further.

The Board at its meeting held on August 8, 2019, has recommended the appointment of Walker Chandiok Co LLP, Chartered Accountants as Statutory Auditors of the Company and to hold office for a period of 5 consecutive years from the conclusion of the 23rd AGM till the conclusion of the 28th AGM.

Your Company has obtained consent of Walker Chandiok Co LLP and received a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

Statutory Auditors' Qualification / Comment on the Company's Standalone Financial Statements

1) As detailed in note 5(5) to the accompanying standalone Ind AS financial statements for the year ended March 31, 2019, GMR Energy Limited ('GEL'), GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') have ceased operations and have been incurring significant losses with a consequential erosion of net worth resulting from the continued unavailability of adequate supply of natural gas. Further, GREL has rescheduled the repayment of project loans due to implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and has signed a Resolution Plan with the lenders to restructure its debt obligations during the year. The carrying value of the investments/obligations in these entities is significantly dependent on the achievement of key assumptions around availability of natural gas, future tariff and the outcome of the sale of the Barge mounted power plant. Accordingly, we are unable to comment on the carrying value of the investments (including advances)/ obligations in these entities as at March 31, 2019. In respect of the above matter, our audit report for the year ended March 31, 2018 was also similarly qualified.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Standalone Financial Statements

As mentioned in Note no. 5(5) of Standalone Financial Statements, the management 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 has also carried out a valuation assessment of GVPGL and GREL during the year ended March 31, 2019 which includes certain assumptions relating to availability and pricing of domestic and imported gas, future tariff, tying up of PPA realization of claims for losses incurred in earlier periods from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The business plan of GREL considered for valuation assessment has been approved by the consortium of lenders at the time of execution of the resolution plan. The management will monitor these aspects closely and take actions as are considered appropriate and is confident that these gas based entities will be able to generate sufficient profits in future years and meet their financial obligations as they arise. The Group has provided for its investment in full in GREL and the management is confident that no further loss on fair valuation would arise on the implementation of the resolution plan with the lenders. Based on the aforementioned reasons and business plans the view that the carrying value of the investment of GEL and GVPGL as at March 31, 2019 is appropriate.

Statutory Auditors' Qualification / Comment on the Company's Standalone Financial Statement

2) The Company's internal financial control with regard to assessment of carrying value of investments in certain subsidiaries, joint ventures and associates as more fully explained in note 5(5) to the standalone Ind AS financial statements were not operating effectively and could potentially result in the Company not providing for adjustments that may be required to be made to the carrying value of such investments.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Standalone Financial Statement

Qualification in the report on internal financial controls over financial reporting regarding assessment of carrying value of investments in certain subsidiaries, joint ventures and associates – The Group has a robust system in place to assess the appropriateness of the carrying value of its investments, including testing for impairments. Management's view on the instant cases are explained in the para 1 above.

Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

1) As detailed in note 8B(m)(ii) and 8B(m)(v) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, GMR Chhattisgarh Energy Limited ('GCEL') and certain other entities have been incurring losses for reasons as more fully discussed in the aforesaid notes. Based on the valuation assessment carried out by an independent expert during the year ended March 31, 2018, there existed a further diminution in the value of ₹ 2,250.00 crore for the Group's investment in GCEL and certain other entities which was not accounted by the management during the year ended March 31, 2018 and has been charged in the statement of profit and loss in the current year. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management provided for the aforesaid diminution in the previous year, the loss after tax and minority interest for the year ended March 31, 2019, would have been lower by ₹ 2,250.00 crore and the loss after tax and minority interest for the year ended March 31, 2018, would have been higher by ₹ 2,250.00 crore with no consequential impact on the consolidated reserves as at March 31, 2019.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

As detailed in note 8B(m)(ii) and 8B(m)(v) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, the Management has accounted for an impairment loss of ₹ 969.58 crore in the value of Group's investment in GCEL and ₹ 1,242.72 crore in the value of Group's investment in GEL and its subsidiaries/joint ventures which has been disclosed as an exceptional item in the consolidated financial results of the Group for the year ended March 31, 2019. Further the Group has accounted ₹ 515.67 crore as its share of loss of associates and joint venture during the year ended March 31, 2019.

The management of the Group, including the lenders who also collectively are the majority shareholders, have initiated a process for 'change of control' in last year for GMR Chhattisgarh Energy Limited ('GCEL'), which entails sale of up to 100% equity stake of GCEL. The process is in an advanced stage and is expected that the process of change in control would be completed in due course. The management has fully provided for the value of equity investment in GCEL and did not foresee any further obligation in GCEL due to change in control.

Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

2) As detailed in note 8B(m)(iv) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, GMR Energy Limited ('GEL'), GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') have ceased operations and have been incurring significant losses with a consequential erosion of net worth resulting from the unavailability of adequate supply of natural gas. Further, GREL has rescheduled the repayment of project loans due to implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and has signed a Resolution Plan with the lenders to restructure its debt obligations during the year. Continued uncertainty exists as to the availability of adequate supply of natural gas which is necessary to conduct operations by GEL, GVPGL and GREL in the future. The carrying value of the investments / obligations in GEL, GVPGL and GREL is significantly dependent on the achievement of key assumptions around availability of natural gas, future tariff and the outcome of the sale of the Barge mounted power plant. Accordingly, we are unable to comment on the carrying value of the Group's assets (including advances)/ obligations in these entities as at March 31, 2019.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

As detailed in note 8B(m)(iv) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, the management of the Group is evaluating various approaches / alternatives to deal with the situation and is confident that Government of India ('GoI') would take further necessary steps / initiatives in this regard to improve the situation regarding availability of natural gas from alternate sources in the foreseeable future. The management of the Group carried out a valuation assessment of GVPGL and GREL during the year ended March 31, 2019 which includes certain assumptions relating to availability and pricing of domestic and imported gas, future tariff, tying up of PPA realization of claims for losses incurred in earlier periods from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The business plan of GREL considered for valuation assessment has been approved by the consortium of lenders at the time of execution of the resolution plan. The GREL consortium of lenders have decided to implement the resolution plan which has been approved by all the lenders and accordingly the lenders have restructured the debt. Additionally based on the resolution plan, the Group has accounted for waiver/reduction of accrued interest/penal interest.

The management of the Group will monitor these aspects closely and take actions as are considered appropriate and is confident that these gas based entities will be able to generate sufficient profits in future years and meet their financial obligations as they arise. The Group has provided for its investment in full in GREL and the management is confident that no further impairment would arise on the implementation of the resolution plan with the lenders. Based on the aforementioned reasons and business plans, the management is of the view that the carrying value of the investment of GEL and GVPGL as at March 31, 2019 is appropriate.

Further, mangement is in the process of identifying the buyer for sale of barge plant in GEL.

Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

3) As detailed in note 45(xii) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, the Group has acquired the Class A Compulsory Convertible Preference Shares ('CCPS') of GMR Airport Limited ('GAL'), a subsidiary of the Group for an additional consideration of ₹ 3,560.00 crore from Private Equity Investors as per the settlement agreement entered during the year ended March 31, 2019. The said CCPS were converted into equity shares of an equivalent amount as per the investor agreements. The aforesaid additional settlement consideration of ₹ 3,560.00 crore paid to Private Equity Investors has been considered as recoverable and recognised as other financial assets based on proposed sale of such equity shares to the proposed investors as detailed in note 45(xvii) to the accompanying consolidated Ind AS financial statements. The transaction towards sale of such equity shares is subject to regulatory, other approvals and lenders consent and such approvals are pending as at March 31, 2019. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management not accounted for the aforesaid proposed sale transaction other equity would have been lower by ₹ 3,560.00 crore and other financial assets would have been lower by ₹ 3,560.00 crore with a consequential impact on segment assets of Airport sector as at March 31, 2019.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

As detailed in note 45(xii) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, The Group entered into a binding term sheet with Tata Group "Tata", Singapore's sovereign wealth fund, an affiliate of GIC, "GIC" and SSG Capital Management "SSG" ("Investors") whereby the investors will acquire equity stake in GMR Airports Limited's ('GAL') assets on a fully diluted basis for a consideration of ₹ 8,000 Crore through issuance of equity shares of GAL of ₹ 1,000 Crore and purchase of GAL's equity shares held by the Group of ₹ 7,000 Crore. The management is in the process of executing definitive agreement with investors for stake sale in GAL. Management has considered the aforesaid additional obligation as recoverable from the prospective investors and have recognized the same as a financial asset in its consolidated financial statements.

Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

4) As detailed in note 36(a) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, the tax authorities of Maldives have disputed certain transactions not considered by GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company, in the computation of business profit taxes and withholding tax and have issued notice of tax assessments together with the applicable fines and penalties. In the absence of comprehensive analysis on the above tax exposures, we are unable to determine whether any adjustments to provision for tax with consequential impact on reserves and surplus may be necessary to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

As detailed in note 36(a) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company entered into an agreement on June 28, 2010 with Maldives Airports Company Limited ('MACL') and Ministry of Finance and Treasury ('MoFT'), Republic of Maldives, for the Rehabilitation, Expansion, Modernization, Operation and Maintenance of Male International Airport ('MIA') for a period of 25 years ("the Concession Agreement"). On November 27, 2012, MACL and MoFT issued notices to GMIAL stating that the Concession Agreement was void ab initio and that neither MoFT nor MACL had authority under the laws of Maldives to enter into the agreement and MACL took over the possession and control of the MIA and GMIAL vacated the airport effective December 8, 2012. The matter was under arbitration. During the year ended March 31, 2017, the arbitration tribunal delivered its final award in favour of GMIAL. During the year ended March 31, 2018 , Maldives Inland Revenue Authority ('MIRA') has issued tax audit reports and notice of tax assessments demanding business profit tax amounting to USD 1.44 Crore, USD 0.29 Crore as the additional withholding tax excluding fines and penalties. During the year ended March 31, 2019, MIRA has issued additional demands of USD 0.21 Crore and USD 0.13 Crore on account of fines on business profit tax and withholding taxes respectively. However, management of the Group is of the view that the notice issued by MIRA is not tenable.

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

Accordingly, no adjustments have been made to the accompanying consolidated financial results of the Group for the quarter and year ended March 31, 2019. The statutory auditors of the GMAIL have qualified their Audit Report in this regard which has been continued by the auditor of GMR infrastructure Limited in their audit report on the consolidated financial statements.

Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

5) The Holding Company's internal financial control with regard to assessment of carrying value of investments in certain associates and joint ventures as more fully explained in note 8B(m)(iv) to these consolidated Ind AS financial statements were not operating effectively and could potentially result in the Group not providing for adjustments that may be required to be made to the carrying value of such investments.

Management's response to the Statutory Auditors' Qualification / Comment on the Company's Consolidated Financial statement

Qualification in the report on internal financial controls over financial reporting regarding assessment of carrying value of investments in certain joint ventures and associates – The Group has a robust system in place to assess the appropriateness of the carrying value of its investments, including testing for impairments. Management's view on the instant cases are explained in the para 2 above.

Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, your Company with reference to its EPC business is required to maintain the cost records as specified under sub-section 1 of section 148 of the Companies Act, 2013 and the said cost records are also required to be audited.

Your Company is maintaining all the cost records referred above and M/s. Rao, Murthy & Associates, Cost Auditors, have issued a cost audit report for FY 2018-19 which does not contain any qualification, reservation or adverse remark.

The Board, on the recommendation of the Audit Committee, has appointed M/s. Rao, Murthy & Associates, Cost Accountants, as cost auditors for conducting the audit of cost records of the Company for the FY 2019-20.

Accordingly, a resolution seeking members' ratification for the remuneration to M/s. Rao, Murthy & Associates, Cost Accountants is included in the Notice convening the ensuing AGM.

Secretarial Auditor

The Board has appointed M/s. V. Sreedharan & Associates, Company Secretaries, a firm of Company Secretaries in Practice, to conduct Secretarial Audit for the FY 2018-19. The Secretarial Audit Report, as prescribed under Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI LODR for the FY ended March 31, 2019 is annexed herewith as **Annexure 'D'** to this Report. The Board noted the observation in the secretarial audit report that an e-form (MGT-14) filed with the Registrar of Companies did not include the resolution for approving the annual financial statements of the company for the year ended March 31, 2018 and that it was an inadvertent omission. The Board further noted that appropriate measures are initiated to file the said resolution with the Registrar of Companies.

Further, the Secretarial Audit of material unlisted subsidiaries of the Company, as required under Regulation 24A of the SEBI LODR, has been done for the FY 2018-19 and there were no adverse remarks or disclaimers in the said reports of the material subsidiaries.

Secretarial Standards

The Company confirms compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Disclosures:

CSR Committee

The CSR Committee comprises of Mr. R.S.S.L.N. Bhaskarudu as Chairman, Mr. B.V.N. Rao and Mr. G.B.S. Raju as members.

Audit Committee

The Audit Committee comprises of Mr. N.C. Sarabeswaran as Chairman, Mr. S. Rajagopal, Mr. R.S.S.L.N. Bhaskarudu and Mrs. Vissa Siva Kameswari as members.

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

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

Vigil Mechanism

The Company has a vigil mechanism named Whistle Blower Policy, which provides a platform to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrong doing within the Company. The details of the Whistle Blower Policy is provided in the Corporate Governance Report and also hosted on the website of the Company.

Meetings of the Board

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

Particulars of Loans, Guarantees and Investments

Details of Loans/ Guarantees given and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given 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, the Extract of Annual Return as on March 31, 2019 in form MGT-9 is enclosed as **Annexure 'G'** to this report. Additionally, the said extract of MGT-9 as on March 31, 2019 and a copy of the Annual Return for the financial year 2017-18 has been placed on the Company website at https://investor.gmrgroup.in/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 'H'** 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. None of the employees listed in the said Annexure, other than the Chairman and Managing Director, is related to any Director of the Company.

Dividend Distribution Policy

The Board has adopted Dividend Distribution Policy in terms of Regulation 43A of the SEBI LODR. The Dividend Distribution Policy is provided as **Annexure 'I'** and is disclosed on the website of the Company at the link: https://investor.gmrgroup.in/policies.

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

There was no change in authorized, issued and paid-up share capital of the Company during the year under review.

The Company had issued 4 (Four) valid Unrated Unlisted Optionally Convertible Debentures (OCDs) having face value of ₹ 43,08,02,315/- each to Doosan Power Systems India Private Limited (Doosan) during the FY 2018-19. The said OCDs are redeemable in four equal quarterly instalments commencing from March 31, 2019.

The Company had also issued another four OCDs of ₹ 57,41,97,685/- each to Doosan during this period, however the same were subsequently withdrawn, in compliance with the SEBI interpretative letter.

Environmental 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 environmental protection and sustainability are described in Business Responsibility Report forming part of Annual Report.

Events subsequent to the date of financial statements

There are no material changes and commitments affecting financial position of the Company between March 31, 2019 and Board’s Report dated August 8, 2019 except as disclosed in note no. 55 in consolidated financial statements and in board's report for sale of stake in GCEL.

Change in the nature of business, if any

There is no change 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, 2019.

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.

The following is a summary of sexual harassment complaints received and disposed of during the FY ended March 31, 2019:

Number of complaints received	:	Nil
Number of complaints disposed off	:	Nil

Acknowledgements

Your Directors thank the lenders, banks, financial institutions, business associates, customers, 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 Infrastructure Limitd

Place: New Delhi — G.M. Rao
Date: August 8, 2019 — Chairman

ANNEXURE 'A' 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

(₹ in crore)

Sl. No.	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Invest-ments*	Turnover (Revenue from Opera-tions)	Profit before taxation	Provi-sion for taxation	Profit after tax-ation	Other comprehen-sive income (OCI)	Tax impact of OCI	Other compre-hensive income (Net)	Total com-prehensive income	Proposed dividend	Effective % of sharehold-ing ø	Turnover net of elimina-tions (Revenue from Oper-ations)	% perfor-mance of the Company to total revenue
1	GMR Krishnagiri SIR Limited #	April 01, 2018 - March 31, 2019	28.09.2007	INR	117.50	(2.47)	642.20	527.17	-	-	(2.70)	0.01	(2.71)	-	-	-	(2.71)	-	100.00%	-	0.00%
2	GMR Aviation Private Limited	April 01, 2018 - March 31, 2019	28.05.2007	INR	244.08	(109.79)	186.68	52.39	-	64.56	(3.71)	-	(3.71)	(0.01)	-	(0.01)	(3.72)	-	100.00%	28.89	0.38%
3	GMR SEZ & Port Holdings Limited	April 01, 2018 - March 31, 2019	31.03.2008	INR	47.99	147.40	680.05	484.66	100.00	0.16	(32.66)	-	(32.66)	(0.00)	-	(0.00)	(32.66)	-	100.00%	-	0.00%
4	Advika Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.27)	7.09	6.36	-	-	(0.14)	-	(0.14)	-	-	-	(0.14)	-	100.00%	-	0.00%
5	Aklima Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.19)	4.19	3.38	-	-	(0.08)	-	(0.08)	-	-	-	(0.08)	-	100.00%	-	0.00%
6	Amartya Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.18)	8.32	7.50	-	-	(0.06)	-	(0.06)	-	-	-	(0.06)	-	100.00%	-	0.00%
7	Baruni Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.10)	6.25	5.35	-	-	0.03	0.01	0.02	-	-	-	0.02	-	100.00%	-	0.00%
8	Bougainvillea Properties Private Limited #	April 01, 2018 - March 31, 2019	07.07.2009	INR	1.00	0.69	5.94	4.25	-	-	(0.01)	0.01	(0.02)	-	-	-	(0.02)	-	100.00%	-	0.00%
9	Camelia Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.60)	5.98	5.58	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
10	Deepesh Properties Private Limited #	April 01, 2018 - March 31, 2019	11.06.2010	INR	1.00	1.52	12.33	9.81	-	-	(0.07)	0.04	(0.11)	-	-	-	(0.11)	-	100.00%	-	0.00%
11	Eila Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.22)	8.68	7.90	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
12	Gerbera Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.44)	6.75	6.19	-	-	(0.02)	-	(0.02)	-	-	-	(0.02)	-	100.00%	-	0.00%
13	Lakshmi Priya Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.15)	7.11	6.26	-	-	(0.02)	-	(0.02)	-	-	-	(0.02)	-	100.00%	-	0.00%
14	Larkspur Properties Private Limited #	April 01, 2018 - March 31, 2019	01.02.2011	INR	1.00	0.47	6.37	4.90	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
15	Honeysuckle Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	0.12	9.68	8.56	-	-	(0.06)	-	(0.06)	-	-	-	(0.06)	-	100.00%	-	0.00%
16	Idika Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.21)	6.47	5.68	-	-	(0.03)	-	(0.03)	-	-	-	(0.03)	-	100.00%	-	0.00%
17	Krishnapriya Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.20)	6.55	5.75	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
18	Nadira Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	0.03	5.10	4.07	-	-	(0.02)	0.00	(0.03)	-	-	-	(0.03)	-	100.00%	-	0.00%

(₹ in crore)

Sl. No.	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Invest-ments*	Turnover (Revenue from Opera-tions)	Profit before taxation	Provi-sion for taxation	Profit after tax-ation	Other comprehen-sive income (OCI)	Tax impact of OCI	Other compre-hensive income (Net)	Total com-prehensive income	Proposed dividend	Effective % of sharehold-ing ø	Turnover net of elimina-tions (Revenue from Oper-ations)	% perfor-mance of the Company to total revenue
19	Prakalpa Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.22)	6.60	5.82	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
20	Purnachandra Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.27)	7.08	6.35	-	-	(0.01)	0.01	(0.02)	-	-	-	(0.02)	-	100.00%	-	0.00%
21	Padmapriya Properties Private Limited	April 01, 2018 - March 31, 2019	11.06.2010	INR	1.00	(0.39)	19.37	18.76	-	0.88	0.16	-	0.16	-	-	-	0.16	-	100.00%	-	0.00%
22	Pranesh Properties Private Limited #	April 01, 2018 - March 31, 2019	27.06.2011	INR	1.00	(0.16)	7.21	6.37	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
23	Radhapriya Properties Private Limited #	April 01, 2018 - March 31, 2019	01.11.2011	INR	1.00	(0.24)	16.56	15.80	-	-	(0.02)	-	(0.02)	-	-	-	(0.02)	-	100.00%	-	0.00%
24	Shreyadita Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.34)	5.84	5.18	-	-	(0.08)	0.03	(0.11)	-	-	-	(0.11)	-	100.00%	-	0.00%
25	Sreepa Properties Private Limited #	April 01, 2018 - March 31, 2019	31.03.2009	INR	1.00	(0.16)	5.40	4.56	-	-	(0.08)	-	(0.08)	-	-	-	(0.08)	-	100.00%	-	0.00%
26	Asteria Real Estates Private Limited #	April 01, 2018 - March 31, 2019	28.04.2012	INR	0.03	(0.21)	3.78	3.96	-	-	(0.05)	0.02	(0.07)	-	-	-	(0.07)	-	100.00%	-	0.00%
27	Lantana Properties Private Limited #	April 01, 2018 - March 31, 2019	28.08.2012	INR	0.01	(0.70)	9.38	10.07	-	-	(0.07)	-	(0.07)	-	-	-	(0.07)	-	100.00%	-	0.00%
28	Namitha Real Estates Private Limited #	April 01, 2018 - March 31, 2019	27.03.2014	INR	0.01	(1.60)	17.23	18.82	-	-	(0.23)	-	(0.23)	-	-	-	(0.23)	-	100.00%	-	0.00%
29	Honeyflower Estates Private Limited	April 01, 2018 - March 31, 2019	27.03.2014	INR	4.76	33.14	40.30	2.40	-	4.17	2.67	1.91	0.76	-	-	-	0.76	-	100.00%	-	0.00%
30	East Godavari Power Distribution Company Private Limited #	April 01, 2018 - March 31, 2019	15.07.2014	INR	0.02	(0.02)	-	-	-	-	(0.01)	-	(0.01)	-	-	-	(0.01)	-	100.00%	-	0.00%
31	Suzone Properties Private Limited #	April 01, 2018 - March 31, 2019	15.07.2014	INR	0.01	(2.44)	10.20	12.63	-	-	(0.46)	0.01	(0.47)	-	-	-	(0.47)	-	100.00%	-	0.00%
32	Lilliam Properties Private Limited #	April 01, 2018 - March 31, 2019	15.07.2014	INR	0.01	(1.81)	5.77	7.57	-	-	(0.29)	-	(0.29)	-	-	-	(0.29)	-	100.00%	-	0.00%
33	GMR Utilities Private Limited #	April 01, 2018 - March 31, 2019	08.12.2014	INR	0.02	(0.02)	0.01	0.01	-	-	-	-	-	-	-	-	-		100.00%	-	0.00%
34	GMR Corporate Affairs Private Limited	April 01, 2018 - March 31, 2019	22.12.2006	INR	5.00	(18.61)	58.02	71.63	30.51	0.24	(9.62)	(2.39)	(7.23)	-	-	-	(7.23)	-	100.00%	0.24	0.00%
35	GMR Hospitality and Retail Limited	April 01, 2018 - March 31, 2019	08.09.2008	INR	156.00	(134.90)	208.12	187.02	12.07	234.20	3.87	(0.02)	3.89	0.11	-	0.11	4.00	-	59.31%	228.97	3.03%
36	Kakinada SEZ Limited	April 01, 2018 - March 31, 2019	15.01.2011	INR	93.99	(12.44)	2,534.57	2,453.02	-	12.78	1.84	-	1.84	(0.02)	-	(0.02)	1.82	-	51.00%	12.78	0.17%
37	Dhruvi Securities Private Limited	April 01, 2018 - March 31, 2019	23.02.2010	INR	168.06	166.41	669.74	335.27	0.12	43.64	(4.69)	(1.31)	(3.38)	-	-	-	(3.38)	-	100.00%	21.80	0.29%
38	GMR Business Process and Services Private Limited	April 01, 2018 - March 31, 2019	19.08.2011	INR	0.01	(11.93)	16.47	28.39	11.07	0.50	(2.94)	-	(2.94)	-	-	-	(2.94)	-	100.00%	0.41	0.01%

(₹ in crore)

Sl. No.	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Invest-ments*	Turnover (Revenue from Opera-tions)	Profit before taxation	Provi-sion for taxation	Profit after tax-ation	Other comprehen-sive income (OCI)	Tax impact of OCI	Other compre-hensive income (Net)	Total com-prehensive income	Proposed dividend	Effective % of sharehold-ing ø	Turnover net of elimina-tions (Revenue from Oper-ations)	% perfor-mance of the Company to total revenue
39	GMR Airport Developers Limited	April 01, 2018 - March 31, 2019	22.01.2011	INR	10.20	39.82	138.82	88.80	-	143.57	5.01	0.76	4.25	(0.38)	-	(0.38)	3.87	-	94.14%	10.91	0.14%
40	Raxa Security Services Limited	April 01, 2018 - March 31, 2019	20.10.2015	INR	36.44	19.89	323.94	267.61	5.01	162.20	8.43	1.17	7.26	(1.36)	-	(1.36)	5.90	-	100.00%	89.87	1.19%
41	GMR Hyderabad International Airport Limited	April 01, 2018 - March 31, 2019	29.10.2003	INR	378.00	1,287.81	5,417.03	3,751.22	461.81	1,452.26	772.60	39.85	732.75	33.34	17.04	16.30	749.05	-	59.31%	1,368.66	18.09%
42	Hyderabad Airport Security Services Limited ****	April 01, 2018 - March 31, 2019	20.07.2007	INR	12.50	0.72	13.36	0.14	0.36	-	0.00	-	0.00	-	-	-	0.00	-	59.31%	-	0.00%
43	GMR Aerostructure Services Limited #	April 01, 2018 - March 31, 2019	18.07.2007	INR	0.05	(76.77)	709.90	786.62	-	-	(53.32)	-	(53.32)	-	-	-	(53.32)	-	100.00%	-	0.00%
44	GMR Hyderabad Aerotropolis Limited	April 01, 2018 - March 31, 2019	18.07.2007	INR	57.50	(10.56)	142.78	95.84	1.21	9.65	(2.00)	1.89	(3.89)	-	-	-	(3.89)	-	59.31%	0.03	0.00%
45	GMR Hyderabad Air Cargo and Logistics Private Limited (formerly known as Hyderabad Menzies Air Cargo Private Limited) (GHACLPL)****	April 01, 2018 - March 31, 2019	07.02.2007	INR	19.04	86.50	137.60	32.06	3.02	98.57	14.30	5.50	8.80	(0.32)	(0.10)	(0.22)	8.58	-	59.31%	95.79	1.27%
46	GMR Hyderabad Aviation SEZ Limited	April 01, 2018 - March 31, 2019	04.12.2007	INR	51.60	0.09	161.16	109.47	4.41	11.99	(3.24)	0.50	(3.74)	-	-	-	(3.74)	-	59.31%	6.42	0.08%
47	Gateways for India Airports Private Limited	April 01, 2018 - March 31, 2019	12.01.2005	INR	0.01	2.51	3.28	0.76	-	0.25	0.13	0.04	0.09	-	-	-	0.09	-	86.49%	-	0.00%
48	Delhi International Airport Limited	April 01, 2018 - March 31, 2019	19.04.2006	INR	2,450.00	268.04	11,727.86	9,009.82	1,455.41	3,262.65	(226.87)	(115.10)	(111.77)	(15.59)	(5.46)	(10.13)	(121.90)	-	60.25%	3,224.75	42.63%
49	Delhi Aerotropolis Private Limited #	April 01, 2018 - March 31, 2019	22.05.2007	INR	0.10	(0.16)	-	0.06	-	-	-	-	-	-	-	-	-	-	60.25%	-	0.00%
50	Delhi Airport Parking Services Private Limited	April 01, 2018 - March 31, 2019	03.03.2010	INR	81.44	9.88	212.06	120.74	11.74	149.53	31.12	10.52	20.60	0.03	0.01	0.02	20.62	-	67.81%	149.54	1.98%
51	GMR Hyderabad Airport Power Distribution Limited #	April 01, 2018 - March 31, 2019	18.09.2012	INR	0.05	(0.03)	0.03	0.01	-	-	-	-	-	-	-	-	-	-	59.31%	-	0.00%
52	GMR Aero Technic Limited	April 01, 2018 - March 31, 2019	12.12.2014	INR	25.00	(270.57)	122.50	368.07	-	0.12	(11.47)	(6.25)	(5.22)	(0.23)	-	(0.23)	(5.45)	-	59.31%	153.52	2.03%
53	GMR Aerospace Engineering Company Limited	April 01, 2018 - March 31, 2019	12.12.2014	INR	338.40	(3.99)	464.85	130.44	-	20.27	(0.50)	-	(0.50)	-	-	-	(0.50)	-	59.31%	0.00	0.00%
54	GMR Airports Limited	April 01, 2018 - March 31, 2019	31.03.2009	INR	1,328.39	901.75	4,540.83	2,310.69	84.32	282.87	(144.46)	(69.66)	(74.80)	(0.56)	(0.16)	(0.40)	(75.20)	-	94.14%	91.21	1.21%
55	Asia Pacific Flight Training Academy Limited***	April 01, 2018 - February 28, 2019	09.10.2017	INR	-	-	-	-	-	5.80	2.12	-	2.12	0.01	-	0.01	2.12	-	0.00%	5.80	0.08%
56	GMR Power Corporation Limited	April 01, 2018 - March 31, 2019	30.03.2004	INR	247.50	25.59	878.34	605.25	-	-	0.91	0.00	0.91	0.01	-	0.01	0.92	-	51.00%	-	0.00%
57	GMR Energy Trading Limited	April 01, 2018 - March 31, 2019	09.03.2010	INR	74.00	(14.36)	923.69	864.05	-	375.18	(5.70)	0.17	(5.87)	-	-	-	(5.87)	-	90.83%	350.99	4.64%

(₹ in crore)

Sl. No.	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Invest-ments*	Turnover (Revenue from Opera-tions)	Profit before taxation	Provi-sion for taxation	Profit after tax-ation	Other comprehen-sive income (OCI)	Tax impact of OCI	Other compre-hensive income (Net)	Total com-prehensive income	Proposed dividend	Effective % of sharehold-ing ø	Turnover net of elimina-tions (Revenue from Oper-ations)	% perfor-mance of the Company to total revenue
58	GMR Coastal Energy Private Limited #	April 01, 2018 - March 31, 2019	24.07.2008	INR	0.01	(0.18)	3.08	3.25	-	-	(0.02)	0.01	(0.03)	-	-	-	(0.03)	-	100.00%	-	0.00%
59	GMR Londa Hydro Power Private Limited #	April 01, 2018 - March 31, 2019	11.11.2008	INR	0.01	(73.66)	3.10	76.75	-	-	(62.91)	-	(62.91)	-	-	-	(62.91)	-	100.00%	-	0.00%
60	GMR Kakinada Energy Private Limited #	April 01, 2018 - March 31, 2019	02.06.2010	INR	0.01	(0.13)	0.78	0.90	-	-	(0.03)	-	(0.03)	-	-	-	(0.03)	-	100.00%	-	0.00%
61	SJK Powergen Limited #	April 01, 2018 - March 31, 2019	14.12.2009	INR	0.50	(323.40)	522.55	845.45	-	-	(116.64)	-	(116.64)	-	-	-	(116.64)	-	70.00%	-	0.00%
62	GMR Genco Assets Limited #	April 01, 2018 - March 31, 2019	22.07.2010	INR	0.05	(0.80)	19.31	20.06	-	-	(0.13)	0.18	(0.31)	-	-	-	(0.31)	-	100.00%	-	0.00%
63	GMR Generation Assets Limited	April 01, 2018 - March 31, 2019	03.12.2010	INR	6,323.25	(6,162.72)	2,226.52	2,065.99	-	1.58	(856.83)	(12.80)	(844.03)	-	-	-	(844.03)	-	100.00%	1.58	0.02%
64	GMR Power Infra Limited	April 01, 2018 - March 31, 2019	25.02.2011	INR	1.70	(6.57)	15.81	20.68	-	0.89	(1.35)	-	(1.35)	-	-	-	(1.35)	-	100.00%	0.82	0.01%
65	GMR Tambaram Tindivanam Expressways Private Limited	April 01, 2018 - March 31, 2019	16.05.2002	INR	1.00	232.87	477.57	243.70	-	55.52	20.77	4.40	16.37	0.03	-	0.03	16.40	-	86.77%	30.80	0.41%
66	GMR Tuni Anakapalli Expressways Private Limited	April 01, 2018 - March 31, 2019	16.05.2002	INR	1.00	125.21	268.54	142.33	-	36.02	15.94	3.60	12.34	0.32	-	0.32	12.66	-	86.77%	26.84	0.35%
67	GMR Ambala Chandigarh Expressways Private Limited	April 01, 2018 - March 31, 2019	09.09.2005	INR	98.24	(250.09)	410.14	561.99	-	56.73	(53.62)	-	(53.62)	(0.01)	-	(0.01)	(53.63)	-	100.00%	56.73	0.75%
68	GMR Pochanpalli Expressways Limited	April 01, 2018 - March 31, 2019	18.11.2005	INR	138.00	80.44	742.36	523.92	40.16	56.37	8.82	3.23	5.59	0.17	-	0.17	5.76	-	100.00%	56.37	0.75%
69	GMR Highways Limited	April 01, 2018 - March 31, 2019	08.01.2009	INR	2,052.93	(959.97)	2,159.36	1,066.40	0.64	104.91	(30.84)	-	(30.84)	0.22	-	0.22	(30.62)	-	100.00%	(0.00)	0.00%
70	GMR Hyderabad Vijayawada Expressways Private Limited	April 01, 2018 - March 31, 2019	31.07.2009	INR	5.00	(457.33)	2,083.98	2,536.31	-	296.53	(112.81)	-	(112.81)	0.01	-	0.01	(112.80)	-	90.00%	296.53	3.92%
71	GMR Chennai Outer Ring Road Private Limited	April 01, 2018 - March 31, 2019	26.03.2010	INR	30.00	36.93	817.66	750.73	-	105.11	(5.30)	-	(5.30)	(0.02)	-	(0.02)	(5.32)	-	90.00%	103.24	1.36%
72	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	April 01, 2018 - March 31, 2019	24.11.2011	INR	140.00	0.75	267.38	126.63	-	-	25.11	7.74	17.37	-	-	-	17.37	-	100.00%	-	0.00%
73	GMR Infrastructure (Global) Limited (a)	April 01, 2018 - December 31, 2018	28.05..2008	USD	955.44	65.36	1,022.18	1.38	-	-	(0.01)	-	(0.01)	4.16	-	4.16	4.15	-	100.00%	-	0.00%
74	GMR Infrastructure (Cyprus) Limited (a)	April 01, 2018 - December 31, 2018	19.11.2007	USD	0.06	(21.31)	140.88	162.13	-	-	3.81	1.23	2.58	(58.29)	-	(58.29)	(55.71)	-	100.00%	-	0.00%
75	GMR Energy (Global) Limited (a)	April 01, 2018 - December 31, 2018	27.05.2008	USD	1,021.87	(1,022.07)	0.09	0.29	-	-	(0.07)	-	(0.07)	(64.96)	-	(64.96)	(65.03)	-	100.00%	-	0.00%
76	GMR Infrastructure Overseas Limited, Malta (b)	April 01, 2018 - December 31, 2018	27.03.2013	EURO	0.02	41.44	41.66	0.20	-	-	(693.76)	-	(693.76)	2.62	-	2.62	(691.14)	-	100.00%	-	0.00%
77	GMR Infrastructure (Mauritius) Limited (a)	April 01, 2018 - December 31, 2018	18.12.2007	USD	2,236.64	(1,474.04)	1,371.91	609.31	160.31	-	(77.94)	0.80	(78.74)	9.11	-	9.11	(69.63)	-	100.00%	-	0.00%

(₹ in crore)

Sl. No.	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Invest-ments*	Turnover (Revenue from Opera-tions)	Profit before taxation	Provi-sion for taxation	Profit after tax-ation	Other comprehen-sive income (OCI)	Tax impact of OCI	Other compre-hensive income (Net)	Total com-prehensive income	Proposed dividend	Effective % of sharehold-ing ø	Turnover net of elimina-tions (Revenue from Oper-ations)	% perfor-mance of the Company to total revenue
78	GMR Infrastructure (UK) Limited (c)	April 01, 2018 - December 31, 2018	03.03.2008	GBP	44.62	(43.27)	3.99	2.64	-	-	(3.03)	-	(3.03)	5.31	-	5.31	2.28	-	100.00%	-	0.00%
79	GADL (Mauritius) Limited (a)	April 01, 2018 - December 31, 2018	22.01.2011	USD	1.15	(1.19)	0.01	0.05	-	-	(0.09)	-	(0.09)	(0.07)	-	(0.07)	(0.16)	-	94.14%	-	0.00%
80	GADL International Limited (e)	January 01, 2018 - December 31, 2018	22.01.2011	USD	0.17	(16.63)	16.53	32.99	0.72	-	1.24	-	1.24	(1.25)	-	(1.25)	(0.01)	-	94.14%	-	0.00%
81	GMR Infrastructure (Overseas) Limited (a)	April 01, 2018 - December 31, 2018	23.06.2010	USD	0.00	(1,386.49)	303.98	1,690.47	-	-	(1,734.38)	1.55	(1,735.93)	(9.87)	-	(9.87)	(1,745.80)	-	100.00%	-	0.00%
82	GMR Male International Airport Private Limited (e)	January 01, 2018 - December 31, 2018	09.08.2010	USD	209.67	459.24	674.02	5.11	-	-	(13.34)	-	(13.34)	33.43	-	33.43	20.09	-	76.87%	-	0.00%
83	GMR Energy(Cyprus) Limited (a)	April 01, 2018 - December 31, 2018	26.08.2008	USD	0.03	(131.95)	244.89	376.81	-	-	(55.20)	-	(55.20)	(9.79)	-	(9.79)	(64.99)	-	100.00%	-	0.00%
84	GMR Energy (Netherlands) B.V.(a)	April 01, 2018 - December 31, 2018	27.10.2008	USD	0.15	243.30	338.75	95.30	-	-	(36.74)	-	(36.74)	(6.31)	-	(6.31)	(43.05)	-	100.00%	-	0.00%
85	PT Unsoco ('c) # ^	April 01, 2018 - August 31, 2018	04.08.2009	INR	-	-	-	-	-	42.78	(2.89)	(0.01)	(2.88)	(3.37)	-	(3.37)	(6.25)	-	100.00%	-	-
86	PT Dwikarya Sejati Utama (a) # ^	April 01, 2018 - August 31, 2018	24.02.2009	USD																	
87	PT Duta Sarana Internusa (a) # ^	April 01, 2018 - August 31, 2018	24.02.2009	USD																	
88	PT Barasentosa Lestari (a) # ^	April 01, 2018 - August 31, 2018	24.02.2009	USD																	
89	GMR Infrastructure Singapore Pte Limited (a)	April 01, 2018 - December 31, 2018	10-02-2009	USD	383.69	1,114.36	2,041.11	543.06	4.50	340.56	857.18	0.15	857.03	27.43	-	27.43	884.46	-	100.00%	239.68	3.17%
90	GMR Energy Projects (Mauritius) Limited (b)	April 01, 2018 - December 31, 2018	23.12.2010	USD	0.07	(1,611.41)	393.99	2,005.33	-	-	(407.47)	-	(407.47)	(78.72)	-	(78.72)	(486.19)	-	100.00%	-	0.00%
91	GMR Coal resources Pte Ltd (b)	April 01, 2018 - December 31, 2018	04.06.2010	INR	702.42	(896.00)	3,550.75	3,744.33	-	-	(52.05)	12.37	(64.42)	(53.16)	-	(53.16)	(117.58)	-	100.00%	-	0.00%
92	GMR Airports (Mauritius) Limited (a)	April 01, 2018 - December 31, 2018	21.01.2013	USD	1.05	2.19	3.29	0.05	-	-	(0.33)	-	(0.33)	0.16	-	0.16	(0.17)	-	94.14%	-	0.00%
93	Indo Tausch Trading DMCC (a) #	January 01, 2018 - December 31, 2018	20.03.2016	USD	1.92	(0.84)	1.10	0.02	-	-	(0.26)	-	(0.26)	(0.05)	-	(0.05)	(0.31)	-	100.00%	-	0.00%
94	Kakinada Gateway Port Limited #	April 01, 2018 - March 31, 2019	13.07.2016	INR	0.01	154.00	573.27	419.26	-	-	-	-	-	-	-	-	-	-	51.00%	-	0.00%
95	GMR SEZ Infra Services Limited #	April 01, 2018 - March 31, 2019	20.05.2016	INR	0.05	1,888.28	3,720.56	1,832.23	-	-	(171.71)	0.00	(171.71)	-	-	-	(171.71)	-	100.00%	-	0.00%

(₹ in crore)

Sl. No.	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Invest-ments*	Turnover (Revenue from Opera-tions)	Profit before taxation	Provi-sion for taxation	Profit after tax-ation	Other comprehen-sive income (OCI)	Tax impact of OCI	Other compre-hensive income (Net)	Total com-prehensive income	Proposed dividend	Effective % of sharehold-ing ø	Turnover net of elimina-tions (Revenue from Oper-ations)	% perfor-mance of the Company to total revenue
96	GMR Infra Developers Limited	April 01, 2018 - March 31, 2019	28.02.2017	INR	0.05	2,059.98	2,060.08	0.05	-	0.01	(0.02)	-	(0.02)	-	-	-	(0.02)	-	100.00%	0.01	0.00%
97	GMR Logistics Park Private Limited #	December 20, 2018 - March 31, 2019	20.12.2018	INR	0.01	(0.06)	0.01	0.06	-	-	(0.06)	-	(0.06)	-	-	-	(0.06)	-	59.31%	-	0.00%
98	GMR Airports International B.V	May 28, 2018 - December 31, 2018	28.05.2018	USD	0.01	(21.62)	1,687.62	1,709.23	-	-	(27.98)	-	(27.98)	-	-	-	(27.98)	-	94.14%	-	0.00%
99	Megawide - GISPL Construction Joint Venture** (d)	January 01, 2018 - December 31, 2018	01.04.2017	PHP	0.60	26.78	89.84	62.46	-	168.41	26.20	-	26.20	0.88	-	0.88	27.08	-	50.00%	168.41	2.23%
100	GMR Goa International Airport Limited	April 01, 2018 - March 31, 2019	14.10.2016	INR	114.00	2.50	277.31	160.81	17.89	-	(0.70)	1.51	(2.21)	-	-	-	(2.21)	-	94.13%	-	0.00%

Notes:

1. ø Percentage of effective shareholding provided in Section III of Annexure - G to the Board's Report.
2. 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.
3. * Investments except investment in Group entities (Subsidiaries / Joint ventures / Associates).
4. ** MGCJV is jointly controlled operation (JCO) consolidated on proportionate basis w.e.f 1st April 2017.
5. *** Indicates entities sold during the year.
6. **** indicates companies under liquidation/merger.
7. ^ became JV w.e.f. August 31, 2018 on account of stake sale by Group.
8. 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	69.43	69.78
Euro	b	81.13	79.99
GBP	c	91.59	89.06
PHP	d	1.31	1.33
USD@	e	68.33	69.78

9. # indicates the names of subsidiaries which are yet to commence operations
10. @ Rates as at December 31, 2018
11. Name of Subsidiaries which have been liquidated or sold during the year:
    (a) Asia Pacific Flight Training Academy Limited

Part "B": Associates and Joint Ventures

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

Sl. 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	Networth 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 Associates/Joint Venture (₹ in crore)	ø Extend of Holding %				Considered in Consolidation	Not considered in Consolidation	Considered in Consolidation	Not considered in Consolidation
	Associates												
1	GMR Chhattisgarh Energy Limited	March 31, 2019	21.02.2017	272.05	3,368.00	47.62%	Company holds investment which by share ownership is deemed to be an associate company	NA	(0.00)	(515.75)	-	0.08	-
2	GMR Rajahmundry Energy Limited	March 31, 2019	12.05.2016	115.70	1,157.00	45.00%		NA	-	31.97	-	0.03	-
3	GMR Mining & Energy Private Limited #	March 31, 2019	21.02.2017	0.01	0.02	68.57%		NA	(0.74)	(0.02)	-	-	-
4	GMR OSE Hungund Hospet Private Limited	March 31, 2019	23.03.2016	8.28	82.82	36.01%		No beneficial ownership	-	-	-	-	-
5	East Delhi Waste Processing Company Private Limited	March 31, 2019	23.10.2013	0.00	0.01	48.99%			-	-	-	-	-
6	Celebi Delhi Cargo Terminal Management India Private Limited	March 31, 2019	24.08.2009	2.91	29.12	15.66%		NA	57.99	5.78	-	(0.03)	-
7	Travel Food Services (Delhi T3) Private Limited	March 31, 2019	23.06.2010	0.56	5.60	24.10%		NA	5.96	1.53	-	0.02	-
8	TIM Delhi Airport Advertisement Private Limited	March 31, 2019	09.07.2010	0.92	9.22	30.06%		NA	39.47	13.13	-	0.05	-
9	DIGI Yatra Foundation*	March 31, 2019	20.02.2019	0.00	-	22.29%		NA	0.00	-		-	
	Joint Ventures												
1	GMR Energy Limited^	March 31, 2019	04.11.2016	186.59	5,369.98	51.73%	NA	NA	3,087.96	(1.01)	-	(0.21)	-
2	GMR Vemagiri Power Generation Limited	March 31, 2019	04.11.2016	27.45	295.90	51.73%	NA	NA		NA	-	NA	-
3	GMR (Badrinath) Hydro Power Generation Private Limited #	March 31, 2019	04.11.2016	0.50	5.00	51.73%	NA	NA		NA	-	NA	-
4	GMR Maharashtra Energy Limited #	March 31, 2019	04.11.2016	0.01	0.05	51.73%	NA	NA		NA	-	NA	-
5	GMR Consulting Services Limited	March 31, 2019	04.11.2016	0.01	0.05	51.73%	NA	NA		NA	-	NA	-
6	GMR Bajoli Holi Hydro Power Private Limited #	March 31, 2019	04.11.2016	51.94	519.43	53.51%	NA	NA		NA	-	NA	-
7	GMR Warora Energy Limited (formerly EMCO Energy Limited)	March 31, 2019	04.11.2016	87.00	998.75	51.73%	NA	NA		NA	-	NA	-
8	GMR Bundelkhand Energy Private Limited #	March 31, 2019	04.11.2016	0.00	0.01	51.73%	NA	NA		NA	-	NA	-
9	GMR Rajam Solar Power Private Limited (GRSPPL)	March 31, 2019	04.11.2016	0.00	0.01	51.73%	NA	NA		NA	-	NA	-
10	GMR Gujarat Solar Power Limited	March 31, 2019	04.11.2016	7.36	73.60	51.73%	NA	NA		NA	-	NA	-
11	GMR Indo-Nepal Energy Links Limited #	March 31, 2019	04.11.2016	0.01	0.05	51.73%	NA	NA		NA	-	NA	-
12	GMR Indo-Nepal Power Corridors Limited #	March 31, 2019	04.11.2016	0.01	0.05	51.73%	NA	NA		NA	-	NA	-
13	GMR Energy (Mauritius) Limited (b)	December 31, 2018	04.11.2016	0.00	-	54.14%	NA	NA		NA	-	NA	-
14	GMR Lion Energy Limited(b)	December 31, 2018	04.11.2016	0.29	20.52	54.14%	NA	NA		NA	-	NA	-
15	Himtal Hydro Power Company Private Limited (a) # **	March 31, 2019	04.11.2016	0.16	31.79	1.55%	NA	NA		NA	-	NA	-
16	GMR Upper Karnali Hydro Power Limited (a) #	March 31, 2019	04.11.2016	0.11	1.01	39.52%	NA	NA		NA	-	NA	-

Sl. 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	Networth 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 Associates/Joint Venture (₹ in crore)	ø Extend of Holding %				Consid-ered in Consolida-tion	Not considered in Consoli-dation	Consid-ered in Consolida-tion	Not considered in Consoli-dation
17	Karnali Transmission Company Private Limited (a) #	March 31, 2019	04.11.2016	0.00	0.29	54.14%	NA	NA		NA	-	NA	-
18	Marsyangdi Transmission Co. Pvt. Limited (a) #	March 31, 2019	04.11.2016	0.00	-	54.14%	NA	NA		NA	-	NA	-
19	GMR Kamalanga Energy Limited	March 31, 2019	28.12.2007	187.84	1,887.67	45.22%	NA	NA		NA	-	NA	-
20	Rampia Coal Mine and Energy Private Limited	March 31, 2019	19.02.2008	2.43	2.44	9.00%	NA	NA		NA	-	-	-
21	GMR Tenaga Operations and Maintenance Private Limited	March 31, 2019	09.04.2018	0.00	0.03	25.87%	NA	NA		NA	-	-	-
22	Delhi Aviation Services Private Limited	March 31, 2019	30.07.2010	1.25	12.50	30.12%	NA	NA	20.57	4.04	-	(0.00)	-
23	Delhi Aviation Fuel Facility Private Limited	March 31, 2019	08.01.2010	4.26	42.64	15.66%	NA	NA	63.98	12.81	-	(0.00)	-
24	WAISL Limited	March 31, 2019	29.01.2010	0.13	1.30	15.66%	NA	NA	4.78	3.35	-	0.00	-
25	Delhi Duty Free Services Private Limited	March 31, 2019	07.06.2013	5.35	135.16	46.10%	NA	NA	300.16	91.94	-	(0.12)	-
26	Laqshya Hyderabad Airport Media Private Limited	March 31, 2019	14.05.2011	0.98	9.80	29.06%	NA	NA	18.21	3.75	-	(0.02)	-
27	GMR Megawide Cebu Airport Corporation	December 31, 2018	13.01.2014	202.70	297.92	37.66%	NA	NA	466.60	48.83	-	0.16	-
28	Heraklion Crete International Airport Society Anonyme*	December 31, 2018	12.02.2019	0.05	4.04	9.41%	NA	NA	4.04	-	-	-	-
29	Mactan Travel Retail Group Co.	December 31, 2018	21.03.2018	0.70	0.02	23.54%	NA	NA	1.18	(0.18)	-	-	-
30	SSP-Mactan Cebu Corporation	December 31, 2018	13.03.2018	0.70	0.02	23.54%	NA	NA	1.68	0.32	-	-	-
31	Megawide GISPL Construction Joint Venture Inc. (MGCJV Inc.)*	December 31, 2018	31.01.2018	8.10	10.80	45.00%	NA	NA	20.55	9.59	-	-	-
32	Limak GMR Construction JV	December 31, 2018	25.03.2008	-	0.10	50.00%	NA	NA	(0.23)	0.54	-	-	-
33	PT Golden Energy Mines Tbk	December 31, 2018	17.11.2011			30.00%							
34	PT Roundhill Capital Indonesia	December 31, 2018	17.11.2011			29.70%							
35	PT Borneo Indobara	December 31, 2018	17.11.2011			29.43%							
36	PT Kuansing Inti Makmur	December 31, 2018	17.11.2011			30.00%							
37	PT Karya Cemerlang Persada	December 31, 2018	17.11.2011			30.00%							
38	PT Bungo Bara Utama	December 31, 2018	17.11.2011			30.00%							
39	PT Bara Harmonis Batang Asam	December 31, 2018	17.11.2011	176.47	3,537.04	30.00%	NA	NA	3,443.26	202.46	-	(0.11)	-
40	PT Berkat Nusantara Permai	December 31, 2018	17.11.2011			30.00%							
41	PT Tanjung Belit Bara Utama	December 31, 2018	17.11.2011			30.00%							
42	PT Trisula Kencana Sakti	December 31, 2018	17.11.2011			21.00%							
43	PT Era Mitra Selaras	December 31, 2018	20.09.2016			30.00%							
44	PT Wahana Rimba	December 31, 2018	20.09.2016			30.00%							
45	PT Berkat Satria Abadi	December 31, 2018	20.09.2016			30.00%							

Sl. 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	Networth 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 Associates/Joint Venture (₹ in crore)	ø Extend of Holding %				Consid-ered in Consolida-tion	Not considered in Consoli-dation	Consid-ered in Consolida-tion	Not considered in Consoli-dation
46	PT Gems Energy Indonesia	December 31, 2018	19.03.2015			30.00%							
47	GEMS Trading Resources Pte Limited	December 31, 2018	13.07.2012			30.00%							
48	Shanghai Jingguang Energy Co. Ltd**	December 31, 2018	09.04.2015			NA							
49	PT Karya Mining Solution (formerly known as PT Bumi Anugerah Semesta)	December 31, 2018	24.07.2013			30.00%							
50	PT Kuansing Inti Sejahtera (KIS)	December 31, 2018	22.11.2017			30.00%							
51	PT Bungo Bara Makmur (BBM)	December 31, 2018	22.11.2017			30.00%							
52	PT Dwikarya Sejati Utma ***	December 31, 2018	1.09.2018			30.00%							
53	PT Unsoco ***	December 31, 2018	1.09.2018			30.00%							
54	PT Barasentosa Lestari ***	December 31, 2018	1.09.2018			30.00%							
55	PT Duta Sarana Internusa ***	December 31, 2018	1.09.2018			30.00%							

Notes:

ø Percentage of effective shareholding provided in Section III of Annexure - G to the Board's Report.

^ 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 not been considered for effective holding.

# indicates the names of Joint ventures /Associates which are yet to commence operations

* Acquired during the year

** Disposed off during the year

*** became JV w.e.f. September 1, 2018 on account of stake sale by Group.

Name of Joint Ventures/ Associates which have been liquidated or sold during the year:

(a) Himtal Hydro Power Company Private Limited

(b) Shanghai Jingguang Energy Co. Ltd.

For and on behalf of the Board of Directors of
GMR Infrastructure Limited

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & CEO
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: August 8, 2019

ANNEXURE 'B' TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   CSR Policy of the Company is stated herein below.

   Weblink: https://investor.gmrgroup.in/policies

2. **The Composition of the CSR Committee:**

Mr. R.S.S.L.N. Bhaskarudu	-	Chairman (Independent Director)
Mr. B.V.N. Rao	-	Member (Group Director)
Mr. G.B.S. Raju	-	Member (Group Director)

3. **Average net profit/ loss of the Company for last three financial years:**

   Average net loss : ₹ 71 Crore

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):**

   Not applicable in view of losses.

5. **Details of CSR spent during the financial year:**

   (a) Total amount spent for the financial year:

   Nil

   (b) Amount unspent, if any:

   N.A.

   (c) Manner in which the amount spent during the financial year is detailed below:

   N.A.

6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's report:**

   Due to non-availability of profits the Company was not required to spend any amount on CSR activities during the financial year 2018-19.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:**

   The implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company.

R.S.S.L.N. Bhaskarudu
Chairman, CSR Committee

Grandhi Kiran Kumar
Managing Director & CEO

Corporate Social Responsibility (CSR) Policy

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

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

CSR Policy for GMR Infrastructure Limited

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 infrastructure Limited has presence)*, herein after referred to as the **CSR Policy**:

i) Education:

- Support for promotion of education of all kinds (school education, technical, higher, vocational and adult education), to all ages and in various forms, with a focus on vulnerable and under-privileged;
- Education for girl child and the under-privileged by providing appropriate infrastructure and groom them as future citizens and contributing members of society;

ii) Health, Hygiene and Sanitation:

- Ambulance services, mobile medical units, health awareness programmes and camps, medical check-ups, HIV/AIDS awareness initiatives, health care facilities and services, sanitation facilities;
- Eradicating hunger, poverty and malnutrition, promotion of preventive health care and sanitation , and making available safe drinking water;
- Reducing child mortality and improving maternal health;

iii) Empowerment & Livelihoods:

- Employment enhancing vocational skills training, marketing support and other initiatives for youth, women, elderly, rural population and the differently-abled, and livelihood enhancement projects;
- Promoting gender equality, empowering women, working for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Assist in skill development by providing direction and technical expertise for empowerment;

iv) Community Development:

- Encouraging youth and children to form clubs and participate in community development activities such as like cleanliness drives, plantation drives etc.;

v) Environmental Sustainability:

- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;

vi) Heritage and Culture:

- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

vii) Measures for the benefit of armed forces veterans, war widows and their dependents;

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;

Explanation: 'Slum Area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

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.

The expenditure incurred for the following activities shall not be treated as CSR activity by the Company:-

- Activities undertaken in pursuance of the normal course of business;
- Activities undertaken outside India;
- Activities that benefit exclusively the employees of the company or their family members;
- One-off events such as marathons/ awards/ charitable contribution/ advertisement/ sponsorships of TV programmes etc;

Expenses incurred by companies for the fulfillment of any Act/ Statute of regulations (such as Labour Laws, Land Acquisition Act etc.)

Further, the surplus arising out of the CSR activity shall not form part of business profit of the Company.

Monitoring and Reporting:

The Company will monitor the implementation of CSR activities at various areas and report to the Board through the CSR Committee.

The CSR Committee shall meet at least once in a year to monitor the implementation of CSR Plan and its activities.

The Company shall ensure that the CSR Policy, as amended from time to time, is displayed on the Company's website.

The Board shall include in its report to the shareholders, the annual report on CSR activities as per the format specified under the Rules.

AMENDMENT

Any amendment or modification in the Companies Act, 2013, Listing Regulations and any other applicable regulations relating to the CSR Policy shall automatically be applicable to the Company.

ANNEXURE 'C' TO THE BOARD'S REPORT

Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management

1. INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 (Listing Regulations), the Board of Directors of every listed Company shall constitute a Nomination and Remuneration Committee. The Company has constituted a Nomination and Remuneration Committee as required by the Listing Agreement entered into with the Stock Exchanges and the Companies Act, 2013.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Listing Regulations.

This Policy shall come into effect and shall supersede the existing Nomination and Remuneration Policy with effect from April 1, 2019.

1.1. Purpose of the Policy

The Key Objectives of the Committee are:

(a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

(b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

(c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

The Policy ensures that:

(a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

(b) Relationship of remuneration to performance is clear and meets appropriate performance benchmark; and

(c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

1.2. Definitions

1.2.1. **"Board"** means the Board of Directors of the Company.

1.2.2. **"Company"** means "GMR Infrastructure Limited."

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

1.2.4. **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of Listing Regulations.

1.2.5. **"Key Managerial Personnel"** or **"KMP"** means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder.

(As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:

(i) Managing Director or Chief Executive Officer or the Manager and in their absence a whole-time Director;

(ii) Company Secretary; and

(iii) Chief Financial Officer.)

1.2.6. **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Regulation 19 of the Listing Regulations.

1.2.7. **"Policy or This Policy"** means, "Nomination and Remuneration Policy."

1.2.8. **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

1.2.9. **"Senior Management"** means personnel/ officers of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

1.3. Interpretation

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

(i) The Companies Act, 2013 or the rules framed thereon;

(ii) SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015;

(iii) Securities Contracts (Regulation) Act, 1956;

(iv) Securities and Exchange Board of India Act, 1992;

(v) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;

(vi) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(vii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2. NOMINATION AND REMUNERATION COMMITTEE

2.1. Role of the Committee

(a) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

(b) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;

(c) Specify the manner for effective evaluation of performance of Independent Directors, the Board and its committees and other individual directors and further review its implementation and compliance;

(d) Devising a policy on Board diversity;

(e) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;

(f) All information about the Directors / Managing Directors / Whole time Directors / Key Managerial Personnel i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders, where required;

(g) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors;

(h) While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;

(i) The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders;

(j) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

2.2. Composition of the Committee

(a) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.

(b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.

(c) Minimum two (2) members or one-third of the members of the Committee, whichever is greater, including at least one independent director in attendance shall constitute the quorum for the Committee meeting from April 01, 2019.

(d) Membership of the Committee shall be disclosed in the Annual Report.

(e) Term of the Committee shall be continued unless terminated by the Board of Directors.

2.3. Chairman of the Committee

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

(b) Chairman of the Company may be appointed as a member of the Committee but shall not Chair the Committee.

(c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

(d) Chairman of the Nomination and Remuneration Committee shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

2.4. Frequency of the Meetings of the Committee

The meeting of the Committee shall be held at such regular intervals as may be required but not less than one meeting in a year.

2.5. Committee Member's Interest

(a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

(b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

2.6. Voting at the Meeting

(a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

(b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

2.7. Minutes of the Meeting

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

3. APPLICABILITY

This Policy is Applicable to:

(a) Directors (Executive, Non-Executive and Independent)

(b) Key Managerial Personnel

(c) Senior Management Personnel

(d) Other employees as may be decided by the Nomination and Remuneration Committee

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

4.1. Appointment criteria and qualifications

(a) Subject to the applicable provisions of the Companies Act, 2013, the Listing Regulations, other applicable laws, if any and GMR Group HR Policy, the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

(b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position and considering the Competency Matrix for the Board members.

The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Further, the appointment and/or continuance of the directorship of any person as a non-executive director who has attained the age of seventy five years can be done only if a special resolution is passed with suitable justification in explanatory statement.

4.2. Term / Tenure

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

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

4.2.2. **Independent Director**

(a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

(b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director/ Managing Director of a listed company.

Note: For the above purpose, the count for the number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange.

(d) The maximum number of public companies in which a person can be appointed as a director shall not exceed ten out of which not more than 8 may be in Listed companies upto March 31, 2020 and in not more than 7 listed companies from April 01, 2020.

For reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

4.3. Familiarization Programme for Independent Directors

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

4.4. Evaluation

Subject to Schedule IV of the Companies Act, 2013 and Listing Regulations, the Committee shall specify the manner for effective evaluation of performance of Independent Directors, Board, its committees and other individual directors and review its implementation and compliance periodically.

4.5. Removal

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

4.6. Retirement

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

5. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSONNEL, KMP AND SENIOR MANAGEMENT PERSONNEL

5.1. General

(a) The remuneration / compensation / commission etc. to Managerial Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company.

(b) The remuneration and commission to be paid to the Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, the rules made thereunder for the time being in force and the Listing Regulations.

(c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.

(d) Where any insurance is taken by a company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

5.2. Remuneration to Managerial Personnel, KMP, Senior Management and Other Employees

5.2.1. Fixed Pay

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

5.2.2. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013.

5.2.3. Provisions for excess remuneration

If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without approval required under the Act, where required, he / she shall refund such sums to the Company, within two years or such lesser period as may be allowed by the Company, and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the Company by special resolution within two years from the date the sum becomes refundable.

5.2.4. The remuneration to Personnel of Senior Management shall be governed by the Listing Regulations and the GMR Group HR Policy.

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

5.3. Remuneration to Non-Executive / Independent Director

5.3.1. Remuneration / Commission

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

5.3.2. Sitting Fees

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

Provided that the amount of such fees shall not exceed the maximum amount, per meeting of the Board or Committee or such amount as may be prescribed under Companies Act, 2013.

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

5.3.3. Limit of Remuneration / Commission

Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limits of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

5.3.4. Stock Options

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

6. DISCLOSURES

The Company shall disclose the Policy on Nomination and Remuneration on its website and the salient features of the policy and changes therein, if any, along with the web address of the policy shall be disclosed in the Board's report.

7. AMENDMENT

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

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]

FOR THE FINANCIAL YEAR ENDED: 31.03.2019

To,
The Members,
GMR Infrastructure Limited
Naman Centre, 7th Floor, Opp. Dena Bank,
Plot No. C-31, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051. Maharashtra
CIN: L45203MH1996PLC281138

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 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, 2019 (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, 2019 according to the provisions of:

(i) The Companies Act, 1956 to the extent applicable and 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. There was no Overseas Direct Investment or External Commercial Borrowings during the audit period;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

  (a) SEBI (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, 2009 upto September 10, 2018 and SEBI ICDR Regulations, 2018 with effect from September 11, 2018;

  (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (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, 2009 (Not applicable to the Company during the audit period); and

  (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 upto September 10, 2018 and SEBI Buyback of Securities Regulations, 2018 with effect from September 11, 2018; (Not applicable to the Company during the audit period).

(vi) Other laws applicable specifically to the Company namely:

(a) Building and other Construction Workers (Regulation of Employment And Conditions of Service) Act, 1996;

(b) Building and other Construction Workers' Welfare Cess Act, 1996;

(c) Contract Labor (Regulation and Abolition) Act, 1970 and the Rules thereunder; and

(d) Inter State Migrant Workmen (Regulation of Employment & Conditions Of Service) Act, 1979.

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 designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except that the E-form MGT-14 filed with the Registrar of Companies, Mumbai on June 23, 2018 vide SRN G90310368 did not include the resolution of the Board for approving the annual financial statements (Standalone and Consolidated) of the company for the year ended March 31, 2018.

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 period under review 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, 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 meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the statutory compliance certificates furnished by the Managing Director and Company Secretary 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.

1. Consent for draft scheme of amalgamation and arrangement amongst GMR Power Infra Ltd, SJK Powergen Ltd, GMR Power Corporation Ltd, GMR GENCO Assets Ltd, GMR Kakinada Energy Pvt. Ltd, GMR Coastal Energy Pvt. Ltd and GMR Generation Assets Ltd. and their respective shareholders and creditors.
2. Allotment of unlisted Optionally Convertible Debentures aggregating upto ₹ 402 Crore to Doosan Power Systems India Pvt. Ltd. on private placement basis.
3. Approval to make investments upto ₹ 4200 Crore in GMR Infra Developers Ltd, a Wholly Owned Subsidiary of the company in one or more tranches.
4. Approve raising of funds through issue of securities for an amount upto ₹ 2500 Crore.
5. Restructuring of the existing debt of GMR Rajahmundry Energy Ltd. and the proposed transaction thereof.
6. Provision of corporate guarantee and other security by the company for the borrowing of funds by GMR SEZ Infra Services Ltd., a step-down subsidiary of the company and a Wholly Owned Subsidiary of GMR Infra Developers Ltd.

For V. Sreedharan & Associates
Company Secretaries

V. Sreedharan
Partner
FCS 2347; C. P. No. 833

Place : Bengaluru
Date : August 5, 2019

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 financial year):

(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 Report forming part of the Annual Report 2019.

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

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

(₹ in Crore)

Particulars	March 31, 2019	March 31, 2018
Interest / Miscellaneous income	27.33	21.47
Profit on sale of Investment (Including exchange Gains / Loss and buy back of shares)	1,027.80	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, 2019	March 31, 2018
Other Expenses	5.62	12.74
Interest on FCCB	Nil	144.81

ANNEXURE 'F' TO THE BOARD'S REPORT
List of Holding, Subsidiary and Associate companies

As on Financial Year ended 31.03.2019

Sl. No	Name ¥	Holding/ Subsidiary/ £ Associate
1.	GMR Enterprises Private Limited (GEPL)	Holding
2.	GMR Energy Limited (GEL)•	Subsidiary
3.	GMR Power Corporation Limited (GPCL)	Subsidiary
4.	GMR Vemagiri Power Generation Limited (GVPGL)•	Subsidiary
5.	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)•	Subsidiary
6.	GMR Kamalanga Energy Limited (GKEL)•	Subsidiary
7.	GMR Energy (Mauritius) Limited (GEML)•	Subsidiary
8.	GMR Lion Energy Limited (GLEL)•	Subsidiary
9.	GMR Upper Karnali Hydropower Limited (GUKHL)•	Subsidiary
10.	GMR Energy Trading Limited (GETL)	Subsidiary
11.	GMR Consulting Services Private Limited (GCSPL)•	Subsidiary
12.	GMR Coastal Energy Private Limited (GCEPL)	Subsidiary
13.	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)•	Subsidiary
14.	GMR Londa Hydropower Private Limited (GLHPPL)	Subsidiary
15.	GMR Kakinada Energy Private Limited (GKEPL)	Subsidiary
16.	GMR Energy (Cyprus) Limited (GECL)	Subsidiary
17.	GMR Energy (Netherlands) B.V. (GENBV)	Subsidiary
18.	SJK Powergen Limited (SJK)	Subsidiary
19.	GMR Warora Energy Limited (Formerly known as EMCO Energy Limited)• (GWEL)	Subsidiary
20.	Indo Tausch Trading DMCC (ITTD)	Subsidiary
21.	GMR Maharashtra Energy Limited (GMAEL)•	Subsidiary
22.	GMR Male' International Airport Private Limited (GMIAPL)	Subsidiary
23.	GMR Bundelkhand Energy Private Limited (GBEPL)•	Subsidiary
24.	GMR Rajam Solar Power Private Limited (formerly known as GMR Uttar Pradesh Energy Private Limited (GRSPPL)•	Subsidiary
25.	GMR Gujarat Solar Power Limited (GGSPL)•	Subsidiary
26.	Karnali Transmission Company Private Limited (KTCPL)•	Subsidiary
27.	Marsyangdi Transmission Company Private Limited (MTCPL)•	Subsidiary
28.	GMR Indo-Nepal Energy Links Limited (GINELL)•	Subsidiary
29.	GMR Indo-Nepal Power Corridors Limited (GINPCL)•	Subsidiary
30.	GMR Genco Assets Limited (formerly known as GMR Hosur Energy Limited) (GGEAL)	Subsidiary
31.	GMR Energy Projects (Mauritius) Limited (GEPML)	Subsidiary
32.	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Subsidiary
33.	GMR Coal Resources Pte Limited (GCRPL)	Subsidiary
34.	GMR Power Infra Limited (GPIL)	Subsidiary
35.	GMR Highways Limited (GHL)^	Subsidiary
36.	GMR Tambaram Tindivanam Expressways Limited (GTTEL)	Subsidiary
37.	GMR Tuni Anakapalli Expressways Limited (GTAEL)	Subsidiary
38.	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)	Subsidiary
39.	GMR Pochanpalli Expressways Limited (GPEL)	Subsidiary
40.	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	Subsidiary
41.	GMR Chennai Outer Ring Road Private Limited (GCORRPL)	Subsidiary
42.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL)^	Subsidiary
43.	GMR Hyderabad International Airport Limited (GHIAL)	Subsidiary
44.	Gateways for India Airports Private Limited (GFIAL)	Subsidiary

Sl. No	Name ¥	Holding/ Subsidiary/ £ Associate
45.	Hyderabad Airport Security Services Limited (HASSL)#	Subsidiary
46.	GMR Aerostructure Services Limtied (formerly known as GMR Hyderabad Airport Resource Management Limited (GASL))	Subsidiary
47.	GMR Hyderabad Aerotropolis Limited (GHAL)	Subsidiary
48.	GMR Hyderabad Aviation SEZ Limited (GHASL)	Subsidiary
49.	GMR Aerospace Engineering Limited (formerly known as MAS GMR Aerospace Engineering Company Limited) (GAEL)	Subsidiary
50.	GMR Aero Technic Limited (formerly known as MAS GMR Aero Technic Limited (MGATL)) (GATL)	Subsidiary
51.	GMR Airport Developers Limited (GADL)	Subsidiary
52.	GADL International Limited (GADLIL)	Subsidiary
53.	GADL (Mauritius) Limited (GADLML)	Subsidiary
54.	GMR Hospitality and Retail Limited (formerly known as GMR Hotels and Resorts Limited) (GHRL)	Subsidiary
55.	GMR Hyderabad Airport Power Distribution Limited (GHAPDL)	Subsidiary
56.	Delhi International Airport Limited (DIAL)	Subsidiary
57.	Delhi Aerotropolis Private Limited (DAPL)	Subsidiary
58.	Delhi Duty Free Services Private Limited (DDFS)•	Subsidiary
59.	Delhi Airport Parking Services Private Limited (DAPSL)	Subsidiary
60.	GMR Airports Limited (GAL)	Subsidiary
61.	GMR Airports (Mauritius) Limited (GAML)	Subsidiary
62.	GMR Aviation Private Limited (GAPL)	Subsidiary
63.	Raxa Security Services Limited (Raxa)	Subsidiary
64.	GMR Krishnagiri SIR Limited (formerly known as GMR Krishnagiri SEZ Limited) (GKSIR)	Subsidiary
65.	Advika Properties Private Limited (APPL)	Subsidiary
66.	Aklima Properties Private Limited (AKPPL)	Subsidiary
67.	Amartya Properties Private Limited (AMPPL)	Subsidiary
68.	Baruni Properties Private Limited (BPPL)	Subsidiary
69.	Bougainvillea Properties Private Limited (BOPPL)	Subsidiary
70.	Camelia Properties Private Limited (CPPL)	Subsidiary
71.	Deepesh Properties Private Limited (DPPL)	Subsidiary
72.	Eila Properties Private Limited (EPPL)	Subsidiary
73.	Gerbera Properties Private Limited (GPL)	Subsidiary
74.	Lakshmi Priya Properties Private Limited (LPPPL)	Subsidiary
75.	Honeysuckle Properties Private Limited (HPPL)	Subsidiary
76.	Idika Properties Private Limited (IPPL)	Subsidiary
77.	Krishnapriya Properties Private Limited (KPPL)	Subsidiary
78.	Larkspur Properties Private Limited (LAPPL)	Subsidiary
79.	Nadira Properties Private Limited (NPPL)	Subsidiary
80.	Padmapriya Properties Private Limited (PAPPL)	Subsidiary
81.	Prakalpa Properties Private Limited (PPPL)	Subsidiary
82.	Purnachandra Properties Private Limited (PUPPL)	Subsidiary
83.	Shreyadita Properties Private Limited (SPPL)	Subsidiary
84.	Pranesh Properties Private Limited (PRPPL)	Subsidiary
85.	Sreepa Properties Private Limited (SRPPL)	Subsidiary
86.	Radhapriya Properties Private Limited (RPPL)	Subsidiary
87.	Asteria Real Estates Private Limited (AREPL)	Subsidiary
88.	Lantana Properties Private Limited (Formerly known as GMR Hosur Industrial City Private Limited (Lantana)	Subsidiary
89.	Namitha Real Estates Private Limited (NREPL)	Subsidiary
90.	Honey Flower Estates Private Limited (HFEPL)	Subsidiary
91.	GMR SEZ and Port Holdings Limited (formerly known as GMR SEZ & Port Holdings Private Limited) (GSPHL)	Subsidiary
92.	East Godavari Power Distribution Company Private Limited (EGPDCPL)@	Subsidiary
93.	Suzone Properties Private Limited (SUPPL)	Subsidiary

Sl. No	Name ¥	Holding/ Subsidiary/ £ Associate
94.	GMR Utilities Private Limited (GUPL)	Subsidiary
95.	Lilliam Properties Private Limited (Lilliam)	Subsidiary
96.	GMR Corporate Affairs Private Limited (GCAPL)	Subsidiary
97.	Dhruvi Securities Private Limited (DSPL)	Subsidiary
98.	Kakinada SEZ Limited (formerly known as Kakinada SEZ Private Limited) (KSL)	Subsidiary
99.	GMR Business Process and Services Private Limited (GBPSPL)	Subsidiary
100.	GMR Infrastructure (Mauritius) Limited (GIML)	Subsidiary
101.	GMR Infrastructure (Cyprus) Limited (GICL)	Subsidiary
102.	GMR Infrastructure Overseas Limited (GIOSL)	Subsidiary
103.	GMR Infrastructure (UK) Limited (GIUL)	Subsidiary
104.	GMR Infrastructure (Global) Limited (GIGL)	Subsidiary
105.	GMR Energy (Global) Limited (GEGL)	Subsidiary
106.	Kakinada Gateway Port Limited (KGPL)	Subsidiary
107.	GMR Goa International Airport Limited (GGIAL)	Subsidiary
108.	GMR Infra Services Limited (formerly known as GMR SEZ Infra Services Limited) (GISL)	Subsidiary
109.	GMR Infrastructure (Overseas) Limited (GIOL)	Subsidiary
110.	GMR Generation Assets Limited (formerly known as GMR Renewable Energy Limited) (GGAL)	Subsidiary
111.	GMR Infra Developers Limited (GIDL)	Subsidiary
112.	GMR Hyderabad Air Cargo and Logistics Private Limited (formerly known as Hyderabad Menzies Air Cargo Private Limited) (GHACLPL)∞	Subsidiary
113.	GMR Logistics Park Private Limited (GLPPL)	Subsidiary
114.	GMR Airports International B.V (GAIBV)	Subsidiary
115.	GMR Chhattisgarh Energy Limited (GCEL)$	Associate
116.	GMR Rajahmundry Energy Limited (GREL)	Associate
117.	GMR Mining & Energy Private Limited (GMEL)	Associate
118.	GMR OSE Hungund Hospet Private Limited (GOHHPL)	Associate
119.	Delhi Aviation Services Private Limited (DASPL)	Associate
120.	Travel Food Services (Delhi Terminal 3) Private Limited (TFSPL)	Associate
121.	Delhi Aviation Fuel Facility Private Limited (DAFFPL)	Associate
122.	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	Associate
123.	TIM Delhi Airport Advertising Private Limited (TIMDAA)	Associate
124.	Wipro Airport IT Services Limited (WAISL)	Associate
125.	Laqshya Hyderabad Airport Media Private Limited (LHAMPL)	Associate
126.	GMR Megawide Cebu Airport Corporation (GMCAC)	Associate
127.	Megawide - GISPL Construction JV (MGCJV)	Associate
128.	Rampia Coal Mine and Energy Private Limited (RCMEPL)	Associate
129.	PT Golden Energy Mines Tbk (GEMS)	Associate
130.	PT Roundhill Capital Indonesia (RCI)	Associate
131.	PT Borneo Indobara (BIB)	Associate
132.	PT Kuansing Inti Makmur (KIM)	Associate
133.	PT Karya Cemerlang Persada (KCP)	Associate
134.	PT Bungo Bara Utama (BBU)	Associate
135.	PT Bara Harmonis Batang Asam (BHBA)	Associate
136.	PT Berkat Nusantara Permai (BNP)	Associate
137.	PT Tanjung Belit Bara Utama (TBBU)	Associate
138.	PT Trisula Kencana Sakti (TKS)	Associate
139.	PT Gems Energy Indonesia (Gems Energy)	Associate
140.	GEMS Trading Resources Pte Limited (formerly known as GEMS Coal Resources Pte Limited) (GEMSCR)	Associate
141.	PT Karya Mining Solution (formerly known as PT Bumi Anugerah Semesta) (KMS)	Associate

Sl. No	Name ¥	Holding/ Subsidiary/ £ Associate
142.	Limak GMR Construction JV (CJV)	Associate
143.	PT Era Mitra Selaras (EMS)	Associate
144.	PT Wahana Rimba (WRL)	Associate
145.	PT Berkat Satria Abadi (BSA)	Associate
146.	PT Kuansing Inti Sejahtera (KIS)	Associate
147.	PT Bungo Bara Makmur (BBM)	Associate
148.	Heraklion Crete International Airport Societe Anonyme (Crete)	Associate
149.	DIGI Yatra Foundation (DIGI)	Associate
150.	Mactan Travel Retail Group Co. (MTRGC)	Associate
151.	SSP-Mactan Cebu Corporation (SMCC)	Associate
152.	GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)	Associate
153.	Megawide GMR Construction JV, INC (MGCJV Clark)	Associate

@ Struck off from Register of Companies with effect from July 26, 2019.

In the process of liquidation.

^ Pursuant to an order of Regional Director, Ministry of Corporate Affairs, Mumbai, confirming a scheme of amalgamation, GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL) was merged with GMR Highways Limited (GHWL) with an appointed date of March 31, 2018. Accordingly, as on date GKUAEL ceased to be subsidiary of the Company.

$ Ceased to be associate with effect from June 29, 2019 due to sale of entire stake.

∞ Pursuant to National Company Law Tribunal (NCLT) order approved the scheme for merger of GMR Hyderabad Air Cargo and Logistics Private Limited (Transferor Company) with GMR Aerospace Engineering Limited (Transferee Company).

£ Associate includes Joint Ventures.

¥ Does not include Company limited by guarantee.

• Assessed as Jointly Controlled Entities for the purpose of Indian Accounting Standards.

ANNEXURE 'G' TO THE BOARD'S REPORT

EXTRACT OF ANNUAL RETURN

As on Financial Year ended 31.03.2019

FORM NO. MGT.9

[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. **Registration and other details:**

i)	CIN	L45203MH1996PLC281138
ii)	Registration Date	May 10, 1996
iii)	Name of the Company	GMR Infrastructure Limited
iv)	Category / Sub-category of the Company	Public Company Limited by Shares/ Non-Government Company
v)	Address of the Registered office and contact details	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra. Phone : +91 022 4202 8000 Fax : +91 022 4202 8004 Website: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Unit: GMR Infrastructure Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 Phone : +91 40 6716 1500, Fax : +91 40 2300 1153, Email ID : einward.ris@karvy.com Contact Person: Mr. S. V. Raju, Deputy General Manager Tel: +91 40 6716 1500, Email: raju.sv@karvy.com

II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
Engineering, Procurement and Construction (EPC) [Handling of engineering, procurement and construction solutions in Infrastructure Sectors]	43900	69.56%
Others [Investment Activity and corporate support to various infrastructure SPVs]	66309	30.44%

III. Particulars of holding, subsidiary and associate companies:

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
1.	GMR Enterprises Private Limited (GEPL)	Third Floor, Old No. 248/New No. 114 Royapettah High Road, Royapettah Chennai- 600014, Tamil Nadu	U74900TN2007PTC102389	Holding	-	Section 2(46)
2.	GMR Energy Limited (GEL)*	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai, Bandra Suburban-400051, Maharashtra	U85110MH1996PLC274875	Subsidiary	51.73	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
3.	GMR Power Corporation Limited (GPCL)	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Suburban, Maharashtra - 400051	U40105MH1995PLC318311	Subsidiary	51.00	Section 2(87)
4.	GMR Vemagiri Power Generation Limited (GVPGL)*	No. 25/1, Skip House, Museum Road, Bangalore-560 025, Karnataka	U23201KA1997PLC032964	Subsidiary	51.73	Section 2(87)
5.	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)*	House Property No. 9, Ganesh Vatika, GMS-ITBP Road, Dehradun-248001, Uttarakhand	U40101UR2006PTC031381	Subsidiary	51.73	Section 2(87)
6.	GMR Energy (Mauritius) Limited (GEML)*	Abax Corporate Services Limited, 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius	-	Subsidiary	54.14	Section 2(87)
7.	GMR Lion Energy Limited (GLEL)*	SGG Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius	-	Subsidiary	54.14	Section 2(87)
8.	GMR Energy Trading Limited (GETL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U31200KA2008PLC045104	Subsidiary	90.83	Section 2(87)
9.	GMR Consulting Services Limited (GCSL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U74200KA2008PLC045448	Subsidiary	51.73	Section 2(87)
10.	GMR Coastal Energy Private Limited (GCEPL)	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Suburban, Maharashtra-400051	U40101MH2008PTC317956	Subsidiary	100.00	Section 2(87)
11.	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)*	GMR office, Village DEOL, PO HOLI Sub-Tehsil- Holi, Tehsil Bharmour Chamba, Himachal Pradesh-176326	U40101HP2008PTC030971	Subsidiary	53.51	Section 2(87)
12.	GMR Londa Hydropower Private Limited (GLHPPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40101KA2008PTC048190	Subsidiary	100.00	Section 2(87)
13.	GMR Kakinada Energy Private Limited (GKEPL)	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Suburba, Maharashtra-400051	U40101MH2009PTC318295	Subsidiary	100.00	Section 2(87)
14.	GMR Energy (Cyprus) Limited (GECL)	3, Themistocles Dervis Street, Julia House, CY - 1066, Nicosia, Cyprus	-	Subsidiary	100.00	Section 2(87)
15.	GMR Energy (Netherlands) B.V. (GENBV)	C/o- Zedra Management B.V. Schiphol Boulevard 359, 1118BJ Schiphol, The Netherlands	-	Subsidiary	100.00	Section 2(87)
16.	SJK Powergen Limited (SJK)	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Suburban, Maharashtra-400051	U40109MH1998PLC318313	Subsidiary	70.00	Section 2(87)
17.	GMR Warora Energy Limited (GWEL)* (Formerly EMCO Energy Limited)	701/704, 7th Floor, Naman Centre A-Wing, BKC (Bandra Kurla Complex), Bandra Mumbai-400051, Maharashtra	U40100MH2005PLC155140	Subsidiary	51.73	Section 2(87)
18.	GMR Maharashtra Energy Limited (GMAEL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40107KA2010PLC053789	Subsidiary	51.73	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
19.	GMR Bundelkhand Energy Private Limited (GBEPL)*	No. 25/1, Skip House, Museum Road,Bangalore-560025, Karnataka	U40101KA2010PTC054124	Subsidiary	51.73	Section 2(87)
20.	GMR Rajam Solar Power Private Limited (GRSPPL)* (Formerly GMR Uttar Pradesh Energy Private Limited)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40107KA2010PTC054125	Subsidiary	51.73	Section 2(87)
21.	GMR Genco Assets Limited (Formerly GMR Hosur Energy Limited (GGEAL))	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Suburban, Maharashtra-400051	U40109MH2010PLC318312	Subsidiary	100.00	Section 2(87)
22.	GMR Gujarat Solar Power Limited (GGSPL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40100KA2008PLC045783	Subsidiary	51.73	Section 2(87)
23.	Karnali Transmission Company Private Limited (KTCPL)*	Lalitpur District, Lalitpur Sub Metropolitan City Ward No. 10, Chukupat, P. Box 148, Lalitpur, Nepal	-	Subsidiary	54.14	Section 2(87)
24.	Marsyangdi Transmission Company Private Limited (MTCPL)*	Lalitpur District, Lalitpur Sub Metropolitan City Ward No. 10, Chukupat, P. Box 148, Lalitpur, Nepal	-	Subsidiary	54.14	Section 2(87)
25.	GMR Indo-Nepal Energy Links Limited (GINELL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40107KA2010PLC055826	Subsidiary	51.73	Section 2(87)
26.	GMR Indo-Nepal Power Corridors Limited (GINPCL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40107KA2010PLC055843	Subsidiary	51.73	Section 2(87)
27.	GMR Generation Assets Limited (Formerly GMR Renewable Energy Limited) (GGAL)	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Suburban, Mumbai-400051, Maharashtra	U40104MH2010PLC282702	Subsidiary	100.00	Section 2(87)
28.	GMR Energy Projects (Mauritius) Limited (GEPML)	Abax Corporate Services Limited, 6th Floor, Tower A, 1 CyberCity, Ebene, Mauritius	-	Subsidiary	100.00	Section 2(87)
29.	GMR Infrastructure (Singapore) Pte Limited (GISPL)	33A, Chander Road, Singapore-219539	-	Subsidiary	100.00	Section 2(87)
30.	GMR Coal Resources Pte Limited (GCRPL)	33A, Chander Road, Singapore-219539	-	Subsidiary	100.00	Section 2(87)
31.	GMR Power Infra Limited (GPIL)	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Suburban, Mumbai-400051, Maharashtra	U40102MH2011PLC291663	Subsidiary	100.00	Section 2(87)
32.	GMR Highways Limited (GHL)¥	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-3, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Maharashtra	U45203MH2006PLC287171	Subsidiary	100.00	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
33.	GMR Tambaram Tindivanam Expressways Limited (GTTEL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U45203KA2001PLC049329	Subsidiary	86.77	Section 2(87)
34.	GMR Tuni-Anakapalli Expressways Limited (GTAEL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U45203KA2001PLC049328	Subsidiary	86.77	Section 2(87)
35.	GMR Ambala-Chandigarh Expressways Private Limited (GACEPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U45203KA2005PTC036773	Subsidiary	88.10	Section 2(87)
36.	GMR Pochanpalli Expressways Limited (GPEL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U45200KA2005PLC049327	Subsidiary	99.76	Section 2(87)
37.	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U45201KA2009PTC050109	Subsidiary	90.00	Section 2(87)
38.	GMR Chennai Outer Ring Road Private Limited (GCORRPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U45203KA2009PTC050441	Subsidiary	85.17	Section 2(87)
39.	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL)¥	Naman Centre, 7th Floor, Opp Dena Bank,Plot No C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai City, Maharashtra-400051	U45200MH2011PLC317217	Subsidiary	100.00	Section 2(87)
40.	GMR Hyderabad International Airport Limited (GHIAL)	GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana	U62100TG2002PLC040118	Subsidiary	59.31	Section 2(87)
41.	Gateways for India Airports Private Limited (GFIAL)	6-3-866/1/G/3,Opp. Greenlands, Begumpet, Hyderabad – 500016, Telangana	U62100TG2005PTC045123	Subsidiary	86.49	Section 2(87)
42.	Hyderabad Airport Security Services Limited (HASSL)^	GMR HIAL Airport Office Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500108, Telangana	U74920TG2007PLC054862	Subsidiary	59.31	Section 2(87)
43.	GMR Aerostructure Services Limited (Formerly GMR Hyderabad Airport Resource Management Limited) (GASL)	GMR HIAL Airport Office Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500108, Telangana	U74900TG2007PLC054821	Subsidiary	100.00	Section 2(87)
44.	GMR Hyderabad Aerotropolis Limited (GHAL)	GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Rangareddi, Hyderabad - 500108, Telangana	U45400TG2007PLC054827	Subsidiary	59.31	Section 2(87)
45.	GMR Hyderabad Aviation SEZ Limited (GHASL)	GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Rangareddi, Hyderabad - 500108, Telangana	U45209TG2007PLC056527	Subsidiary	59.31	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
46.	GMR Aerospace Engineering Limited (GAEL)	Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Rangareddi, Hyderabad - 500108, Telangana	U45201TG2008PLC067141	Subsidiary	59.31	Section 2(87)
47.	GMR Aero Technic Limited (GATL)	Plot No.1, GMR Hyderabad Aviation SEZ Limited, Rajiv Gandhi International Airport, Shamshabad, Rangareddi, Hyderabad - 500108, Telangana	U35122TG2010PLC070489	Subsidiary	59.31	Section 2(87)
48.	GMR Airport Developers Limited (GADL)	GMR HIAL Airport Office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana	U62200TG2008PLC059646	Subsidiary	94.14	Section 2(87)
49.	GADL International Limited (GADLIL)	PO Box 95, 2a Lord Street, Douglas , Isle of Man, IM99 1 HP	-	Subsidiary	94.14	Section 2(87)
50.	GADL (Mauritius) Limited (GADLML)	Abax Corporate Services Ltd, 6th Floor, Tower A-1 cyber city, Ebene, Mauritius	-	Subsidiary	94.14	Section 2(87)
51.	GMR Hospitality and Retail Limited (GHRL) (formerly GMR Hotels and Resorts Limited)	GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad TG-500108	U52100TG2008PLC060866	Subsidiary	59.31	Section 2(87)
52.	GMR Hyderabad Airport Power Distribution Limited (GHAPDL)	4th Floor, GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana	U40108TG2012PLC083190	Subsidiary	59.31	Section 2(87)
53.	Delhi International Airport Limited (DIAL) (Formerly Delhi International Airport Private Limited)	New Udaan Bhawan, Opp.Terminal-3, Indira Gandhi International Airport, New Delhi – 110037	U63033DL2006PLC146936	Subsidiary	60.25	Section 2(87)
54.	Delhi Aerotropolis Private Limited (DAPL)	New Udaan Bhawan, Opp.Terminal-3, Indira Gandhi International Airport, New Delhi – 110037	U45400DL2007PTC163751	Subsidiary	60.25	Section 2(87)
55.	Delhi Airport Parking Services Private Limited (DAPSL)	6th Floor, Multi Level Car Parking, Terminal-3, Indira Gandhi International Airport, New Delhi-110037	U63030DL2010PTC198985	Subsidiary	67.81	Section 2(87)
56.	GMR Airports Limited (GAL)$	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U65999KA1992PLC037455	Subsidiary	94.14	Section 2(87)
57.	GMR Malé International Airport Private Limited (GMIAL)	H.Hulhugali, 1st Floor, Kalhuhuraa Magu, K. Malé, Maldives	-	Subsidiary	76.87	Section 2(87)
58.	GMR Airports (Mauritius) Limited (GAML)	Abax Corporate Services Ltd, 6th Floor, Tower A, 1 CyberCity, Ebene, Mauritius	-	Subsidiary	94.14	Section 2(87)
59.	GMR Aviation Private Limited (GAPL)	Room No. 10, Ground Floor, Terminal 1D, Indira Gandhi International Airport, New Delhi - 110037	U62200DL2006PTC322498	Subsidiary	100.00	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
60.	GMR Krishnagiri SIR Limited (GKSIR) (formerly GMR Krishnagiri SEZ Limited)	Prashanthi Building, 3rd Floor, New No. 114, Royapettah High Road, Royapettah, Chennai- 600014, Tamil Nadu	U45209TN2007PLC064863	Subsidiary	100.00	Section 2(87)
61.	Advika Properties Private Limited (APPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2008PTC021691	Subsidiary	100.00	Section 2(87)
62.	Aklima Properties Private Limited (AKPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70101TZ2008PTC022217	Subsidiary	100.00	Section 2(87)
63.	Amartya Properties Private Limited (AMPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70101TZ2008PTC022242	Subsidiary	100.00	Section 2(87)
64.	Baruni Properties Private Limited (BPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U45206TZ2008PTC021787	Subsidiary	100.00	Section 2(87)
65.	Bougainvillea Properties Private Limited (BOPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U45201TZ2008PTC021770	Subsidiary	100.00	Section 2(87)
66.	Camelia Properties Private Limited (CPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2008PTC021850	Subsidiary	100.00	Section 2(87)
67.	Deepesh Properties Private Limited (DPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2010PTC021792	Subsidiary	100.00	Section 2(87)
68.	Eila Properties Private Limited (EPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur, Krishnagiri- 635109, Tamil Nadu	U45203TZ2008PTC028473	Subsidiary	100.00	Section 2(87)
69.	Gerbera Properties Private Limited (GPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70101TZ2008PTC021802	Subsidiary	100.00	Section 2(87)
70.	Lakshmi Priya Properties Private Limited (LPPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur, Krishnagiri- 635109, Tamil Nadu	U45200TZ2008PTC028181	Subsidiary	100.00	Section 2(87)
71.	Honeysuckle Properties Private Limited (HPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U45201TZ2008PTC021847	Subsidiary	100.00	Section 2(87)
72.	Idika Properties Private Limited (IPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70101TZ2008PTC022222	Subsidiary	100.00	Section 2(87)
73.	Krishnapriya Properties Private Limited (KPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2007PTC021855	Subsidiary	100.00	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
74.	Larkspur Properties Private Limited (LPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U45200TZ2008PTC021848	Subsidiary	100.00	Section 2(87)
75.	Nadira Properties Private Limited (NPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70109TZ2008PTC022221	Subsidiary	100.00	Section 2(87)
76.	Padmapriya Properties Private Limited (PAPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70101TZ2010PTC021798	Subsidiary	100.00	Section 2(87)
77.	Prakalpa Properties Private Limited (PPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70109TZ2008PTC022241	Subsidiary	100.00	Section 2(87)
78.	Purnachandra Properties Private Limited (PUPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2007PTC021856	Subsidiary	100.00	Section 2(87)
79.	Shreyadita Properties Private Limited (SPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70109TZ2008PTC021853	Subsidiary	100.00	Section 2(87)
80.	Pranesh Properties Private Limited (PRPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2011PTC021849	Subsidiary	100.00	Section 2(87)
81.	Sreepa Properties Private Limited (SRPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2007PTC021852	Subsidiary	100.00	Section 2(87)
82.	Radhapriya Properties Private Limited (RPPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U70102TZ2011PTC021854	Subsidiary	100.00	Section 2(87)
83.	Asteria Real Estates Private Limited (AREPL)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U45200TZ2008PTC021712	Subsidiary	100.00	Section 2(87)
84.	Lantana Properties Private Limited (Formerly GMR Hosur Industrial City Private Limited) (Lantana)	Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur - 635109, Krishnagiri District, Tamil Nadu	U74120TZ2012PTC021851	Subsidiary	100.00	Section 2(87)
85.	Namitha Real Estates Private Limited (NREPL)	Skip House, No. 25/1, Museum Road, Bangalore- 560025, Karnataka	U70102KA2008PTC047823	Subsidiary	100.00	Section 2(87)
86.	Honey Flower Estates Private Limited (HFEPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U70100KA2003PTC032917	Subsidiary	100.00	Section 2(87)
87.	GMR SEZ & Port Holdings Limited (Formerly GMR SEZ & Port Holdings Private Limited) (GSPHL)	7th Floor, 701, Naman Center, Bandra Kurla Complex, Plot No. 31, Bandra East, Mumbai Bandra Suburban- 400051, Maharashtra	U74900MH2008PLC274347	Subsidiary	100.00	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
88.	East Godavari Power Distribution Company Private Limited (EGPDCPL)@	4th Floor, GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500108, Telangana	U40101TG2014PTC093613	Subsidiary	100.00	Section 2(87)
89.	Suzone Properties Private Limited (SUPPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U70200KA2011PTC059294	Subsidiary	100.00	Section 2(87)
90.	GMR Utilities Private Limited (GUPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U41000KA2014PTC076930	Subsidiary	100.00	Section 2(87)
91.	Lilliam Properties Private Limited (Lilliam)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U70100KA2012PTC065861	Subsidiary	100.00	Section 2(87)
92.	GMR Corporate Affairs Private Limited (GCAPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U74999KA2006PTC041279	Subsidiary	100.00	Section 2(87)
93.	Dhruvi Securities Private Limited (DSPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U65900KA2007PTC050828	Subsidiary	100.00	Section 2(87)
94.	Kakinada SEZ Limited (KSL) (Formerly Kakinada SEZ Private Limited)	4th Floor, GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500108, Telangana	U45200TG2003PLC041961	Subsidiary	51.00	Section 2(87)
95.	GMR Business Process and Services Private Limited (GBPSPL)	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U74900KA2011PTC060052	Subsidiary	100.00	Section 2(87)
96.	GMR Infrastructure(Mauritius) Limited (GIML)	Abax Corporate Services Limited, 6th Floor, Tower A-1, Cyber City, Ebane, Mauritius	-	Subsidiary	100.00	Section 2(87)
97.	GMR Infrastructure (Cyprus) Limited (GICL)	Julia House, 3 , Themistokli Dervis Street, C.Y1066, Nicosia, Cyprus	-	Subsidiary	100.00	Section 2(87)
98.	GMR Infrastructure Overseas Limited (GIOSL)	Level 2 West, Mercury Tower, The Exchange Financial and Busines Centre, Elia Zammit Street, St Julian's STJ 3155, Malta	-	Subsidiary	100.00	Section 2(87)
99.	GMR Infrastructure (UK) Limited (GIUL)	C/o. Paper Chase Business Services Ltd, The Courtyard, 14A Sydenham Road, Croydon, CR0 2EE	-	Subsidiary	100.00	Section 2(87)
100.	GMR Infrastructure (Global) Limited (GIGL)	P O Box 95, 2a Lord Street, Douglas, Isle of Man, IM99, 1HP	-	Subsidiary	100.00	Section 2(87)
101.	GMR Energy (Global) Limited (GEGL)	P O Box 95, 2a Lord Street, Douglas, Isle of Man, IM99, 1HP	-	Subsidiary	100.00	Section 2(87)
102.	GMR Infrastructure (Overseas) Limited (GIOL)	Abax Corporate Services Limited, 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius	-	Subsidiary	100.00	Section 2(87)
103.	Raxa Security Services Limited ('Raxa' or 'RSSL')	25/1, Skip House Museum Road, Bangalore-560025, Karnataka	U74920KA2005PLC036865	Subsidiary	100.00	Section 2(87)
104.	Indo Tausch Trading DMCC (ITDD)	Plot No DMCC-PH2-J&G Plexs, Jwellery & Gemplex, Dubai, United Arab Emirates	-	Subsidiary	100.00	Section 2(87)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
105.	Kakinada Gateway Port Limited (KGPL)	D No. 70-14-15/6, Road No 6, Siddhartha Nagar, Kakinada, East Godavari-533003, Andhra Pradesh	U45400AP2016PLC103636	Subsidiary	51.00	Section 2(87)
106.	GMR Goa International Airport Limited (GGIAL)	Survey No. 381/3, Mathura One, 1st Floor, NH-17, Porvorim, North Goa, Goa - 403501	U63030GA2016PLC013017	Subsidiary	94.13	Section 2(87)
107.	GMR Infra Services Limited (GISL) (Formerly GMR SEZ Infra Services Limited)	7th Floor, Naman Centre, Plot No.C 31, G Block Bandra - Kurla Complex, Bandra (East) Mumbai, Mumbai City-400051, Maharashtra	U45201MH2016PLC281405	Subsidiary	100.00	Section 2(87)
108.	GMR Infra Developers Limited (GIDL)	Naman Centre, 7th Floor G Block, Bandra Kurla Complex Bandra (East), Mumbai-400051 Maharashtra	U74999MH2017PLC291718	Subsidiary	100.00	Section 2(87)
109.	GMR Kamalanga Energy Limited (GKEL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40101KA2007PLC044809	Subsidiary	45.22	Section 2(87)
110.	Delhi Duty Free Services Private Limited (DDFS)*	Building No. 301, Ground Floor, Opp. Terminal 3, Indira Gandhi International Airport, New Delhi-110037	U52599DL2009PTC191963	Subsidiary	46.10	Section 2(87)
111.	GMR Upper Karnali Hydropower Limited (GUKHL)*	Lalitpur District, Lalitpur, Sub-Metropolitan City, Ward No. 10, Chakupat, Nepal	-	Subsidiary	39.52	Section 2(87)
112.	GMR Hyderabad Air Cargo and Logistics Private Limited (formerly Hyderabad Menzies Air Cargo Private Limited) (GHACLPL)•	Air Cargo Terminal, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500108, Telangana	U62100TG2006PTC049243	Subsidiary	59.31	Section 2(87)
113.	GMR Logistics Park Private Limited (GLPPL)	GMR Aero Towers Rajiv Gandhi International Airport, Shamshabad, Hyderabad, Rangareddi, Telangana-500108	U70109TG2018PTC129207	Subsidiary	59.31	Section 2(87)
114.	GMR Airport International B.V. (GAIBV)	Strawinskylaan 1143, 1077XX Amsterdam Netherland	-	Subsidiary	94.14	Section 2(87)
115.	GMR OSE Hungund Hospet Highways Private Limited (GOSEHHHPL)	Asset 5B, Hospitality District, Delhi Aerocity, IGI Airport, New Delhi-110037	U45201DL2010PTC313953	Associate	36.01	Section 2(6)
116.	GMR Rajahmundry Energy Limited (GREL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40107KA2009PLC051643	Associate	45.00	Section 2(6)
117.	GMR Chhattisgarh Energy Limited (GCHEL)* <	No. 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka	U40108KA2008PLC047974	Associate	47.62	Section 2(6)
118.	GMR Megawide Cebu Airport Corporation (GMCAC)	MCIA Passenger Terminal Tuilding, Airport Terminal, Lapu-Lapu City, Cebu, Philippines	-	Associate	37.66	Section 2(6)
119.	Travel Food Services (Delhi Terminal 3) Private Limited (TFSPL)	New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110037	U55101DL2009PTC196639	Associate	24.10	Section 2(6)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
120.	Laqshya Hyderabad Airport Media Private Limited (LHAMPL)	Jaganlaxmi, Laqshya House, Next to Rameshwar Temple, Saraswati Baug, Society Road, Jogeshwari (East), Mumbai-400060, Maharashtra	U74300MH2007PTC176612	Associate	29.06	Section 2(6)
121.	Delhi Aviation Services Private Limited (DASPL)	New Udaan Bhawan, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037	U24233DL2007PTC165308	Associate	30.12	Section 2(6)
122.	TIM Delhi Airport Advertising Private Limited (TIMDAA)	Building No 301, 1st Floor, Wing B, New Udaan Bhawan, Opp. ATS Complex, Terminal-3, IGI Airport, New Delhi 110037	U74999DL2010PTC203419	Associate	30.06	Section 2(6)
123.	Rampia Coal Mine and Energy Private Limited (RCMEPL)	Plot No. 43, BDA Colony, Gangadhar Meher Marg, Jayadev Vihar, Bhubaneshwar, Khordha-751013	U10101OR2008PTC009827	Associate	9.00	Section 2(6)
124.	PT Golden Energy Mines Tbk (PTGEMS)	Sinar Mas Land Plaza, Tower II, 6th Floor, JL. MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	30.00	Section 2(6)
125.	PT Roundhill Capital Indonesia (RCI)	Sinar Mas Land Plaza, Tower II, 7th Floor, JL MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	29.70	Section 2(6)
126.	PT Borneo Indobara (BIB)	Sinar Mas Land Plaza, Tower II, 7th Floor, JL MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	29.43	Section 2(6)
127.	PT Kuansing Inti Makmur (KIM)	Desa Tanjung Belit, Jujuhan Kabupaten, Bungo, Jambi	-	Associate	30.00	Section 2(6)
128.	PT Karya Cemerlang Persada (KCP)	Desa Tanjung Belit, Jujuhan Kabupaten, Bungo, Jambi	-	Associate	30.00	Section 2(6)
129.	PT Bungo Bara Utama (BBU)	JL Rangkayo Hitam RT/RW: 014/005, Kel. BungoTimur, Kec. Pasar Muara Bungo, Kabupaten Bungo, Jambi	-	Associate	30.00	Section 2(6)
130.	PT Bara Harmonis Batang Asam (BHBA)	Desa Ujung Tanjung, Jujuhan Kabupaten, Bungo, Jambi	-	Associate	30.00	Section 2(6)
131.	PT Berkat Nusantara Permai (BNP)	Desa Tanjung Belit, Jujuhan Kabupaten, Bungo, Jambi	-	Associate	30.00	Section 2(6)
132.	PT Tanjung Belit Bara Utama (TBBU)	JL Rangkayo Hitam RT/RW: 014/005, Muara Bungo, Kabupaten Bungo, Jambi	-	Associate	30.00	Section 2(6)
133.	PT Trisula Kencana Sakti (TKS)	Jln. Panti Ajar RT 06RW13 No. 63, KEL. Lanjas, Kec. Teweh Tengah, Kab. Barito, Utara, Muara Teweh, Kalimantan Tengah / Central of Kalimantan	-	Associate	21.00	Section 2(6)
134.	GEMS Trading Resources Pte Limited (GEMSCR) (Formerly GEMS Coal Resources Pte Limited)	One Raffles Place # 28-02, Tower-1, Singapore	-	Associate	30.00	Section 2(6)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
135.	PT Karya Mining Solution (KMS) (Formerly PT Bumi Anugerah Semesta)	Sinar Mas Land Plaza, Tower II, 6th Floor, JL MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	30.00	Section 2(6)
136.	Delhi Aviation Fuel Facility Private Limited (DAFF)	Aviation Fuelling Station, Shahbad Mohammad Pur, IGI Airport, New Delhi-110061	U74999DL2009PTC193079	Associate	15.66	Section 2(6)
137.	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	Room No. CE-05, First Floor, Import Building 2, International Cargo Terminal, IGI Airport, New Delhi- 110037	U74900DL2009FTC191359	Associate	15.66	Section 2(6)
138.	Wipro Airport IT Services Limited (WAISL)	No. 109, K.H. Road, Shanthi Nagar, Bangalore - 560027	U72200KA2009PLC051272	Associate	15.66	Section 2(6)
139.	Limak GMR Construction JV (CJV)	Istanbul, Sabiha Gokcen Havaalani, Pendik, Istanbul, Turkey	-	Associate	50.00	Section 2(6)
140.	PT Gems Energy Indonesia (Gems Energy)	Sinar Mas Land Plaza, Tower II, 6th Floor, JL MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	30.00	Section 2(6)
141.	Megawide - GISPL Construction Joint Venture (MGCJV)	20 N Domingo Street Brgy. Valencia, Quezon City, Philippines	-	Associate	45.00	Section 2(6)
142.	PT Era Mitra Selaras (EMS)	Sinar Mas Land Plaza, Tower II, 6th Floor, JL MHThamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	30.00	Section 2(6)
143.	PT Wahana Rimba (WRL)	Sinar Mas Land Plaza, Tower II, 6th Floor, JL MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	30.00	Section 2(6)
144.	PT Berkat Satria Abadi (BSA)	Sinar Mas Land Plaza, Tower II, 6th Floor, JL MH Thamrin No. 51, Jakarta Pusat / Central Jakarta	-	Associate	30.00	Section 2(6)
145.	GMR Mining and Energy Private Limited (GMEL)*	No. 25/1, Skip House, Museum Road, Bangalore - 560025 Karnataka	U13100KA2005PTC037308	Associate	68.57	Section 2(6)
146.	PT Kuansing Intis Sejahtera (KIS)	Muara Bungo, Jambi	-	Associate	30.00	Section 2(6)
147.	PT Bungo Bara Makmur (BBM)	Muara Bungo, Jambi	-	Associate	30.00	Section 2(6)
148.	Heraklion Crete International Airport Societe Anonyme (Crete)	26 Ikarou Ave. Heraklion, Crete P.O. 71307 Greece	-	Associate	9.41	Section 2(6)
149.	DIGI Yatra Foundation (DIGI)	I.A.A Niamar T/Center, IGI Airport, New Delhi-110037	U63030DL2019NPL346327	Associate	22.29	Section 2(6)
150.	Mactan Travel Retail Group Co. (MTRGC)	Mactan Cebu International Airport, Airport Road, Ibo, Lapu-Lapu City (Opon), Region VII, Cebu, Philippines	-	Associate	23.54	Section 2(6)

Sl. No.	Name#	Address of the Company	CIN / GLN	Holding / Subsidiary / Associate €	Effective holding	Applicable Section
151.	SSP-Mactan Cebu Corporation (SMCC)	Mactan Cebu International Airport, Airport Road, Ibo, Lapu-Lapu City (Opon), Region VII, Cebu, Philippines	-	Associate	23.54	Section 2(6)
152.	GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)	UG 71, Som Dutt, Chamber -II 9, Bhikaji Cama Place, Delhi, South west, Delhi -110066	U74999DL2018PTC332161	Associate	25.87	Section 2(6)
153.	Megawide GMR Construction JV, INC (MGCJV Clark)	7080 Cabangbang ST. Clark Civil Aviation Cmplx. Balibago, CFZ Angeles City, Pampanga	-	Associate	45.00	Section 2(6)

* Assessed as Jointly Controlled Entities for the purpose of Indian Accounting Standards.

Does not include Company limited by guarantee.

€ Associate include Joint Ventures.

$ Includes 2.85% owned by Welfare Trust of GMR Infra Employees and percentage of effective holding rounded off.

@ Struck off from Register of Companies with effect from July 26, 2019.

^ In the process of liquidation.

¥ Pursuant to an order of Regional Director, Ministry of Corporate Affairs, Mumbai, confirming a scheme of amalgamation, GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL) was merged with GMR Highways Limited (GHWL) with an appointed date of March 31, 2018. Accordingly, as on date GKUAEL ceased to be subsidiary of the Company.

● Pursuant to National Company Law Tribunal (NCLT) order approved the scheme for merger of GMR Hyderabad Air Cargo and Logistics Private Limited (Transferor Company) with GMR Aerospace Engineering Limited (Transferee Company).

< Ceased to be associate with effect from June 29, 2019 due to sale of entire stake.

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year (rounded off)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	6243170	0	6243170	0.10	9654170	0	9654170	0.16	0.06
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	3715302079	0	3715302079	61.55	3806084581	0	3806084581	63.06	1.50
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	4000	0	4000	0.00	4000	0	4000	0.00	0.00
Sub-Total (A)(1):	**3721549249**	**0**	**3721549249**	**61.66**	**3815742751**	**0**	**3815742751**	**63.22**	**1.56**
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year (rounded off)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Sub-Total (A)(2):	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	**3721549249**	**0**	**3721549249**	**61.66**	**3815742751**	**0**	**3815742751**	**63.22**	**1.56**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	212116554	0	212116554	3.51	85657612	0	85657612	1.42	-2.10
b) Banks / FI	338144062	0	338144062	5.60	311813126	0	311813126	5.17	-0.43
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government (s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs/ FPIs	1029890806	0	1029890806	17.06	1099195458	0	1099195458	18.21	1.15
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1):	**1580151422**	**0**	**1580151422**	**26.18**	**1496666196**	**0**	**1496666196**	**24.8**	**-1.38**
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	168875202*	0	168875202*	2.80	233476338*	0	233476338*	3.87	1.07
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	417801236	917358	418718594	6.94	352228777	764779	352993556	5.85	-1.09
ii) Individual shareholders holding nominal share capital excess of ₹ 1 Lakh	96720089	0	96720089	1.60	86537299	0	86537299	1.43	-0.17
c) Others									
i) Trusts@	18057638	0	18057638	0.30	18046138	0	18046138	0.30	0.00
ii) Non Resident Indians	22698136	0	22698136	0.38	20801469	0	20801469	0.34	-0.03
iii) Clearing Members	8946645	0	8946645	0.15	11859528	0	11859528	0.20	0.05
iv) Alternative Investment Fund	225000	0	225000	0.00	0	0	0	0.00	0.00
v) Foreign Nationals	3300	0	3300	0.00	2000	0	2000	0.00	0.00
Sub-Total (B)(2):	**733327246**	**917358**	**734244604**	**12.16**	**722771549**	**764779**	**723536328**	**11.99**	**-0.18**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year (rounded off)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B) = (B)(1) + (B)(2)	**2313478668**	**917358**	**2314396026**	**38.34**	**2219437745**	**764779**	**2220202524**	**36.78**	**-1.56**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**6035027917**	**917358**	**6035945275**	**100**	**6035180496**	**764779**	**6035945275**	**100**	**0.00**

*Including NBFC registered with RBI

@Including 17999800 shares under Employee Benefit Trust [SEBI (Share based Employee Benefit) Regulations, 2014]

ii) Shareholding of Promoters & Promoters Group

Sl. No.	Shareholders Name*	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	GMR Infra Ventures LLP	31321815	0.52	0.00	31321815	0.52	0.00	0.00
2.	GMR Enterprises Private Limited	2878245098	47.69	42.04	2962422625	49.08	45.92	1.39
3.	Mr. Grandhi Mallikarjuna Rao	1731330	0.03	0.00	1731330	0.03	0.00	0.00
4.	Mrs. Grandhi Varalakshmi	942660	0.02	0.00	942660	0.02	0.00	0.00
5.	Mrs. Grandhi Ragini	638700	0.01	0.00	2513700	0.04	0.00	0.03
6.	Mrs. Grandhi Smitha Raju	812500	0.01	0.00	2348500	0.04	0.00	0.03
7.	Mr. Grandhi Kiran Kumar	872160	0.01	0.00	872160	0.01	0.00	0.00
8.	Mr. Srinivas Bommidala	451660	0.01	0.00	451660	0.01	0.00	0.00
9.	Mr. Grandhi Buchi Sanyasi Raju	544160	0.01	0.00	544160	0.01	0.00	0.00
10.	Mrs. B Ramadevi	250000	0.00	0.00	250000	0.00	0.00	0.00
11.	Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee^	1000	0.00	0.00	1000	0.00	0.00	0.00
12.	Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee^	1000	0.00	0.00	1000	0.00	0.00	0.00
13.	Grandhi Kiran Kumar and Ragini Trust - Mr. G. Kiran Kumar, Trustee^	1000	0.00	0.00	1000	0.00	0.00	0.00
14.	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee^	1000	0.00	0.00	1000	0.00	0.00	0.00
15.	GMR Business and Consultancy LLP	805635166	13.35	6.78	805635166	13.35	6.78	0.00
16.	Cadence Enterprises Private Limited	100000	0.00	0.00	00	0.00	0.00	0.00
17.	Varalakshmi Enterprises LLP	00	0.00	0.00	6704975	0.11	0.11	0.11
	Total	**3721549249**	**61.66**	**48.82**	**3815742751**	**63.22**	**52.81**	**1.56**

^Shares held in the name of trustee

* Shares include the shares held as Karta of HUF (wherever applicable)

iii) Change in Promoters & Promoters Group Shareholding (Please specify, if there is no change)

Sl. No.	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	GMR Infra Ventures LLP				
	At the beginning of the year	31321815	0.52	31321815	0.52
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc.)	No change			
	At the end of the year	31321815	0.52	31321815	0.52
2.	GMR Enterprises Private Limited				
	At the beginning of the year	2878245098	47.69	2878245098	47.69
	Purchased on 4-Jun-18	2000000	0.03	2880245098	47.72
	Purchased on 5-Jun-18	11000000	0.18	2891245098	47.90
	Purchased on 6-Jun-18	2300000	0.04	2893545098	47.94
	Purchased on 7-Jun-18	3000000	0.05	2896545098	47.99
	Purchased on 8-Jun-18	900000	0.01	2897445098	48.00
	Purchased on 11-Jun-18	1445000	0.02	2898890098	48.03
	Purchased on 18-Jun-18	2303125	0.04	2901193223	48.07
	Purchased on 19-Jun-18	6605000	0.11	2907798223	48.17
	Purchased on 20-Jun-18	3575000	0.06	2911373223	48.23
	Purchased on 21-Jun-18	2274402	0.04	2913647625	48.27
	Purchased on 22-Jun-18	1500000	0.02	2915147625	48.30
	Purchased on 25-Jun-18	3200000	0.05	2918347625	48.35
	Purchased on 26-Jun-18	2000000	0.03	2920347625	48.38
	Purchased on 27-Jun-18	2200000	0.04	2922547625	48.42
	Purchased on 28-Jun-18	30000000	0.50	2952547625	48.92
	Purchased on 29-Jun-18	2450000	0.04	2954997625	48.96
	Purchased on 21-Sep-18	2000000	0.03	2956997625	48.99
	Purchased on 17-Oct-18 (Inter se)	100000	0.00	2957097625	48.99
	Purchased on 28-Jan-19	325000	0.01	2957422625	49.00
	Purchased on 18-Feb-19	3000000	0.05	2960422625	49.05
	Purchased on 19-Feb-19	2000000	0.03	2962422625	49.08
	At the end of the year	2962422625	49.08	2962422625	49.08

Sl. No.	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3.	Mr. Grandhi Mallikarjuna Rao				
	At the beginning of the year	1731330	0.03	1731330	0.03
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	1731330	0.03	1731330	0.03
4.	Mrs. Grandhi Varalakshmi				
	At the beginning of the year	942660	0.02	942660	0.02
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	942660	0.02	942660	0.02
5.	Mrs. Grandhi Ragini				
	At the beginning of the year	638700	0.01	638700	0.01
	Purchased on 8-Oct-18	1240000	0.02	1878700	0.03
	Purchased on 10-Oct-18	635000	0.01	2513700	0.04
	At the end of the year	2513700	0.04	2513700	0.04
6.	Mrs. Grandhi Smitha Raju				
	At the beginning of the year	812500	0.01	812500	0.01
	Purchased on 19-Oct-18	95000	0.00	907500	0.02
	Purchased on 23-Oct-18	50000	0.00	957500	0.02
	Purchased on 26-Oct-18	63000	0.00	1020500	0.02
	Purchased on 18-Feb-19	1008000	0.02	2028500	0.03
	Purchased on 19-Feb-19	320000	0.01	2348500	0.04
	At the end of the year	2348500	0.04	2348500	0.04
7	Mr. Grandhi Kiran Kumar				
	At the beginning of the year	872160	0.01	872160	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	872160	0.01	872160	0.01

Sl. No.	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
8.	Mr. Srinivas Bommidala				
	At the beginning of the year	451660	0.01	451660	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	451660	0.01	451660	0.01
9.	Mr. Grandhi Butchi Sanyasi Raju				
	At the beginning of the year	544160	0.01	544160	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	544160	0.01	544160	0.01
10.	Mrs. B Ramadevi				
	At the beginning of the year	250000	0.00	250000	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	250000	0.00	250000	0.00
11.	Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee^				
	At the beginning of the year	1000	0.00	1000	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	1000	0.00	1000	0.00
12.	Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee^				
	At the beginning of the year	1000	0.00	1000	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	1000	0.00	1000	0.00

Sl. No.	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
	Shareholder's Name	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
13.	Grandhi Kiran Kumar and Ragini Trust - Mr. G. Kiran Kumar, Trustee^				
	At the beginning of the year	1000	0.00	1000	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	No Change			
	At the end of the year	1000	0.00	1000	0.00
14.	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee^				
	At the beginning of the year	1000	0.00	1000	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc.)	No Change			
	At the end of the year	1000	0.00	1000	0.00
15.	GMR Business and Consultancy LLP				
	At the beginning of the year	805635166	13.35	805635166	13.35
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc.)	No Change			
	At the end of the year	805635166	13.35	805635166	13.35
16.	Cadence Enterprises Private Limited				
	At the beginning of the year	100000	0.00	100000	0.00
	Sold/Transfer (Inter se) on 19-Oct-18	100000	0.00	100000	0.00
	At the end of the year	0	0.00	0	0.00
17.	Varalakshmi Enterprises LLP				
	At the beginning of the year	0	0.00	0	0.00
	Purchased on 5-Oct-18	1850000	0.03	1850000	0.03
	Purchased on 8-Oct-18	4854975	0.08	6704975	0.11
	At the end of the year	6704975	0.11	6704975	0.11

^Shares held in the name of trustee

iv) **Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) (based on position of shareholders as on March 31, 2019)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
1	DVI Fund Mauritius Ltd				
	At the beginning of the year	0	0.00	0	0.00
	Purchased on 06-Jul-18	19500000	0.32	19500000	0.32
	Purchased on 13-Jul-18	29749482	0.49	49249482	0.82
	Purchased on 20-Jul-18	44405017	0.74	93654499	1.55
	Purchased on 27-Jul-18	108823317	1.80	202477816	3.35
	Purchased on 03-Aug-18	45765726	0.76	248243542	4.11
	Purchased on 10-Aug-18	66892429	1.11	315135971	5.22
	Purchased on 17-Aug-18	26997205	0.45	342133176	5.67
	Purchased on 24-Aug-18	10498834	0.17	352632010	5.84
	Purchased on 28-Sep-18	55647859	0.92	408279869	6.76
	Purchased on 05-Oct-18	33955031	0.56	442234900	7.33
	Purchased on 26-Oct-18	13350000	0.22	455584900	7.55
	Purchased on 08-Feb-19	50000000	0.83	505584900	8.38
	At the end of the year	505584900	8.38	505584900	8.38
2	Skyron Eco Ventures Private Limited				
	At the beginning of the year	129667576	2.15	129667576	2.15
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc.)	No change			
	At the end of the year	129667576	2.15	129667576	2.15
3	Life Insurance Corporation of India				
	At the beginning of the year	103023136	1.71	103023136	1.71
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc.)	No change			
	At the end of the year	103023136	1.71	103023136	1.71
4	Nomura Singapore Limited				
	At the beginning of the year	96872513	1.60	96872513	1.60
	Purchased on 04-May-18	150000	0.00	97022513	1.61
	Sold on 18-May-18	150000	0.00	96872513	1.60
	Sold on 29-Jun-18	2000000	0.03	94872513	1.57

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
	Sold on 03-Aug-18	3850000	0.06	91022513	1.51
	Sold on 10-Aug-18	10000000	0.17	81022513	1.34
	Sold on 17-Aug-18	10000000	0.17	71022513	1.18
	Purchased on 24-Aug-18	1800000	0.03	72822513	1.21
	Purchased on 31-Aug-18	22780000	0.38	95602513	1.58
	Sold on 28-Sep-18	40000000	0.66	55602513	0.92
	Purchased on 05-Oct-18	10875000	0.18	66477513	1.10
	Purchased on 12-Oct-18	8980000	0.15	75457513	1.25
	Purchased on 19-Oct-18	4450000	0.07	79907513	1.32
	Sold on 16-Nov-18	20000000	0.33	59907513	0.99
	Sold on 23-Nov-18	10000000	0.17	49907513	0.83
	Purchased on 30-Nov-18	8847000	0.15	58754513	0.97
	Purchased on 07-Dec-18	2200000	0.04	60954513	1.01
	Purchased on 14-Dec-18	11784000	0.20	72738513	1.21
	Purchased on 21-Dec-18	2324000	0.04	75062513	1.24
	Purchased on 28-Dec-18	2258000	0.04	77320513	1.28
	Sold on 01-Feb-19	6810000	0.11	70510513	1.17
	At the end of the year	70510513	1.17	70510513	1.17
5	Government Pension Fund Global				
	At the beginning of the year	36600000	0.61	36600000	0.61
	Purchased on 06-Apr-18	300000	0.00	36900000	0.61
	Purchased on 04-May-18	1100000	0.02	38000000	0.63
	Purchased on 11-May-18	500000	0.01	38500000	0.64
	Purchased on 08-Jun-18	16022802	0.27	54522802	0.90
	Purchased on 13-Jul-18	150000	0.00	54672802	0.91
	Purchased on 20-Jul-18	306516	0.01	54979318	0.91
	Purchased on 21-Sep-18	243484	0.00	55222802	0.91
	Purchased on 05-Oct-18	700000	0.01	55922802	0.93
	Purchased on 12-Oct-18	4000000	0.07	59922802	0.99
	Purchased on 19-Oct-18	5700000	0.09	65622802	1.09
	Purchased on 26-Oct-18	1300000	0.02	66922802	1.11
	Purchased on 01-Feb-19	200000	0.00	67122802	1.11
	Purchased on 08-Feb-19	1500000	0.02	68622802	1.14
	Purchased on 22-Feb-19	500000	0.01	69122802	1.15
	Purchased on 01-Mar-19	500000	0.01	69622802	1.15
	Purchased on 15-Mar-19	200000	0.00	69822802	1.16
	Purchased on 22-Mar-19	568108	0.01	70390910	1.17

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
	Purchased on 29-Mar-19	531892	0.01	70922802	1.18
	At the end of the year	70922802	1.18	70922802	1.18
6	Letko Brosseau Emerging Markets Equity Fund				
	At the beginning of the year	55000000	0.91	55000000	0.91
	Purchased on 11-Jan-19	6500000	0.11	61500000	1.02
	Purchased on 18-Jan-19	3500000	0.06	65000000	1.08
	Purchased on 25-Jan-19	5000000	0.08	70000000	1.16
	Purchased on 01-Feb-19	1500000	0.02	71500000	1.18
	Purchased on 08-Feb-19	3500000	0.06	75000000	1.24
	Purchased on 22-Feb-19	5000000	0.08	80000000	1.33
	At the end of the year	80000000	1.33	80000000	1.33
7	LIC of India Market Plus Growth Fund				
	At the beginning of the year	44160293	0.73	44160293	0.73
	Sold on 15-Feb-19	1000000	0.02	43160293	0.72
	At the end of the year	43160293	0.71	43160293	0.71
8	Boyance Infrastructure Private Limited				
	At the beginning of the year	23977771	0.40	23977771	0.40
	Sold on 22-Jun-18	2400000	0.04	21577771	0.36
	Sold on 03-Aug-18	20000000	0.33	1577771	0.03
	Sold on 10-Aug-18	1577771	0.03	0	0.00
	Purchased on 12-Oct-18	1250000	0.02	1250000	0.02
	Sold on 16-Nov-18	1250000	0.02	0	0.00
	Purchased on 08-Feb-19	16429010	0.27	16429010	0.27
	Purchased on 15-Feb-19	16449078	0.27	32878088	0.54
	Sold on 22-Feb-19	828088	0.01	32050000	0.53
	Purchased on 15-Mar-19	11000000	0.18	43050000	0.71
	At the end of the year	43050000	0.71	43050000	0.71
9	Vanguard Total International Stock Index Fund				
	At the beginning of the year	28529458	0.47	28529458	0.47
	Purchased on 29-Jun-18	2140485	0.04	30669943	0.51
	Purchased on 07-Sep-18	1268689	0.02	31938632	0.53
	Purchased on 14-Sep-18	486492	0.01	32425124	0.54
	Purchased on 08-Mar-19	2521788	0.04	34946912	0.58
	Sold on 22-Mar-19	4898245	0.08	30048667	0.50
	At the end of the year	30048667	0.50	30048667	0.50

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
10	Vanguard Emerging Markets Stock Index Fund, A SERI				
	At the beginning of the year	37251345	0.62	37251345	0.62
	Sold on 04-May-18	84280	0.00	37167065	0.62
	Sold on 11-May-18	80066	0.00	37086999	0.61
	Sold on 01-Jun-18	63210	0.00	37023789	0.61
	Sold on 22-Jun-18	207255	0.00	36816534	0.61
	Sold on 29-Jun-18	333630	0.01	36482904	0.60
	Sold on 06-Jul-18	136485	0.00	36346419	0.60
	Sold on 13-Jul-18	217365	0.00	36129054	0.60
	Purchased on 16-Nov-18	69390	0.00	36198444	0.60
	Purchased on 23-Nov-18	180414	0.00	36378858	0.60
	Purchased on 07-Dec-18	87894	0.00	36466752	0.60
	Purchased on 21-Dec-18	249804	0.00	36716556	0.61
	Purchased on 01-Feb-19	262682	0.00	36979238	0.61
	Purchased on 08-Feb-19	837865	0.01	37817103	0.63
	Sold on 22-Mar-19	8506885	0.14	29310218	0.49
	Purchased on 29-Mar-19	107226	0.00	29417444	0.49
	At the end of the year	29417444	0.49	29417444	0.49

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholder's Name#	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	**Mr. G.M. Rao (Chairman)**				
	At the beginning of the year	1731330	0.03	1731330	0.03
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	1731330	0.03	1731330	0.03
2.	**Mr. Grandhi Kiran Kumar (Managing Director & CEO - KMP)**				
	At the beginning of the year	872160	0.01	872160	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	872160	0.01	872160	0.01

Sl. No.	Shareholder's Name#	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3.	**Mr. Srinivas Bommidala (Group Director)**				
	At the beginning of the year	451660	0.01	451660	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	451660	0.01	451660	0.01
4.	**Mr. G.B.S. Raju (Group Director)**				
	At the beginning of the year	544160	0.01	544160	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	544160	0.01	544160	0.01
5.	**Mr. B.V.N. Rao (Group Director)**				
	At the beginning of the year	182142	0.00	182142	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	182142	0.00	182142	0.00
6.	**Mr. R.S.S.L.N. Bhaskarudu (Independent Director)**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	-	-	-	-
7.	**Mr. N.C. Sarabeswaran (Independent Director)**				
	At the beginning of the year	24285	0.00	24285	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	No Change			
	At the End of the year	24285	0.00	24285	0.00
8.	**Mr. S. Sandilya (Independent Director)**				
	At the beginning of the year	7000	0.00	7000	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	7000	0.00	7000	0.00

Sl. No.	Shareholder's Name#	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9.	**Mr. C.R. Muralidharan (Independent Director)**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	-	-	-	-
10.	**Mr. S. Rajagopal (Independent Director)^**				
	At the beginning of the year	26714	0.00	26714	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	26714	0.00	26714	0.00
11.	**Mrs. Vissa Siva Kameswari (Independent Director)**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	-	-	-	-
12.	**Mr. Madhva Bimacharya Terdal (CFO - KMP)***				
	At the beginning of the year	392214	0.01	392214	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year (upto February 14, 2019)	392214	0.01	392214	0.01
13.	**Mr. Saurabh Chawla (CFO - KMP)$**	-	-	-	-
	At the beginning of the year	330000	0.01	330000	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	330000	0.01	330000	0.01

Sl. No.	Shareholder's Name#	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
14.	**Mr. T. Venkat Ramana (Company Secretary - KMP)**				
	At the beginning of the year	1100	0.00	1100	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No Change			
	At the End of the year	1100	0.00	1100	0.00

Shares include the shares held as Karta of HUF (wherever is applicable)

*Resigned w.e.f. February 14, 2019

$Appointed w.e.f. February 15, 2019

^Holding jointly with Ms. Geetha Rajagopal, wife of Mr. S. Rajagopal

V. Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment **(₹ in Crore)***

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal amount	2,612.36	4,162.23	-	6,774.59
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due	48.15	20.25	-	68.40
Total (i+ii+iii)	**2,660.51**	**4,182.48**	**-**	**6,842.99**
Change in Indebtedness during the financial year				
Addition	527.74	784.94	-	1,312.68
Reduction	372.51	468.30	-	840.80
Net Change	155.23	316.65	-	**471.88**
Indebtedness at the end of the financial year				
i) Principal amount	2,201.38	5,045.09	-	7,246.47
ii) Interest due but not paid	1.43	199.61	-	201.04
iii) Interest accrued but not due	15.01	78.13	-	93.14
Total (i+ii+iii)	**2,217.82**	**5,322.83**	**-**	**7,540.65**

*Figures have been regrouped pursuant to Indian Accounting Standards

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Mr. Grandhi Kiran Kumar – Managing Director and Chief Executive Officer	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0

Sl. No.	Particulars of Remuneration	Mr. Grandhi Kiran Kumar – Managing Director and Chief Executive Officer	Total Amount
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission (as % of profit)	0	0
5.	Others, please specify	0	0
	Total (A)	0	0
	Ceiling as per the Act*		

B. Remuneration to other Directors:

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Name of Director						Total Amount
1. Independent Directors								
		Mr. R.S.S.L.N. Bhaskarudu	**Mr. N.C. Sarabeswaran**	**Mr. S. Sandilya**	**Mr. C.R. Muralidharan**	**Mr. S. Rajagopal**	**Mrs. Vissa Siva Kameswari**	
	Fee for attending board / committee meetings	7.00	5.20	2.40	2.80	5.60	5.20	28.20
	Commission	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0
	Total (B)(1)	**7.00**	**5.20**	**2.40**	**2.80**	**5.60**	**5.20**	**28.20**
2. Other Non-Executive Directors								
		Mr. G M Rao	**Mr. Srinivas Bommidala**		**Mr. G.B.S. Raju**	**Mr. B.V.N. Rao**	**Mr. Vikas Deep Gupta (Resigned on December 21, 2018)**	
	Fee for attending board / committee meetings	0	0		0	0	0	0
	Commission	0	0		0	0	0	0
	Others, please specify	0	0		0	0	0	0
	Total (B)(2)	**0**	**0**		**0**	**0**	**0**	**0**
	Total (B) = (B)(1) + (B)(2)							**28.20**
	Overall Ceiling as per the Act*							

*N/A (due to inadequate profits).

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Madhva Bhimacharya Terdal, Chief Financial Officer (upto February 14, 2019)#	Mr. Saurabh Chawla, Chief Financial Officer (w.e.f. February 15, 2019)##	Mr. T. Venkat Ramana, Company Secretary and Compliance Officer	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	189.32	24.90	53.51	**267.73**
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0	0	0	**0**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Madhva Bhimacharya Terdal, Chief Financial Officer (upto February 14, 2019)#	Mr. Saurabh Chawla, Chief Financial Officer (w.e.f. February 15, 2019)##	Mr. T. Venkat Ramana, Company Secretary and Compliance Officer	
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0	0	0	**0**
2.	Stock Option	0	0	0	**0**
3.	Sweat Equity	0	0	0	**0**
4.	Commission (as % of profit)	0	0	0	**0**
5.	Others, please specify (Employer Contribution to PF)	8.98	1.31	2.27	**12.56**
	Total (C)	**198.30**	**26.21**	**55.78**	**280.29**

Remuneration given upto the date of relieving from the position

Remuneration given from the date of joining the position

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment			NIL		
Compounding					
B. Directors					
Penalty					
Punishment			NIL		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			NIL		
Compounding					

For and on behalf of the Board
GMR Infrastructure Limited

Place: New Delhi
Date: August 8, 2019

G.M. Rao
Chairman

ANNEXURE ‘H’ TO THE BOARD’S REPORT

Disclosure of Managerial Remuneration for Financial Year ended March 31, 2019

(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./Mrs.)	Ratio of Director’s remuneration to the median remuneration of the employees of the Company for the financial year
G. M. Rao, Chairman	N.A.
Grandhi Kiran Kumar, Managing Director & CEO	N.A.
Srinivas Bommidala, Group Director	N.A.
B. V. N. Rao, Group Director	N.A.
G. B. S. Raju, Group Director	N.A.
N. C. Sarabeswaran, Independent Director*	0.60
R. S. S. L. N. Bhaskarudu, Independent Director*	0.81
S. Rajagopal, Independent Director*	0.65
S. Sandilya, Independent Director*	0.28
C. R. Muralidharan, Independent Director*	0.32
Vissa Siva Kameswari, Independent Director*	0.60
Vikas Deep Gupta, Director**	N.A.

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./Mrs.)	Percentage increase/ (decrease) in remuneration in the financial year
G.M. Rao, Chairman	(100.00)
Grandhi Kiran Kumar, Managing Director & CEO	N.A.
Srinivas Bommidala, Group Director	N.A.
B.V.N. Rao, Group Director	N.A.
G. B. S. Raju, Group Director	N.A.
N.C. Sarabeswaran, Independent Director*	8.33
R.S.S.L.N. Bhaskarudu, Independent Director*	20.69
S. Rajagopal, Independent Director*	27.27
S. Sandilya, Independent Director*	50.00
C. R. Muralidharan, Independent Director*	40.00
Vissa Siva Kameswari, Independent Director*	18.18
Vikas Deep Gupta, Director**	N.A.
Saurabh Chawla, Chief Financial Officer (CFO) ***	N.A
Madhva Bhimacharya Terdal, Chief Financial Officer (CFO)$	(5.19)
T. Venkat Ramana, Company Secretary	6.55

* Sitting fees paid to the Independent Directors.

** Resigned from the Directorship of the Company with effect from December 20, 2018.

*** Appointed as CFO of the Company with effect from February 15, 2019.

$ Resigned from the position of CFO of the Company with effect from February 14, 2019. Compared remuneration paid during previous year 2017-18 with the remuneration paid upto the date of relieving in FY 2018-19.

c) The percentage increase/(decrease) in the median remuneration of employees in the financial year: 1.03 %

d) The number of permanent employees on the rolls of the company as on March 31, 2019: 336

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:

Average percentile/percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year was 6.04%.

No remuneration was paid to the Managing Director/Executive Director of the Company during the year under review.

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 for Directors, Key Managerial Personnel and other employees’ adopted by the Company.

ANNEXURE 'I' TO THE BOARD'S REPORT

DIVIDEND DISTRIBUTION POLICY

(Pursuant to Regulation 43 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Board of Directors (the "Board") of GMR Infrastructure Limited (the "Company") has adopted the Dividend Distribution Policy (the "Policy") of the Company as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") in its meeting held on December 7, 2016.

EFFECTIVE DATE

The Policy shall become effective from the date of its adoption by the Board i.e. December 7, 2016.

PURPOSE, OBJECTIVES AND SCOPE

The Securities and Exchange Board of India ("SEBI") vide its Notification dated July 08, 2016 amended the Listing Regulations by inserting Regulation 43A, requiring top five hundred listed companies based on their market capitalization, calculated as on the 31st day of March of every year to have a Dividend Distribution Policy in place. The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking the decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be deemed relevant by the Board.

Declaration of dividend on the basis of parameters in addition to the elements of this Policy or resulting in amendment of any element of this Policy shall be regarded as deviation. Any such deviation, in extraordinary circumstances, when deemed necessary in the interests of the Company, along with the rationale shall be disclosed in the Annual Report by the Board of Directors and on the Company website.

The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for growth of the Company. The Company shall pursue this Policy, to pay, subject to the circumstances and factors enlisted hereon, dividend, which shall be consistent with the performance of the Company over the years.

A. Circumstances under which the shareholders may or may not expect dividend

The Equity shareholders of the Company may expect dividend only if the Company is having surplus funds after providing all expenses, depreciation etc., and complying all other statutory requirements of the Companies Act 2013. Company's immediate expansion / investment plans shall also be a big factor for taking the dividend decision and determine the dividend amount. The Board shall consider the factors provided under **Para B** and **Para C** below, before determination of any dividend pay-out. The decision of dividend pay-out shall, majorly be based on taking a balanced view of factors mentioned below, in the best interest of the shareholders and the Company.

Preference Shareholders shall be entitled and paid dividend at the fixed rate as per the terms of issue. In case of the Cumulative Preference Shares, if the Company is not having distributable profits for any certain financial year or the Company is not able to pay the dividend, then this shall be accumulated and be paid later on.

B. Financial Parameters

Subject to provisions of the Companies Act, 2013, dividend can be declared only out of the following:

i) Current Financial Year's profits:

   a) after providing for depreciation in accordance with law;

   b) after transferring to reserve such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion;

   c) after providing for accumulated losses, if any;

ii) The Profits for any previous financial year(s):

   a) after providing for depreciation in accordance with law;

   b) remaining undistributed; or

iii) Out of both (i) & (ii) above.

   In computing the above, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or resulting from changes in accounting policies or accounting standards.

The Board may, at its discretion, declare a special dividend under certain circumstances such as extraordinary profits from sale of investments.

Further, though it is not mandatory, the Board shall give due regard to the availability of profits as per consolidated financial statements of the company, besides availability of profits on a standalone basis.

C. CONSIDERATIONS RELEVANT FOR DECISION OF DIVIDEND PAY-OUT

The Board shall consider the following, while taking decision of a dividend pay-out during a particular year:

C-I External Factors

C-I.1 Statutory requirements

The Company shall observe the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve etc. as provided in the Companies Act, 2013, which may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.

C-I.2 Agreements with lending institutions/ Debenture Trustees

The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements as may be entered into with the lenders of the Company from time to time.

C-I.3 Macroeconomic conditions

Considering the state of economy in the Country, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

C-I.4 Taxation and other regulatory concern

- Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.

- Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

C-II Internal Factors

The board shall also take into account the following internal factors while declaring dividend:-

a) Profits earned during the year;

b) Availability of adequate cash flow, after considering all debt servicing requirements;

c) Present and future capital requirements of the existing businesses;

d) Business acquisitions;

e) Expansion/modernisation of existing businesses;

f) Additional investments in subsidiaries/associates of the Company;

g) Fresh investments into external businesses;

h) Uncertainties, if any in the operating performance of business units;

i) Management recommendations, based on any other consideration; and

j) Any other factor as deemed fit by board.

D MANNER OF UTILISATION OF RETAINED EARNINGS

The Board may retain the Company earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

a) Expansion plans;

b) Investment needs of Subsidiary / Associate companies, in view of their respective project implementation / expansions/ modernisation etc.;

c) Diversification of business;

d) Funds requirement of business units, owing to uncertain operational performance;

e) Long term strategic plans;

f) Replacement of capital assets;

g) Where the cost of debt is expensive;

h) Other such criteria as the Board may deem fit from time to time.

E. PARAMETERS FOR VARIOUS CLASSES OF SHARES

1. The factors and parameters for declaration of dividend to different class of shares of the Company shall be same as covered above.
2. The payment of dividend shall be based on the respective rights attached to each class of shares as per their terms of issue.
3. The dividends shall be paid out of the Company's distributable profits and/or general reserves, and shall be allocated among shareholders on a pro-rata basis according to the number of each type and class of shares held.
4. Dividend when declared shall be first paid to the preference shareholders of the Company as per the terms and conditions of their issue.

F. MANNER OF DIVIDEND PAYOUT

Below is a summary of the process of declaration and payment of dividends, and is subject to applicable regulations:

In case of final dividends

1. Recommendation, if any, shall be done by the Board at its meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company.
2. The dividend as recommended by the Board shall be approved/declared at the annual general meeting of the Company.
3. The payment of dividends shall be made within the statutory time to the shareholders entitled to receive the dividend on the record date/book closure period as per the applicable law.

In case of interim dividend

1. Interim dividend, if any, shall be declared by the Board.
2. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.
3. The payment of dividends shall be made within the statutory time to the shareholders entitled to receive the dividend on the record date as per the applicable laws.
4. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the annual general meeting.

G. DISCLOSURE

This Policy, as approved by the Board of Directors, at its meeting held on December 7, 2016 shall be disclosed in the Annual Report, and hosted on the website of the Company www.gmrgroup.in.

H . AMENDMENT

The Policy shall automatically stand modified to cover revision(s)/amendment(s) in accordance with applicable laws and regulations in force from time to time.

Notwithstanding anything contained anywhere the Company reserves its right to alter/modify/add/delete or amend any of the provisions of this policy with the approval of management committee by way of resolution.

Report on Corporate Governance

I. Company's Philosophy on Code of Governance

The chosen vision of your Company is institution in perpetuity. The Company is deeply conscious that, while doing business successfully it will actively cater to building of nation and society around it. The long term interest of the Company, particularly in infrastructure domain, is closely woven with stakeholders' alignment. Your Company has 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 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 employees
- Code of Conduct for Prohibition of Insider Trading
- Corporate Social Responsibility Policy
- Dividend Distribution Policy
- Nomination and Remuneration Policy
- Policy on Whistle Blower
- Policy on Related Party Transactions
- Risk Management Policy
- Policy on Preservation of Documents and Archival of documents
- Policy on disclosure of material events and information
- Policy on Material Subsidiaries
- Policy on Control & Maintenance of Stationery
- Business Responsibility Policy

II. Board of Directors

a. Board composition and category of Directors

The Company's policy is to maintain 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 (Chairman) Mr. Grandhi Kiran Kumar (Managing Director and CEO) Mr. Srinivas Bommidala Mr. G.B.S. Raju
Executive Directors (other than above)	NIL
Non-Executive Directors	Mr. B.V. N. Rao
Independent Non-Executive Directors	Mr. N. C. Sarabeswaran Mr. R.S.S.L.N. Bhaskarudu Mr. S. Rajagopal Mr. S. Sandilya Mr. C.R. Muralidharan Mrs. Vissa Siva Kameswari
Nominee Directors	NIL

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 and therefore, are deemed to be related to each other accordingly. 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 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 decision and recommends to the shareholders for the appointment of the Independent Directors.

The Independent Director(s), at the first meeting of the Board in which they participate as Director and thereafter at the first meeting of the Board in every financial year, 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").

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, subsidiary 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 http://investor.gmrgroup.in/pdf/Familiarisation.pdf.

d. Meetings of Independent Directors

As per requirement of Regulation 25 of SEBI LODR and Companies Act, 2013, the Independent Directors of the Company meet at least once every 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 matters mentioned in Schedule IV to the Companies Act, 2013. The Independent Directors take appropriate steps to present their views to the Chairman. One meeting of the Independent Directors was held during the year.

e. Code of Conduct

As per 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 (www.gmrgroup.in). 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 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 Infrastructure Limited:

Sl. No.	Name of Director	DIN ^	Category @	Number of other Directorships held in other Public Limited Companies as on March 31, 2019 #		Number of committee Chairmanships / memberships held in Public Limited Companies as on March 31, 2019 *		Board Meetings during the period from April 01, 2018 to March 31, 2019		Whether present at the Previous AGM held on September 21, 2018	No. of shares held***
				Chairman	Director	Chairman	Member	Held	Attended$		
1.	Mr. G.M. Rao	00574243	NEC	6	-	-	-	7	7	Yes	1731330 $^{\alpha}$
2.	Mr. Grandhi Kiran Kumar	00061669	MD & CEO	1	6	-	1	7	7	Yes	872160 $^{\alpha}$
3.	Mr. Srinivas Bommidala	00061464	NEPD	1	7	-	1	7	6	Yes	451660 $^{\alpha}$
4.	Mr. G.B.S. Raju	00061686	NEPD	2	5	-	3	7	4	Yes	544160 $^{\alpha}$
5.	Mr. B.V.N. Rao	00051167	NENID	2	3	-	1	7	7	Yes	182142
6.	Mr. N.C. Sarabeswaran	00167868	NEID	-	4	1	4	7	6	No	24285
7.	Mr. R.S.S.L.N. Bhaskarudu	00058527	NEID	-	7	4	5	7	7	Yes	Nil
8.	Mr. S. Sandilya	00037542	NEID	2	2	4	2	7	6	No	7000
9.	Mr. S. Rajagopal	00022609	NEID	1	5	3	4	7	7	Yes	26714<
10.	Mr. C.R. Muralidharan	02443277	NEID	-	2	-	-	7	7	Yes	Nil
11.	Mrs. Vissa Siva Kameswari	02336249	NEID	-	8	-	8	7	6	Yes	Nil
12.	Mr. Vikas Deep Gupta**	01763472	NENID	N.A.	N.A.	N.A.	N.A.	7	4	No	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 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.

** Mr. Vikas Deep Gupta resigned from the position of Director w.e.f. December 21, 2018.

$ Attendance includes participation through video conference.

α Shareholding includes shares held as Karta of HUF.

*** No convertible instrument was held by the Directors.

< Holding jointly with Ms. Geetha Rajagopal, wife of Mr. S. Rajagopal.

Seven Board Meetings were held during the financial year (FY) ended March 31, 2019, i.e., on May 30, 2018, August 6, 2018, August 14, 2018, September 21, 2018, November 14, 2018, February 14, 2019 and March 25, 2019. At least one board meeting was held in each Quarter. The Maximum gap between any two consecutive board meetings was 91 days.

g. Name of the listed entities, other than GMR Infrastructure Limited, where a director of the Company, is a director:

Sl. No.	Name of Director	Name of other listed entities	Category
1	Mr. G.M. Rao	GMR Enterprises Private Limited	Non-Executive Chairman
2	Mr. Grandhi Kiran Kumar	GMR Enterprises Private Limited	Non-Executive Director
		JSW GMR Cricket Private Limited	Non-Executive Director
3	Mr. Srinivas Bommidala	GMR Enterprises Private Limited	Non-Executive Director
		GMR Warora Energy Limited	Managing Director
		JSW GMR Cricket Private Limited	Non-Executive Director
4	Mr. G.B.S. Raju	GMR Enterprises Private Limited	Non-Executive Director
		GMR Aerospace Engineering Limited	Chairman
5	Mr. B.V.N. Rao	GMR Enterprises Private Limited	Non-Executive Director
6	Mr. N.C. Sarabeswaran	Madura Micro Finance Limited	Non-Executive Independent Director
7	Mr. R.S.S.L.N. Bhaskarudu	Nil	NA
8	Mr. S. Sandilya	Eicher Motors Limited	Non-Executive - Independent Director
		Mastek Limited	Non-Executive - Independent Director

Sl. No.	Name of Director	Name of other listed entities	Category
		Rane Brake Lining Limited	Non-Executive - Independent Director
9	Mr. S. Rajagopal	SREI Infrastructure Finance Limited	Non-Executive - Independent Director
10	Mr. C.R. Muralidharan	Nil	NA
11	Mrs. Vissa Siva Kameswari	VST Tillers Tractors Limited	Non-Executive - Independent Director
		Madura Micro Finance Limited	Non-Executive Independent Director

h. The Board currently has sufficient range of expertise and possesses all the competencies required for effective functioning. Below is the chart/ matrix of such competencies, identified by the Board:

Sl. No.	Core Competencies	Sl. No.	General Attributes
1	Project Management	1	Independence
2	Domain / Industry Specialist	2	Entrepreneurship
3	Business Development & Business Strategist	3	Soundness of Judgement
4	Asset Management/ Operational Excellence	4	People & Process orientation
5	Networking/Connecting/ Spanning	5	Expertise on domestic economic environment & understanding of global issues
6	Organizational Learning and Institutional memory	6	Interpersonal and Communication skills
7	Governance Consciousness	7	Leadership Skill
8	Functional expertise: - Information Technology - Finance & banking, etc.,		
9	Philanthropic outlook		

i. The Independent Directors, in the opinion of the Board, fulfill the conditions of the 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. N. C. Sarabeswaran (Independent Director)	Chairman
Mr. R.S.S.L.N. Bhaskarudu (Independent Director)	Member
Mr. S. Rajagopal (Independent Director)	Member
Mrs. Vissa Siva Kameswari (Independent Director)	Member

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

Mr. N. C. Sarabeswaran, Chairman of the Audit Committee, had not attended the last Annual General Meeting held on September 21, 2018. However, he had authorized Mr. R.S.S.L.N. Bhaskarudu to address the queries of the shareholders, if any.

b. Meetings and attendance during the year:

During the FY ended March 31, 2019, seven meetings of the Audit Committee were held i.e., on May 29, 2018, August 6, 2018, August 13, 2018, September 21, 2018, November 13, 2018, February 1, 2019 and February 13, 2019.

The attendance of the Audit Committee members is as under:

Name	No. of the Meetings	
	Held	Attended
Mr. N. C. Sarabeswaran	7	6
Mr. S. Rajagopal	7	7
Mr. R.S.S.L.N. Bhaskarudu	7	7
Mrs. Vissa Siva Kameswari	7	7

Special meetings of the Committee were held on August 6, 2018, September 21, 2018 and February 1, 2019 exclusively for considering the matters other than the routine matters.

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 existing as on April 1, 2019;

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.

IV. Nomination and Remuneration Committee

a. Composition of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Directors:

Name	Designation
Mr. R. S. S. L. N. Bhaskarudu (Independent Director)	Chairman
Mr. B.V.N. Rao (Non-Executive Non Independent Director)	Member
Mr. N.C. Sarabeswaran (Independent Director)	Member

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

Mr. R.S.S.L.N. Bhaskarudu, Chairman of the Nomination and Remuneration Committee, attended the last Annual General Meeting held on September 21, 2018.

b. Meetings and Attendance during the year:

During the FY ended March 31, 2019, two meetings of the Nomination and Remuneration Committee were held on August 14, 2018 and February 13, 2019.

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

Name	No. of the Meetings	
	Held	Attended
Mr. R.S.S.L.N. Bhaskarudu	2	2
Mr. B.V.N. Rao	2	1
Mr. N.C. Sarabeswaran	2	2

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;

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;

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 Directors / Whole time Directors / Key Managerial Personnel i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders, where required;

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 coordinates and oversees the annual self-evaluation of the Board including committees thereof and of individual directors. It reviews and discusses all matters pertaining to 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 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. Director's contribution for enhancing the governance, regulatory, legal, financial, fiduciary and ethical obligations of the Board.

xi. Director's adherence to high standards of integrity, confidentiality and ethics.

xii. Overall performance and contribution of directors at 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 had adopted the Nomination and Remuneration Policy. The Policy is annexed as Annexure 'C' to the Board's Report.

V. Details of remuneration paid during the FY ended March 31, 2019 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 2018-19.

b. Criteria for making payments to Non-Executive Directors: - The Independent Directors may 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 above, 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@	MD & CEO	-	-	-	**-**
Mr. Srinivas Bommidala	NEPD	-	-	-	**-**
Mr. G.B.S. Raju	NEPD	-	-	-	**-**
Mr. B.V.N. Rao	NENID	-	-	-	**-**
Mr. N.C. Sarabeswaran	NEID	-	-	5,20,000	**5,20,000**
Mr. R.S.S.L.N. Bhaskarudu	NEID	-	-	7,00,000	**7,00,000**
Mr. S. Sandilya	NEID	-	-	2,40,000	**2,40,000**
Mr. S. Rajagopal	NEID	-	-	5,60,000	**5,60,000**
Mr. C.R. Muralidharan	NEID	-	-	2,80,000	**2,80,000**
Mrs. Vissa Siva Kameswari	NEID	-	-	5,20,000	**5,20,000**
Mr. Vikas Deep Gupta*	NENID	-	-	-	**-**

@ The members of the Company have appointed the Chairman and the Managing Director for a period of three years commencing from October 18, 2017 and July 28, 2018 respectively. However, Mr. G.M. Rao had stepped down as Executive Chairman with effect from closure of business hours of March 31, 2018 and is continuing as Non- executive Chairman of the Company. Further, no service contracts, notice period and severance fees are applicable.

* Mr. Vikas Deep Gupta resigned from the position of Director w.e.f. December 21, 2018.

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

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. R.S.S.L.N. Bhaskarudu (Non-Executive Independent Director)	Chairman
Mr. B. V. N. Rao (Non-Executive Non Independent 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 Stakeholders' Relationship Committee.

Mr. R.S.S.L. N. Bhaskarudu, Chairman of the Stakeholders' Relationship Committee, attended the last Annual General Meeting held on September 21, 2018.

b. Meetings and attendance during the year:

During the FY ended March 31, 2019, four meetings of the Stakeholders' Relationship Committee were held i.e., on May 30, 2018, August 14, 2018, November 14, 2018 and February 14, 2019. The attendance of the Stakeholders' Relationship Committee members is as under:

Name	No. of the Meetings	
	Held	Attended
Mr. R.S.S.L.N. Bhaskarudu	4	4
Mr. B. V. N. Rao	4	2
Mr. G.B.S. Raju	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. Dealing with complaints about 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 2018-19 and the status of the same are as below:

i)	Number of complaints pending as on April 1, 2018	: NIL
ii)	Number of shareholder complaints received*	: 42
iii)	Number of complaints resolved*	: 42
iv)	Number of complaints not resolved to the satisfaction of shareholders	: NIL
v)	Number of complaints pending as on March 31, 2019	: NIL

*excluding the number (159) of requests received and resolved for copy of Annual Report.

VII. Other Committees :

1. 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 2018-19, Nineteen meetings of the Management Committee were held i.e., on April 6, 2018, April 23, 2018, May 25, 2018, June 21, 2018, July 5, 2018, August 7, 2018, September 1, 2018, September 24, 2018, October 10, 2018, October 15, 2018, October 24, 2018, November 26, 2018, December 27, 2018, December 31, 2018, January 8, 2019, January 16, 2019, February 27, 2019, March 20, 2019 and March 28, 2019.

The attendance of members is as under:

Name	No. of the Meetings	
	Held	Attended
Mr. G.M. Rao	19	19
Mr. Grandhi Kiran Kumar	19	19
Mr. Srinivas Bommidala	19	17
Mr. G.B.S. Raju	19	19
Mr. B.V. N. Rao	19	19

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

i. Decision-making relating to operational matters such as investments in new projects, financial matters, borrowings, capital expenditure, purchases and contracts – non-capital (including services), sales and marketing, long-term contracts, stores, HR related matters, establishment and administration, writing-off of assets, etc.

ii. Decision-making relating to private placements/QIP/IPO/Rights issue matters like quantum of issue, issue price, appointment of lead managers and other intermediaries, registrars to the issue, bankers to the issue, listing of shares, execution of all the documents pertaining to IPO, etc.

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

2. Corporate Social Responsibility (CSR) Committee

a. Composition of CSR Committee:

The CSR Committee comprises of the following Directors:

Name	Designation
Mr. R.S.S.L.N. Bhaskarudu (Non-Executive Independent Director)	Chairman
Mr. B. V. N. Rao (Non-Executive Non Independent 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 CSR Committee.

b. Meetings and attendance during the year:

During the FY ended March 31, 2019, one meeting of CSR Committee was held i.e., on August 14, 2018. The attendance of the CSR Committee members is as under:

Name	No. of the Meetings	
	Held	Attended
Mr. R.S.S.L.N. Bhaskarudu	1	1
Mr. B. V. N. Rao	1	0
Mr. G.B.S. Raju	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. 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);

v. To report periodically on the CSR activities of the Company to the Board and in the Board's report;

vi. To seek expert advice on CSR activities of the Company that may be appropriate to discharge its responsibilities; and

vii. To take up any other roles and responsibilities delegated by the Board from time to time.

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:

During the FY ended March 31, 2019, two meetings of the Debenture Allotment Committee were held i.e., on October 5, 2018 and March 28, 2019.

The attendance of members is as under:

Name	No. of the Meetings	
	Held	Attended
Mr. B.V. N. Rao	2	2
Mr. Srinivas Bommidala	2	2
Mr. G.B.S. Raju	2	2

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

Issuance and allotment of debentures on such terms and conditions as may be prescribed from time to time in this regard.

4. Risk Management Committee

a. Composition of Risk Management Committee:

The Risk Management Committee comprises of the following Members:

Name	Designation
Mr. Grandhi Kiran Kumar (Managing Director & CEO)	Chairman
Mr. B V N Rao (Non-Executive Non Independent Director)	Member
Mrs. Vissa Siva Kameswari (Non- Executive Independent Director)	Member
Mr. Saurabh Chawla (Executive Director-Finance & Strategy and CFO)	Member
Mr. Suresh Bagrodia (GCFO- Operations)	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:

First Meeting of the Risk Management Committee is yet to be held since its formation on Feburary 14, 2019.

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

i. Monitoring and reviewing of Risk Management Plan. The Risk Management Plan to include periodically assessing and evaluating risks, i.e., identification and quantification of risks and ensuring that the Company is taking adequate measures to mitigate the risks and periodically monitoring the risks affecting the company.

ii. Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes and recommending changes to such Policy and / or associated frameworks, processes and practices of the Company.

iii. Understanding the cyber risks facing the organization and how they may affect the business and challenging the effectiveness of the company's cybersecurity risk management program and to ensure that the Company is taking adequate measures to mitigate the cyber risks.

iv. 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.

VIII. 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 were as under:

Year	Venue	Date and Time	Special Resolutions passed
2017-18	Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra.	September 21, 2018 at 3.00 p.m.	1. Approval for continuation of Mr. R.S.S.L.N. Bhaskarudu as a Non-Executive Independent Director of the Company beyond the age of 75 years. 2. Approval for continuation of Mr. N.C. Sarabeswaran as a Non-Executive Independent Director of the Company beyond the age of 75 years. 3. Approval for continuation of Mr. S. Rajagopal as a Non-Executive Independent Director of the Company beyond the age of 75 years. 4. Approval for issue and allotment of Securities for an amount upto ₹ 2,500 Crore in one or more tranches. 5. Approval for issue and allotment of Optionally Convertible Debentures.
2016-17	Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra	September 29, 2017 at 2.15 p.m.	1. Approval for issue and allotment of Securities for an amount upto ₹ 2,500 Crore in one or more tranches. 2. Re-appointment of Mr. G.M. Rao as Executive Chairman of Company. 3. Re-appointment of Mr. Grandhi Kiran Kumar as Managing Director of the Company.
2015-16	Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai - 400050, Maharashtra.	September 14, 2016 at 3.00 p.m.	1. Re-appointment of Mrs. Vissa Siva Kameswari as an Independent Director of the Company. 2. Re-appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director of the Company. 3. Re-appointment of Mr. N.C. Sarabeswaran as an Independent Director of the Company. 4. Re-appointment of Mr. S. Sandilya as an Independent Director of the Company. 5. Re-appointment of Mr. S. Rajagopal as an Independent Director of the Company. 6. Re-appointment of Mr. C.R. Muralidharan as an Independent Director of the Company. 7. Approval to make investment in securities under Section 186 of the Companies Act, 2013. 8. Approval for issue and allotment of Securities for an amount upto ₹ 2,500 Crore in one or more tranches.

b. Extraordinary General Meetings

No Extraordinary General Meeting (EGM) was held during the three years preceding the FY 2018-19.

c. Special Resolution passed through postal ballot:

During the year under review, no resolution has been passed through the exercise of postal ballot. However, the Company has passed the following special resolution by way of postal ballot on May 29, 2019:

Approve divestment of minority equity stake in GMR Airports Limited and approvals in terms of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board had appointed Mr. V. Sreedharan, Practising Company Secretary as the 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:

Resolution	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
Approve divestment of minority equity stake in GMR Airports Limited and approvals in terms of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	4821953363	4659366111	162587252	96.63	3.37

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.gmrgroup.in) 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.

IX. Means of Communication

The Company has been sending Annual Reports, Notices and other communications to each shareholder through e-mail, post and/or courier.

The quarterly/annual results of the Company as per the requirement of SEBI LODR, are generally published in the 'Business Line' and / or 'Financial Express' and 'Nav Shakti' (a regional daily in Marathi language). Quarterly and Annual Financial Statements, along with segment report, if any, and Quarterly shareholding pattern are posted on the Company's website (www.gmrgroup.in), 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. The Shareholding Pattern, Reconciliation of Share Capital Audit Report and Corporate Governance disclosures as per the SEBI LODR are filed electronically through NSE Electronic Application Processing System (NEAPS), BSE Corporate Compliance & Listing Centre (BSE Listing Centre) and investor complaints are redressed through SEBI Complaints Redress System (SCORES). Further, all other price sensitive information, press releases and other information is sent to the stock exchange where shares of the Company are listed and updated on Company's website.

X. General Shareholder Information

a. Annual General Meeting to be held for the financial year 2018-19 :

Day	:	Monday
Date	:	September 16, 2019
Time	:	3.00 P.M.
Venue	:	K. R. Foundation, Sheila Gopal Raheja Auditorium, Balgandharva Rangmandir, Junction 24th & 32nd Road, Bandra (West), Mumbai-400050

b. Financial Calendar :

The financial year is 1st April to 31st March every year and for the FY 2019-20, the financial results are proposed to be declared as per the following tentative schedule:

Particulars	Schedule
Financial reporting for the quarter ended June 30, 2019	First fortnight of August 2019
Financial reporting for the quarter / half year ending September 30, 2019	First fortnight of November 2019
Financial reporting for the quarter / nine months ending December 31, 2019	First fortnight of February 2020
Financial reporting for the quarter / year ending March 31, 2020	Second fortnight of May 2020
Annual General Meeting for the year ending March 31, 2020	August / September 2020

c. Book Closure Date :

The Register of Members and Share Transfer Books of the Company will be closed from Monday, September 9, 2019 to Monday, September 16, 2019 (both days inclusive) for the purpose of the 23rd Annual General Meeting.

d. Dividend Payment Date :

Your Directors have not recommended any dividend for the FY 2018-19.

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 paid Annual listing fees for the FY 2019-20 to both Stock Exchanges.

(ii) Privately placed Debt instruments :

During FY 2011-12 and FY 2012-13, 10,000 Secured Non-Convertible Debentures of ₹ 10 lakh each aggregating to ₹ 1,000.00 Crore were issued to ICICI Bank Limited on a private placement basis, in various tranches. These Secured Non-Convertible Debentures are listed on National Stock Exchange of India Limited and were partially redeemed and are due to be fully redeemed on March 25, 2021. During the year, the face value of Secured Non-Convertible Debentures was reduced to ₹ 3,87,500/- from ₹ 5,67,500/- for each debenture. The stock codes of Secured Non- Convertible Debentures are GMRI21, GMRI21A, GMRI21B and GMRI21C.

The Company paid Annual listing fees to the Stock Exchange in respect of the aforementioned Secured Non-Convertible Debentures for the FY 2019-20.

f. Debenture Trustees :

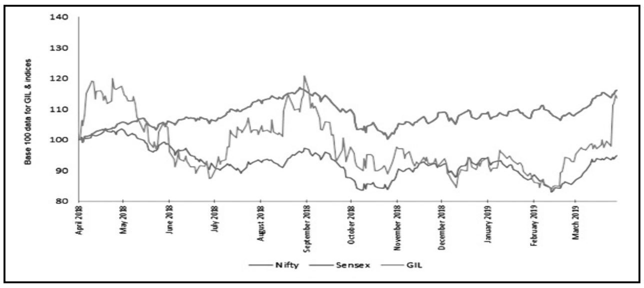
IDBI Trusteeship Services Limited
Regd. Off.: Asian Building, Ground Floor
17. R. Kamani Marg, Ballard Estate,
Mumbai – 400 001
Phone: +91 22 40807000
Fax: +91 22 66311776
Email: itsl@idbitrustee.com

g. Market Price Data – high, low during each month in last financial year relating to Equity Shares listed :

(Amount in ₹)

Month	BSE		NSE	
	High	Low	High	Low
Apr-18	21.35	17.05	21.40	17.05
May-18	20.9	16.40	20.95	16.40
Jun-18	18.00	14.55	17.90	14.55
Jul-18	19.35	15.20	19.50	15.15
Aug-18	21.25	17.25	21.25	17.25
Sep-18	21.50	14.85	21.50	15.10
Oct-18	17.50	15.20	17.55	15.15
Nov-18	17.70	15.75	17.75	15.65
Dec-18	16.65	14.60	16.65	14.65
Jan-19	17.20	15.05	17.25	15.00
Feb-19	16.65	13.45	16.65	12.95
Mar-19	21.25	16.20	21.35	16.25

Performance of the share price of the Company in comparison to BSE



Sensex and S & P CNX Nifty

h. Registrar and Share Transfer Agent (RTA) :

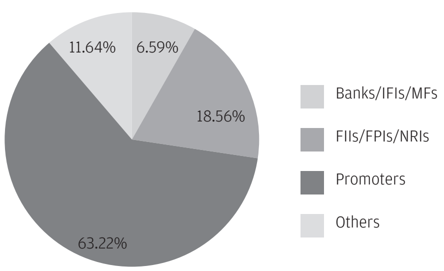
Karvy Fintech Private Limited
Unit: GMR Infrastructure Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500 032
Phone : +91 40 6716 1500 Fax : +91 40 23001153
Email ID: einward.ris@karvy.com

i. Share Transfer System :

The share transfer requests that are received in physical form are processed by the RTA and the share certificates are returned within a period of 7 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board of Directors of the Company has delegated powers of approving transfers and transmission of securities to the Stakeholders' Relationship Committee. The Committee has authorized each member of the Committee to approve the transfer of shares up to 20,000 shares per transfer deed and the Company Secretary and other specified executives of the Company to approve the transfer of shares up to 10,000 shares per transfer deed. A summary of the transfer, transmissions / de-materialization request / re-materialization requests approved by the Member(s) of the Committee / Executives is placed before the Committee. The Company obtains certificate from a practicing Company Secretary in terms of Regulation 40(9) of the SEBI LODR certifying that all the certificates have been issued within 30 days of the date of lodgment for transfer, and thereafter submit the same to the stock exchanges.

In terms of Regulation 40 of SEBI LODR, as amended, no transfer of shares in physical mode is permitted.

j. Distribution of equity shareholding as on March 31, 2019 :



Distribution by category

Description	No. of Cases*	Total Shares	% Equity
Banks	19	100257349	1.66
Indian Financial Institutions	18	211555777	3.50
Mutual Funds	23	85657612	1.42
Foreign Institutional Investors	10	240234699	3.98
Foreign Portfolio Investors	98	858960759	14.23
Non Resident Indians	4434	20803469	0.34
Promoters	36	3815742751	63.22
Others:			
H U F	7101	17864056	0.30
Bodies Corporates	2178	232338619	3.85
NBFC	19	1137719	0.02
Resident Individuals	390628	439486599	7.28
Trusts	10	46338	0.00
Clearing Members	370	11859528	0.20
Total	**404944**	**6035945275**	**100**

***Calculated on folio basis.**

Distribution by size

Sl. No	Category (Shares)	March 31, 2019				March 31, 2018			
		No. of share holders	%	No. of shares	%	No. of share holders	%	No. of shares	%
1	1 - 500	295054	72.86	50812035	0.84	311837	71.15	55706919	0.92
2	501 - 1000	50522	12.48	42375965	0.70	57277	13.07	48132049	0.80
3	1001 - 2000	27641	6.83	43871912	0.73	31576	7.20	50282174	0.83
4	2001 - 3000	9936	2.45	25953168	0.43	11598	2.65	30377225	0.50
5	3001 - 4000	4826	1.19	17755810	0.29	5573	1.27	20526035	0.34
6	4001 - 5000	4544	1.12	21878576	0.36	5517	1.26	26612887	0.44
7	5001 - 10000	6627	1.64	50749976	0.84	7805	1.78	60084153	1.00
8	10001 and above	5794	1.43	5782547833	95.80	7097	1.62	5744223833	95.17
	Total	**404944**	**100.00**	**6035945275**	**100.00**	**438280**	**100.00**	**6035945275**	**100.00**

k. 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). Total 99.99% of shares have been dematerialized as on March 31, 2019.

ISIN: INE776C01039 (Fully Paid Shares)

Description	No. of Shareholders	No. of Shares	% Equity
Physical	265	764779	0.01
NSDL	250455	5783907900	95.82
CDSL	154224	251272596	4.16
Total	**404944***	**6035945275**	**100.00**

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

* In shareholding pattern, shareholding was reported by consolidating the folios on the basis of respective PAN.

l. 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, 2019, 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 has issued 6 (Six) Foreign Currency Convertible Bonds to Kuwait Investment Authority ("Subscriber") during FY 2015-16 with the terms and conditions which, inter-alia,include as under:-

Number of Bonds issued	:	6
Nominal Value of each Bond	:	US$ 50,000,000
Total value of the issue	:	US$ 300,000,000
Conversion	:	The bonds are convertible into Equity Shares of the Company
Conversion Price	:	₹ 18 per Equity Share.
Tenor	:	60 years
Coupon Rate	:	7.5%
Yield to maturity	:	7.5%

iv. Optionally Convertible Debentures (OCDs):

The Company had issued 4 (Four)* valid Optionally Convertible Debentures to Doosan Power Systems India Private Limited during the FY 2018-19 with the terms and conditions which, inter-alia, include as under:-

Number of OCDs issued	:	4
Face Value of each OCD	:	₹43,08,02,315/-
Rating & Listing	:	Unrated and Unlisted
Redemption/ repayment	:	OCDs of face value of ₹43,08,02,315/- each shall be redeemable in four equal quarterly instalments commencing from March 31, 2019.
Call/ Put option	:	The Company shall have the right to call for the redemption of OCDs not earlier than 45 days and not later than 30 days from the respective quarterly Redemption Date (being the end date of each quarterly installments). However, if the Company does not exercise the Call option, the Allottee may exercise the put option not earlier than 30 days and not later than 10 days from the respective quarterly Redemption Date.
Conversion	:	If neither the Company nor the Allottee exercise the Call / Put Option, as the case may be, then the respective OCDs shall be converted into equity shares of the Company within 15 days of end of the respective quarterly Redemption Date.
Coupon Rate	:	0%
Yield to maturity	:	Zero

* The Company had also issued another four OCDs of ₹ 57,41,97,685 each during this period however the same were subsequently withdrawn, in compliance with the SEBI interpretative letter.

m. Commodity Price Risk/ Foreign Exchange Risk and Hedging activities:

The details of foreign currency exposure and hedging are disclosed in note no. 38(c) to the standalone financial statements.

n. 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 through its subsidiaries / associates / joint venture are Indonesia, Singapore, Nepal, Philippines (Cebu) and national locations (States) where the Company operates by itself and through its subsidiaries, joint ventures, associates in India are Delhi, Karnataka, Telangana, Maharashtra, Goa, Odisha, Chhattisgarh, Tamil Nadu, Uttar Pradesh, Andhra Pradesh, Himachal Pradesh, Gujarat, Uttarakhand, Jharkhand, Punjab, Haryana etc.

o. Address for correspondence

GMR Infrastructure Limited
CIN: L45203MH1996PLC281138
Company Secretary and Compliance Officer
(Corporate Secretarial Department)
New Udaan Bhawan, Opp. Terminal 3 IGI Airport
New Delhi- 110037
T +91 11 4921 6751
F +91 11 4921 6723
E-mail: Gil.Cosecy@gmrgroup.in

p. 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.

q. Reconciliation of Share Capital Audit:

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 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.

r. 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	No. of shareholders	No. 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, 2018	13	17924
Number of shareholders who approached the Company for transfer of shares from suspense / escrow account (maintained with NSDL) during the year	0	0
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, 2019	13	17924

The voting rights on the shares outstanding in the aforesaid suspense account as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares. There were no unclaimed equity shares issued in physical form.

s. List of all credit rating obtained by entity:

Name of Credit Rating Agency : Credit Rating

Infomerics : Minus BBB

XI. 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 material subsidiary companies are placed periodically before the Board of the Company.

XII. 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. 34 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 penalties or strictures have been 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 http://investor.gmrgroup.in/Policies.

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

We affirm that no one has been denied access to the Audit Committee.

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.gmrgroup.in/policies.

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 http://investor.gmrgroup.in/Policies.

g. During the FY ended March 31, 2019, 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) - Not Applicable.

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 relevant financial year.

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 ₹ 14.11 Crore.

l. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

a. Number of complaints filed during the financial year : Nil

b. Number of complaints disposed of during the financial year: Nil

c. Number of complaints pending as on end of the financial year : Nil

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

XIV. 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. Shareholder Rights

Half yearly financial results are forwarded to the Stock Exchanges, published in newspapers and uploaded on the website of the Company like quarterly results.

c. Modified opinion(s) in audit report

The modified opinion of statutory auditor forms part of auditors report on standalone as well as consolidated financial statements and the management's response thereon is furnished in Board's report.

d. Separate posts of Chairperson and Chief Executive Officer (CEO)

The Company has appointed separate persons to the post of Chairperson and Managing Director & CEO.

e. 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 for reporting their findings of the internal audit to the Audit Committee.

XV. 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.

Certificate on corporate governance:

Pursuant to Schedule V of the SEBI LODR, the Certificate from Practicing Company Secretary on Corporate Governance is annexed hereinafter.

Declaration on compliance with Code of Conduct

To,
The Members of 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 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, 2019.

Place : New Delhi
Date: May 29, 2019

Grandhi Kiran Kumar
Managing Director & CEO

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 Infrastructure Limited

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, 2019 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 Infrastructure Limited	For GMR Infrastructure Limited
Grandhi Kiran Kumar Managing Director & CEO	Saurabh Chawla CFO

Place: New Delhi
Date: May 29, 2019

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 INFRASTRUCTURE LIMITED

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GMR Infrastructure Limited having CIN L45203MH1996PLC281138 and having registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name	DIN	Date of appointment in Company
1	Mr. G. M. Rao	00574243	22.05.1999
2	Mr. Srinivas Bommidala	00061464	10.05.1996
3	Mr. G.B.S. Raju	00061686	22.05.1999
4	Mr. B.V.N. Rao	00051167	10.05.1996
5	Mr. G. Kiran Kumar	00061669	05.12.1999
6	Mr. N.C. Sarabeswaran	00167868	09.11.2011
7	Mr. R.S.S.L.N. Bhaskarudu	00058527	02.09.2005
8	Mr. S. Sandilya	00037542	11.09.2012
9	Mr. S Rajagopal	00022609	12.11.2012
10	Mr. C. R. Muralidharan	02443277	17.09.2013
11	Mrs. Vissa Siva Kameswari	02336249	01.10.2014

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 on these 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
Company Secretaries

V. SREEDHARAN
Partner
FCS.2347; CP.No.833

Place: Bengaluru
Date: July 24, 2019

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identity No: L45203MH1996PLC281138

Nominal Capital: ₹ 1,950 Crore

To
The Members of
GMR INFRASTRUCTURE LIMITED
Naman Centre, 7th Floor, Opp. Dena Bank,
Plot No. C-31, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.

We have examined all the relevant records of GMR Infrastructure Limited ("the company") for the year ended March 31, 2019 for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations'). 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 Schedule II of the said Regulations.

For V. Sreedharan and Associates
Company Secretaries

V. SREEDHARAN
Partner
FCS.2347; CP.No.833

Place: Bengaluru
Date: July 24, 2019

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 Infrastructure Limited, 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 which may 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. GMR Infrastructure Limited disclaims any obligation to update these forward-looking statements to reflect future events or developments.

Infrastructure Growth

After the persistent growth in the previous years, economic activity across the world is slowing down in the aftermath of China - US trade escalations and geopolitical uncertainties. The global economy grew at 3.6% in 2018 compared to 3.8% in 2017 and is likely to end 2019 with a growth of 3.3% (IMF). At the domestic front, the economy growth rate came at 6.8% in FY 2018-19 down from 7.2% in FY 2017-18. Q4 FY 2018-19 growth slipped to 5.8% which was a 5 year low. Slowing economic growth can be primarily attributed to liquidity squeeze in the NBFC sector and lingering issues in the agriculture sector. With inflation in control and growth slowing down, RBI progressively reduced the repo rate to 5.75% in June 2019 to help the revival of the economy.

India's FDI inflows in FY 2018-19 remained strong at USD 64.4 billion, which is up by 6% YoY. The country continued its upward journey on the World Bank's Ease of Doing Business rankings, and jumped 23 positions to be at 77th position from 100th position previous year, primarily on account of quicker grant of construction approvals and cross border trading getting easier. Higher ranking acknowledges efforts put in by the government and improves perception about doing business in India.

On the policy front, implementation of two major reforms- Goods and Services Tax (GST) and Insolvency and Bankruptcy Code (IBC) is in the process of stabilization. GST collections have been improving but still below the desirable levels. Continuous efforts are being done to have the tax rates on different categories at optimum level and expand the tax base so as not to hit the collections adversely. Coming to IBC, a joint report by ASSOCHAM and CRISIL pointed out that starting from inception in 2016, resolution of 94 stressed assets achieved around 43% recovery, amounting to ₹ 75,000 Crore till March 31, 2019. Total claims of ₹ 1,75,000 Crore were admitted under the Corporate Insolvency Resolution Process (CIRP) approved by the National Company Law Tribunal (NCLT). The resolution process is taking longer than stipulated time, the average resolution timeline for the 94 cases was 324 days against the stipulated timeline of 270 days. Emerging clarity in the code and better coordination between Committee of Creditors (CoC) and Resolution Professionals should help the implementation becoming smoother and revive the credit offtake.

In the wake of lingering challenges of the past years, many leading institutes have lowered their projections for the domestic economy for FY 2019-20 while expecting it do better than FY 2018-19. IMF projects the country to grow by 7.3% while RBI projects the growth rate to be 7.0% and World Bank projects the economy to grow at 7.5% this fiscal year. Economic Survey, 2019 expects the growth to be at 7% in FY 2019-20. The new Government has stated vision to make the country USD-5 trillion economy by 2025. It aims to achieve this target on the strength of attracting more private investments and encouraging more savings. Accordingly, Union Budget has strived to take measures in that direction. Some of the steps suggested are developing corporate bond market, recapitalization of PSU banks by ₹ 70,000 Crore, lowering the cost of borrowing by easing foreign capital especially into infrastructure sector among others. As a result, we are optimistic about the economy in the coming year. The positive outlook also stems from the realization of benefits from the reforms undertaken and the investment revival due to political stability, accommodative monetary policy and strengthening of credit growth.

In the Infrastructure sector, FY 2018-19 saw relatively subdued ordering activity because of the general elections and there was greater emphasis on completion of pending projects. The Road sector witnessed highest construction activity though award of projects slipped. Indian aviation sector continued its double digit growth in FY 2018-19 and ended as the fastest growing domestic aviation market in the world yet again. The Power sector saw demand expansion because of 'Saubhagya' scheme, but issues related to pending payments by discoms continue to hurt the private power producers. However, the Government has taken steps such as SHAKTI scheme, rationalization of coal escalation index, directions to Central Electricity Regulatory Commission (CERC) for time bound disposal of 'change in law' petitions, etc. to reenergize the sector. UDAY scheme has contained losses of DISCOMS from pre UDAY period, but a lot needs to be done by DISCOMS in the areas of tariff revisions and operational efficiency to resolve the challenges hurting the sector.

The Union Budget 2019 envisages allocation of ₹ 100 Lakh Crore for infrastructure in next 5 years. The Government understands the need to facilitate long term financing which is very necessary for the development of Infrastructure sector. It has formed an expert committee to suggest ways to address the issues in infrastructure financing. Given the fiscal constraints, immediate efforts are required to channelize private investment into the sector. Steps such as setting up NIIF and investment trusts are in the right direction. It has proposed to prepare an Action Plan to develop the market for long term bonds with focus on infrastructure sector. Government will also work with regulators (RBI/SEBI) to enable stock exchanges to allow AA rated bonds as collaterals. Further, a Credit Enhancement Fund for infrastructure projects for supporting the credit rating of bonds floated by infrastructure companies is likely to be launched in the country. For the infrastructure sector, the total allocation in the budget was at ₹4.7 Lakh Crore, Railways and Highways sectors got the priority in terms of allocation. Airlines and airports continued robust growth trend this year. Comprehensive restructuring of

National Highways Programme is on the anvil to ensure the creation of a national highways grid of desirable capacity. 1.25 lakh km of road length at an estimated cost of ₹ 80,250 Crore is proposed to be built in Phase 3 of Pradhan Mantri Gram Sadak Yojana (PMGSY). Railway infrastructure is envisaged to need ₹ 50 lakh Crores till 2030. In the Airports Sector, Ministry of Civil Aviation (MoCA) plans to have capacity to handle more than 1 bn passenger traffic by 2040. To increase clarity in the tariff setting mechanism, there are plans to do the bidding on the basis of predetermined tariff that should make the sector more attractive for the investors.

In the railways sector, indications are that Public Private Partnership (PPP) will be used more extensively to drive faster development and delivery of passenger freight services for railway projects to boost the connectivity.

The new Government is maintaining the continuity on the major programmes like Bharatmala Pariyojana (Highways), Sagarmala (Ports), Railway Station redevelopment programme, Inland Waterways development, Namami Gange, Swachh Bharat Mission, UDAN, NABH Nirman (Airports), AMRUT and Smart Cities (Urban Infra), launched during its last tenure.

In the aviation sector, taking note of the robust growth and huge potential, it is planned to open up the sector for more FDI participation and look at ways to make India into a global MRO hub.

At GMR, our commitment to the cause of Nation building is through creation of quality assets. We are proud to have been associated with Delhi Airport and Hyderabad Airport which are recognized worldwide as land mark infrastructure projects of the country. Over the past few years, we have consolidated our position, focused on addressing 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 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.

We have made significant progress in this regard. We have recently executed binding documentation for a strategic partnership with marquee investors led by GIC (Sovereign Fund of the government of Singapore), the Tata Group and SSG Capital, wherein they are to invest ₹ 8,000 Crore for stake in GMR Airports Limited (GAL), subsidiary of your Company.

In our efforts to continuously reduce the cost of financing, we have raised long term USD bonds at both Delhi (USD 350 Mn – 10 years) and Hyderabad (USD 300 Mn – 5 years) Airports for our expansion projects underway at very competitive rates. This is the second round of raising funds through USD bonds after similar fund raising at both the airports in the past few years that demonstrates our strong standing among the international financial community. This reduces our reliance on domestic banking system and helps us plan our cash flows better.

In view of the airports infrastructure landscape and growing passenger traffic in the country, our focus will be on continuously strengthening the Airports platform to drive growth for the Group going forward. Non aero revenues at our airports have grown higher than the passenger growth as a result of our focused marketing and customer engagement initiatives. We would like to take many more such initiatives by suitably integrating the latest technology trends with our offerings. We believe we have created a strong platform to scale up our activities in this segment and become a leading player both at Regional and International levels.

On the other hand, we will continue to consolidate the Energy and Highways business with focus on cash flow improvement by recovering long pending receivables and pursuing claims with the appropriate agencies. As an outcome of persistent efforts, we have been able to achieve debt restructuring plan, in consultation with all the stakeholders including banks at GMR Rajamundary Energy Limited (GREL). We have also entered into definitive Share Purchase Agreement with Adani Power Limited for the divestment of our entire stake in GMR Chhattisgarh Energy Limited (GCEL). These transactions will deleverage our Balance Sheet considerably and make us more agile to pursue future opportunities. Further, in partnership with Tenaga, our strategic partner, we are in the process of identifying new areas of growth for the Energy Business which are in line with our 'Asset Light Asset Right' strategy.

At our Special Investment Regions (SIRs), we are very much hopeful that initiatives such as 'Make in India', stable political environment and proactive favorable policy interventions should be able to attract various global companies to set up base in India.

In order to improve the value to the stakeholders and strengthen the balance sheet through deleveraging, more efforts are being made towards monetization / divestment of assets, attracting investments and reducing debt and the overall cost of borrowing.

Airport Sector Outlook and Future Plan

Airport Sector

Indian aviation sector continued its remarkable growth in FY 2018-19 with domestic air passenger volume increasing by 14% to 127 mn. IATA projects India to be third largest aviation market by 2024 up from 7th position currently, overtaking UK and placed only behind US and China. Vision 2040 document prepared by Ministry of Civil Aviation (MoCA) pegs the traffic volume to reach 1.1 bn by 2040. This comprises of 821 mn domestic passengers and around 303 mn international passengers. The overall growth rate works out to be 9% for domestic market and 7% for international traffic on annualized basis. Notwithstanding the recent drop in passenger traffic due to closure of one large airline and grounding of Boeing 737 Max 8 aircrafts, that have led to sudden drop in the total airlines passenger carrying capacity and consequent rise in air fares, there is an underlying strength in the sector and we expect the upward trajectory to continue, buoyed by the favorable macroeconomic factors. Massive air traffic boom will also in turn lead to demand for aircrafts and increasing capacity at the airports in the country. Indian carriers have an order book of more than 1,000 and one of the highest ratio of aircraft ordered vs aircraft in service. Two more Indian carriers are currently preparing to go international. Vision 2040 also envisages 190-200 operational airports in the country by 2040.

It is expected that Digital Technologies and Automation will play a greater role in the Airport Sector moving ahead. Ground handling and airport operations will be highly automated and driven by electric ground support equipment. Processes such as Check-in, baggage drop, immigration clearance, etc., which are prone to longer queues, will be automated, with minimal human intervention allowing for greater efficiency and a superior passenger experience. In keeping with global trends, Indian airports are also expected to invest heavily in digital technologies and cloud computing capabilities, which will enable integration of different safety and security data sets such as security camera feeds, facial recognition, luggage scans, security incident reports etc.

NABH Nirman policy measure whereby Government plans to expand airport capacity to more than five times to handle a billion trips a year, should provide a huge boost for the Airports sector and its stakeholders. Privatization of six mid-sized airports on PPP basis came up for bidding in early 2019. The bidding was on the basis of 'per passenger fee' as opposed to 'revenue share' in the previous bids. Having 'per passenger fee' as bid parameter is an evolution from earlier parameter of 'revenue share' and is a precursor to having prefixed tariff for upcoming bids in the airports sector.

We expect the growth in domestic traffic would continue to be led by the Low Cost Carriers. UDAN scheme has boosted air traffic in the country by connecting far off places and making use of the underserved and unserved air strips. It has so far brought more than 35 underserved and unserved airports to the main airport network and developed more than 170 new routes. The scheme should continue to boost air traffic in the country by expanding regional air connectivity further. UDAN International has also been launched which will connect a few nearby international destinations with domestic airports. Increasing attraction of India as tourism destination should give fillip to the air travel sector. Further, international flying rights and existing bilaterals are undergoing an overhaul, which should provide additional boost to the overseas traffic. We seek to increase passenger traffic at the airports by, among other things, attracting new airlines to use the airports and encouraging existing airlines to increase the number of routes and flights servicing the airports.

We plan to gradually increase the passenger capacity in phases based on traffic demand. The expansion plans are underway for our Delhi International Airport as well as Hyderabad International Airport.

On account of its strategic location in the cities, the real estate available as part of the concessions for our airports has tremendous potential. In FY 2018-19, we executed landmark transaction with Bharti at our Delhi real estate (Aerocity). We aim to establish Aerocity as the CBD for the Delhi NCR region in the coming years. At our Hyderabad real estate, given the availability of larger area in the periphery of the city, we intend to house industries related to logistics and warehousing, in addition to the setting up a Business Park. We intend to progressively realize value in our real estate asset portfolio by diversifying the monetization models as well as the end use formats for development of these assets to capture demand for a wide range of developments. We intend to use a combination of lease and self-development models targeting developers and end-use customers respectively.

Economic Regulation & Airport Tariffs

On the economic regulation front, the Government is actively working towards adopting pre-determined tariffs for future airport development projects, which should provide greater certainty with regards to cash flows and the expected returns from an airport. It also proposes to increase the eligibility for being a Major Airport from one and half Mn pax per annum (1.5) to three and half Mn pax per annum (3.5) thereby reducing burden on AERA.

Tariff at Delhi Airport: During the year under review the Airport Economic Regulatory Authority (AERA) determined that Delhi International Airport Limited (DIAL) is entitled to maintain minimum aeronautical charges equivalent to Base Airport Charges (BAC) + 10% of BAC in any year during the term of concession, in terms of the provisions of State Support Agreement (SSA) awarded by the Government of India. Accordingly, considering that DIAL's current aeronautical charges for the second control period ending March 31, 2019 are below BAC, AERA allowed DIAL to charge the rates equivalent to (BAC +10% of BAC) from December 1, 2018, other than X-ray baggage charges which it allowed DIAL to charge with effect from February 1, 2019. This will set a floor for aeronautical charges in any given year thereby providing greater stability to our financials and cash flows going forward.

DIAL has filed its submission to AERA for determination of aeronautical charges to be levied at IGI Airport for the third control period commencing from April 1, 2019. Such submission includes DIAL's claims basis the issues determined by Telecom Disputes Settlement and Appellate Tribunal (TDSAT), during the disposal of various appeals pertaining to / emerging from the AERA's tariff order for first control period, vide its order dated April 23, 2018. The claims inter-alia include reasonable return on Refundable Security Deposit (RSD) as well as the Return on Equity (RoE) in the manner as set out in the provisions of SSA. AERA is in the process of reviewing the submissions of DIAL and it is expected that tariff order should be released by September 2019. In the meanwhile AERA has extended the levy of aeronautical charges equivalent to BAC +10% thereof upto September 30, 2019, and the collection thereunder will be trued up in the final order.

TDSAT had issued its order on the various appeals pertaining to issues from AERA's tariff order for first control period of DIAL, on April 23, 2018. A favorable response was received on return on Refundable Security Deposits (RSD) used for funding aero assets which was earlier given zero return. TDSAT also held that Cargo and Ground Handling revenues have to be treated as non-aeronautical revenues irrespective whether such services are provided by the airport operator or by the concessionaire. Further, AERA may also redo the exercise for allowable return on equity. The order is a positive step on providing clarity on issues pending for the past few years and laid down principles for the next tariff orders. On some specific issues, DIAL has filed appeal out of the TDSAT order such as issue pertaining to determination of hypothetical RAB, determination of aeronautical Tax, application of CPI-X, and treatment of revenue from fuel throughput charges, etc., before Hon'ble Supreme Court and same is pending for completion of pleadings at this stage. Federation of Indian Airlines (FIA) has also filed special leave petition (SLP) before Hon'ble Supreme Court. However, the same is pending for admission at this stage.

Tariff at Hyderabad Airport: The tariff revision for Hyderabad Airport for the 2nd Control Period i.e., 2016-2021 is due and AERA issued a Consultation Paper in December 2017. In the Consultation Paper, some of our major entitlements viz., pre-control period entitlement, foreign exchange losses, cost of equity and treatment of Cargo, Ground Handling and Fuel Farm, were not considered favorably by AERA. Aggrieved by the Consultation Paper, GHIAL has filed a writ petition (against AERA's Consultation Paper of December 2017) before the Hon'ble High Court at Hyderabad, India and the Hon'ble Court has passed an interim order wherein AERA has been directed not to finalize the determination of aeronautical tariff in respect of GHIAL for the second control period, pending disposal of writ petition. This interim order is in force as of date and we are hopeful of a favorable resolution of the issues. GHIAL is making focused efforts towards obtaining favorable tariff order from AERA in line with the Concession Agreement and other applicable rules and regulations.

Tariff at Cebu Airport, Philippines: The concession structure at Cebu provides for a fixed pre-determined tariff at the time of bidding. Post completion of T2, Tariffs for international passengers increased. Tariffs for domestic passengers were not changed. However, GMCAC's share increased in accordance with the Concession Agreement.

Tariff at Mopa Airport, Goa: The new airport is likely to be commissioned by 2020. GMR will be submitting its tariff determination application to AERA in early 2020.

Growth Outlook – New Opportunities

This year, the Group has won bids for two new airports expanding our portfolio of airports further. We have received Letter of Award (LOA) for development, operations and management of brownfield Dr. Babasaheb Ambedkar International Airport, Nagpur. Also, we have emerged as the highest bidder to develop, operate and manage greenfield Bhogapuram International Airport in Andhra Pradesh with concession period of 40 years that can be extended by another 20 years. Following up from the last year's development, we, along with our Greek partner TERNA Group, have signed Concession Agreement for New International Airport of Heraklion in Greece for 35 years.

In line with our strategy, we believe that Airport business has huge underlying strength and it will continue to be the growth engine for the Group. The Group is actively pursuing suitable airport opportunities in India as well as globally. Domestically, GMR is actively pursuing opportunities for new airports as and when they arise. Out of India, the Group is open to high potential opportunities in South Asia, South East Asia, Middle East, Africa and Eastern Europe.

Indira Gandhi International Airport (IGI) – Delhi Airport operated by DIAL

Focus Areas for FY 2019-20

In FY 2018-19, IGI handled 69.2 Mn passengers and was ranked as the 12th busiest Airport in the World by Airports Council International for 2018. IGI also became the first Airport in India to cross the 1 Mn tons of cargo by achieving 1.04 Mn tons in FY 2018-19. IGI would continue to be the leading Airport among all Indian airports in both passenger traffic and cargo handled. IGI once again maintained its position as the best Airport in Asia Pacific and in the 40 Mn plus passenger category as per the Airports Council International Airports Service Quality Score. IGI also became the only Airport in the country to be rated as a four star Airport by Skytrax. Maintaining and improving the service quality standards will be one of the key goals for DIAL along with the expansion of infrastructure.

DIAL has initiated the expansion of its airside infrastructure and terminal capacity as per the approved Master 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 and will expand capacity to 100 Mn passengers annually.

DIAL continues to work with all stakeholders including the airlines to further establish IGI as an international hub airport for passengers and cargo. In line with this goal, the airline marketing team will continue to work with international carriers to boost long haul flights as well as dedicated freighters coming into Delhi.

Rajiv Gandhi International Airport (RGIA) – Hyderabad Airport operated by GHIAL

Focus Areas for FY 2019-20

The key focus areas for Hyderabad Airport have been sustaining operational efficiency during expansion, increasing non aero revenue and continued efforts towards securing a favorable tariff order.

In view of continued growth in traffic during the period of expansion, two interim terminals have been commissioned during FY 2018-19, one each for international departures (IIDT) and domestic arrival (IDAT). These facilities have helped de-congest the existing terminal and they have also provided additional capacity and helped to sustain service quality. During FY 2019-20, the focus will be on leveraging these additional facilities and operational improvement initiatives to further drive the growth momentum while simultaneously ensuring improved passenger experience.

The airport expansion works are progressing well and GHIAL will focus on ensuring execution of the project within budgeted cost and timelines. The expansion will increase the airport capacity to 34 Mn pax per annum and includes PTB expansion and airside expansion.

Another focus area for GHIAL is to obtain favorable tariff order from AERA in line with the Concession Agreement and other applicable rules and regulations.

GMR Megawide Cebu Airport Corporation (GMCAC)

In line with the concession agreement, GMCAC successfully commissioned Terminal 2 of Mactan Cebu International Airport on July 1, 2018. The terminal building was inaugurated by Hon'ble President of Philippines Rodrigo Duterte in a ceremony held on June 7, 2018 where the President called Terminal 2 as the most beautiful airport in the world. Currently, GMCAC is renovating Terminal 1 (domestic) which will increase its capacity to 11 Mn pax from existing 4.5 Mn pax.

The traffic in Cebu airport is expected to grow by 13% in 2019 mainly led by continued focus on international traffic which is expected to grow by 15%. While South Korea and Japan will continue to dominate, China is expected to emerge as second biggest contributor to the international passenger mix. Constraints on domestic side continues to ease as domestic airlines have started receiving their aircraft orders. This coupled with expectation of strong Philippines economic growth, we expect the domestic traffic growth at over 12%. Overall traffic in Cebu airport is expected to be 13 Mn in 2019 as compared to 11.5 Mn in 2018.

Focus of the Management this year is also on bringing in operational efficiency at the airport. GMCAC expects to undertake several initiatives to automate certain processes as well reduce operating costs of the airport.

Energy Sector Outlook and Future Plan

Indian Economy - Power Sector Scenario

As on March 31, 2019, total installed capacity in India stood at 356 GW. Conventional energy (from thermal) sources accounted for 226.2 GW or 63.53% of the total capacity while renewable energy sources accounted for 77.6 GW and the rest comprised capacity from nuclear and hydro (>50 MW) based power plants.

Although India is making rapid strides in the renewable sector, issues remain for the thermal power sector.

The Department of Financial Services provided a list of 34 stressed thermal plants and identified the following reasons for non-performance, being, non- availability of fuel, lack of power offtake agreements, regulatory stance, rising receivables and policy framework among other issues. These projects were commissioned on the basis of forecasted demand growth of the electricity which has not fructified. Though the Government is working towards electricity for all, India still remain one of the lowest per capita electricity consuming nations.

The steps taken by Government to resolve these issues include: providing fuel linkages under SHAKTI, pilot scheme for procurement of 2,500 MW power, rationalization of coal escalation index, directions to CERC for time bound disposal of change in the law petitions, launching of an App PRAAPTI to bring more transparency in the way payments are done by DISCOMS to the generators, reforms in the distribution system, such as, SAUBHAGYA etc.

UDAY Scheme aimed at reforming the power sector by improving the health of DISCOMS has struggled to achieve desired outcomes. The financial performance of most state DISCOMS is well below the targets agreed upon. Targets for two key parameters- Aggregate Technical and Commercial (AT&C) losses and gap between average cost of supply (ACS) and per unit average revenue realized (ARR)- have not been met primarily because of issues related to power tariff hike and collections.

Internationally, coal demand and prices have seen a rebound from the lows of 2014-16 due to sustained demand from China and India. China has cut down its coal production due to environmental concerns while India continues to import due to high power demand and inadequate production by Coal India Limited. South-East Asia is likely to become the next growth driver for international coal demand.

Generation from renewable sources increased by a healthy 23.8% to 125.99 BU in FY 2018-19 compared to 101.8 BU in FY 2017-18. Further, installed capacity from renewable energy sources increased by 12.5% to 77.64 GW in FY 2018-19 from 69.02 GW in FY 2017-18. However the growth of renewable energy capacity was impacted by lack of policy clarity, power evacuation constraints, imposition of safeguard duties and high number of tender cancellations. Ministry of New and Renewable Energy (MNRE) estimates that 24 GW renewable capacity is under installation and 42 GW of capacity is under various stages of tendering and bidding. The Government has reiterated its top priority for attaining 175 GW installed renewable capacity by 2022.

GMR Energy Limited demonstrated outstanding resilience during one of the most challenging and volatile periods being faced by energy sector. Our focus over last year has been on stabilizing our existing assets, improving their profitability and achieving operational excellence. We have been able to stabilize GMR Kamalanga Energy Limited (GKEL) operations with 1.5 MT additional linkage coal secured through auction under SHAKTI Policy of the Government of India. As a result of our sustained efforts, we have secured favorable regulatory orders in APTEL for Change in Law (CIL), Coal Pass-through (CPT) petitions for GMR Warora Energy Limited (GWEL) and GKEL. CERC also allowed carrying cost for all CIL/CPT expenses incurred from the date of spending to the date of invoice (post CERC order). We had also focused on realization of regulatory receivables during FY 2018- 19, and will continue this focused effort towards realizing pending regulatory receivables. GMR is proud to be the first and only IPP in the country to contribute towards Indian Government's goal of efficiency in coal transportation. The GMR Chhattisgarh Energy Limited (GCEL) plant started operating a 1,000 MW PPA with Gujarat Urja Vikas Nigam Limited (GUVNL) by tolling the coal allotted to GUVNL and saving transportation of coal over 1,500 km.

Due to the non-availability of domestic gas and high price of imported gas, we have been facing challenges in securing gas for our operational gas plants. After the unexpected order of the Supreme Court against GMR Vemagiri Power Generation Limited (GVPGL), we have been working at various levels and forums in order to secure gas supplies at competitive price to operationalize our gas assets and hope to achieve positive results in the coming fiscal.

Battling water ingress, tough geography and adverse weather conditions, our project team at GMR Bajoli Holi Hydro Power Limited (GBHHPL) has managed to tunnel through the tough terrain and the project is progressing full steam. We are expecting to commission the plant by the end of current financial year.

As part of our Asset Light Asset Right (ALAR) strategy, we believe O&M of power plants is an area that could have good potential. This year, the Group has successfully partnered with TNB Remaco (an associate of Malaysia's largest utility player Tenaga Nasional Berhad (TNB), which is a specialist in power plant repair and maintenance with a proven track record of over 30 years) and formed a new alliance – GMR Tenega Operation and Maintenance Private Limited (GTOMPL), to provide O&M services in India, though the revenue realized was still minor in FY 2018-19.

Transportation and Urban Infrastructure Sector Outlook and Future Plan

Transportation

Railways

Your Company entered the Railways business in FY 2013-14 by winning two Rail Vikas Nigam Limited (RVNL) projects. We made a big leap into Railway projects in FY 2014-15 when we were awarded two packages on the eastern

Dedicated Freight Corridor Corporation (DFCC) in the State of Uttar Pradesh worth ₹ 5,080 Crore and further 2 more packages 301 and 302 in 2016 worth ₹ 2,281 Crore. The Government has hiked capital expenditure to ₹ 1.59 Lakh Crore for FY 2019-20 from ₹ 1.48 Lakh Crore in FY 2018-19, which is mostly targeted at capacity creation by way of doubling of lines and track renewal. There are plans to set up third dedicated East Coast Freight Corridor between Kharagpur and Vijaywada costing more than ₹ 50,000 Crore funded by World Bank. Railway also plans to bid out large tenders for electrification under the EPC model by 2021, the potential opportunity size is ₹ 36,000 Crore. Mega project of station redevelopment is another area which could offer massive opportunities going forward. Your Company will pursue those opportunities which are viable and corresponds with its overall strategy.

Highways

Highways sector continues to be one of the most dynamic sectors in the country. 10,800 km of roads, that is the highest ever, were constructed in FY 2018-19. The award of the projects, however, was well below the target. Against the target of 20,000 km in FY 2018-19, only 15,000 km of road projects were awarded. NHAI awarded 2,222 km in FY 2018-19 against the target of 7,500 km set at the beginning of the year. However, this is likely to change Post General Elections 2019. The elected new Government, in line with its declared policy, is expected to continue its focus on infrastructure sector and kick start awarding activity for the new projects. Government is taking major initiatives to execute Bharatmala Pariyojana which envisages constructing 84,000 km of roads at an investment of ₹ 7 Lakh Crore by 2022. Most of these projects are expected to be awarded on Hybrid Annuity Model (HAM) and Engineering, Procurement and Construction (EPC) modes. After the mixed success of Toll Operate Transfer (TOT) model wherein it got good response for first bundle and had to abort second bundle due to unfavorable response from bidders, NHAI has invited bid for third bundle of highway project on the model. Under this, nine national highways stretches with cumulative length of 566 km spread across Tamil Nadu (4), UP (3) and Bihar/ Jharkhand (1 each) have been put for bid at reserve price of ₹ 4,995 Crore.

Though we are consolidating our portfolio in the Highways Sector, we will be on lookout for the right opportunities which are in sync with our strategy of ALAR and which will enhance value for our stakeholders.

Urban Infrastructure

Recent times have been challenging for the manufacturing and private investments in the country. Slowing world economy also affects the export potential out of SEZs. However, GST and campaigns like ‘Make in India’ and ‘Invest India’ should also provide much required impetus for the SEZ and SIR sectors of the country. Implementation of GST has opened new avenues for logistics and warehousing sector. The sector has shown tremendous growth and holds promise for future.

Being an election year, there was a pause on investments, which is expected to pick up going forward. SEZs per se did not receive the expected focus in the budget in spite of favourable recommendations from the Baba Kalyani led committee on SEZ reforms. The new Central Government is expected to provide the necessary changes in the SEZ policy framework to benefit the industry.

In Kakinada Special Economic Zone (SEZ) /Special Investment Region (SIR), Key developments have taken place that should transform the SIR into a Port-based Investment Region. KSEZ through its subsidiary Kakinada Gateway Port Limited signed the Concession Agreement with GoAP for development of Commercial Port on DBFOT basis (Design, Build, Finance, Operate and Transfer) in Kona Village adjacent to the Industrial Park. On the Industrial Park front lease deeds were signed with three processing units for setting up their Sea food processing units. The units’ construction is in progress currently.

Our other SIR, GMR Krishnagiri (GKSIR) is situated at the tri-junction of Tamil Nadu, Andhra Pradesh and Karnataka and this is turning out to be a strategic location for Logistics & Warehouse players and has already been attracting several business enquiries in this space. With ‘Logistics & Warehousing’ being granted Infrastructure status by the Government of India in FY 2017-18, this sector will be a key factor in the growth of GKSIR. Under the ‘Make in India’ initiative, the Government of India has recently announced setting up of a Defense Industrial Production Corridor (DIPC) in Tamil Nadu and Hosur has been identified as one of the key nodes of the TN Corridor under this plan. All these positive developments have paved way for an exciting stage in the project and the Group is all set to take it to the next level of growth.

In FY 2019-20, we will continue our efforts to create a right ecosystem for world’s leading companies to establish their facilities in KSEZ and GKSIR and contribute to socio-economic development of the respective regions.

Environmental Protection and Sustainability

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. These established systems certified by reputed certifying agencies have helped to monitor and manage our operations systematically, safely and in environment 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. The details of Environment, Health and Safety (EHS) initiatives are provided in the Business Responsibility Report forming part of Annual Report.

DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND OPERATIONAL PERFORMANCE

The consolidated financial position as at March 31, 2019 and performance of the Company and its subsidiaries, joint ventures and associates during the financial year ended on that date are discussed hereunder:

1. ASSETS- NON CURRENT ASSETS

1.1. Property Plant and Equipment (PPE)

PPE has increased from ₹ 9,422.35 Crore as at March 31, 2018 to ₹ 9,614.42 Crore as at March 31, 2019 primarily due to additions to fixed assets in DIAL, GHIAL and GIL offset by depreciation charge for the year.

1.2. Capital work-in-progress

Capital work-in-progress has increased from ₹ 587.84 Crore as at March 31, 2018 to ₹ 857.03 Crore as at March 31, 2019 primarily on account of expansion of existing airport at New Delhi, Hyderabad and New Airport at Goa.

1.3. Investment Property

Investment property has increased from ₹ 2,804.61 Crore as at March 31, 2018 to ₹ 3,139.79 Crore as at March 31, 2019 primarily on account of additional capital expenditure (including interest cost) incurred during the year by SEZ business.

1.4. Other Intangible Assets

Other Intangible assets has decreased from ₹ 2,957.95 Crore as at March 31, 2018 to ₹ 2,867.05 Crore as at March 31, 2019 primarily due to amortization during the year.

1.5. Financial assets – Investments

Investments has decreased from ₹ 8,831.57 Crore as at March 31, 2018 to ₹ 7,765.07 Crore as at March 31, 2019 primarily due to share of loss in joint venture and associates and impairment provision of investment in joint ventures and associates, dividend received which is offset by increase in forex (FCTR).

1.6. Loans and Advances

Loans and advances has increased from ₹ 145.24 Crore as at March 31, 2018 to ₹ 276.83 Crore as at March 31, 2019 mainly due to advance given to Joint ventures.

1.7. Other financial assets

Other financial assets have increased from ₹ 1,720.07 Crore as at March 31, 2018 to ₹ 2,038.01 Crore as at March 31, 2019 mainly due to increase in fair value of cross currency swaps / call spread options offset by decrease in receivable against Service Concession Arrangements (SCA).

1.8. Other non-current assets

Other non-current assets have increased from ₹ 340.05 Crore as at March 31, 2018 to ₹ 1,791.31 Crore as at March 31, 2019 primarily on account of capital advance given for airport expansion.

2. ASSETS – CURRENT ASSETS

2.1. Financial assets – Investments

Investments have decreased from ₹ 4,039.31 Crore as at March 31, 2018 to ₹ 2,350.34 Crore as at March 31, 2019 primarily on account of realisation of mutual fund investments by DIAL and GHIAL. DIAL, GHIAL and GIAL have also invested in commercial papers. All investments are in normal course of business.

2.2. Loans and Advances

Loans and advances has decreased from ₹ 481.88 Crore as at March 31, 2018 to ₹ 109.78 Crore as at March 31, 2019 primarily due to receipt of receivable from GEPL.

2.3. Financials assets – Trade receivables

Trade receivables has decreased from ₹ 1,769.65 Crore as at March 31, 2018 to ₹ 1,447.37 Crore as at March 31, 2019. This is primarily on account of realization of trade receivables in DIAL in the normal course of business.

2.4. Financial assets – Cash and cash equivalents

Cash and cash equivalents have decreased from ₹ 1,647.16 Crore as at March 31, 2018 to ₹ 918.66 Crore as at March 31, 2019. This is mainly due to decrease in current account balances with bank in DIAL due to investment in term deposit and decrease in current account balances with bank in GHIAL for capex works.

2.5. Financial assets – Bank balances other than cash and cash equivalents

Bank balances other than cash and cash equivalents increased from ₹ 331.91 Crore as at March 31, 2018 to ₹ 710.99 Crore as at March 31, 2019 primarily due to increase in bank deposits in DIAL and GASL and offset by marginal decrease in bank deposits in GIL, DSPL and GPEL.

2.6. Other financial assets

Other financial assets have increased from ₹ 733.09 Crore as at March 31, 2018 to ₹ 4,685.27 Crore as at March 31, 2019. This is primarily on account of receivable accounted for investment in equity shares of GAL acquired from PE investor and fair value of equity shares of GAL held by PE investor. Pursuant to binding term sheet, these are recoverable from prospective investors in FY 2019-20. Further there is increase in Receivable against service concession arrangements and unbilled revenue in subsidiaries in the normal course of business.

2.7. Other current assets

Other current assets have decreased from ₹ 253.26 Crore as at March 31, 2018 to ₹ 234.52 Crore as at March 31, 2019. This is primarily due to utilisation of advances recoverable in cash offset by increase in balances with Government authorities in the normal course of business.

2.8. Assets classified as held for disposal

Assets classified as held for disposal decreased from ₹ 942.77 Crore as at March 31, 2018 to ₹ 28.91 Crore as at March 31, 2019. The decrease is mainly due to consummation of PTDSU sale transaction in the FY 2018-19.

3. EQUITY

Equity share capital remains the same at ₹ 603.59 Crore. Total equity has decreased from ₹ 5,644.81 Crore as at March 31, 2018 to ₹ 1,241.89 Crore as at March 31, 2019 primarily on account of provision for diminution in value of equity investments in joint venture and associates, provision for losses in EPC business etc. Non-controlling interests have increased from ₹ 1,826.47 Crore as at March 31, 2018 to ₹ 2,061.95 Crore as at March 31, 2019 mainly on account of share of current year profit and increase in non-controlling interest of GAL offset by payment of dividend in Airport sector.

4. NON-CURRENT LIABILITIES

4.1. Borrowings

Non-current borrowings have increased from ₹ 20,552.95 Crore as at March 31, 2018 to ₹ 21,663.81 Crore as at March 31, 2019, primarily due to issuance of Non-convertible debentures by GAL to PE investor, issuance of OCD towards settlement of the litigation and further in GISL the during the year.

4.2. Other Financial Liabilities

Other financial liabilities have increased from ₹ 643.56 Crore as at March 31, 2018 to ₹ 722.19 Crore as at March 31, 2019, mainly due to fair value of call spread option liability and increase in security deposit from concessionaires offset with decrease in concession fee payable, interest/premium/ proceeessing fee.

4.3. Provisions

Provisions have decreased from ₹ 178.12 Crore as at March 31, 2018 to ₹ 123.33 Crore as at March 31, 2019 mainly due to change in estimation of maintenance provision in GHVEPL.

4.4. Deferred tax liabilities (net)

Deferred tax liability is ₹ 328.52 Crore as at March 31, 2019 (₹ 400.06 Crore as at March 31, 2018), decrease in deferred tax liabilities is primarily due to deferred tax asset recognised on unabsorbed depreciation in DIAL.

4.5. Other non-current Liabilities

Other non-current liabilities have increased from ₹ 1,824.39 Crore as at March 31, 2018 to ₹ 2,079.46 Crore as at March 31, 2019 primarily due to increase in unearned revenue offset by reduction in advance from CPD deposits in DIAL.

5. CURRENT LIABILITIES

5.1. Borrowings

Borrowings have increased from ₹ 542.37 Crore as at March 31, 2018 to ₹ 2,298.59 Crore as at March 31, 2019 mainly due to increase in short term borrowings in GMR Infra Services Limited (GISL) and increase in bank overdrafts during normal course of business.

5.2. Trade Payables

Trade payables have increased from ₹ 1,957.24 Crore as at March 31, 2018 to ₹ 1,959.86 Crore as at March 31, 2019 during normal course of business.

5.3. Other financial liabilities

Other financial liabilities have increased from ₹ 3,596.58 Crore as at March 31, 2018 to ₹ 7,488.93 Crore as at March 31, 2019. The increase is due to the company having an additional obligation under the GAL equity stake sale and GEL. Further current maturities of long term borrowings increased due to new borrowings in the form of NCD and term loans.

5.4. Liabilities for current tax (net)

Liabilities for current tax (net) has increased from ₹ 55.32 Crore as at March 31, 2018 to ₹ 64.81 Crore as at March 31, 2019 mainly due to tax provisions in GHIAL.

5.5. Liabilities directly associated with the assets classified as held for disposal

Liabilities held for disposal decreased from ₹ 530.80 Crore as at March 31, 2018 to ₹ 60.08 Crore as at March 31, 2019. The decrease is mainly due to consummation of PTDSU sale transaction in the FY 2018-19.

Overview of our results of operations

The following table sets forth information with respect to our revenues, expenditure and profits (loss) on a consolidated basis:

₹ in crore

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Continuing operations		
Income		
Revenue from operations (Including other operating income)	7,399.72	8,556.49
Finance Income	165.16	164.72
Other income	719.84	553.04
Total Income	**8,284.72**	**9,274.25**
Expenses		
Revenue share paid / payable to concessionaire grantors	1,764.75	1,911.50
Operating and other administrative expenditure	4,105.50	4,623.81
Depreciation and amortization expenses	983.96	1,028.40
Finance cost	2,684.15	2,316.34
Total expenses	**9,538.36**	**9,880.05**
(Loss) / profit before share of (loss) / profit of associate and joint ventures, exceptional items and tax from continuing operations	**(1,253.64)**	**(605.80)**
Share of (loss) / profit of associates and joint ventures (net)	(87.89)	(431.36)
(Loss) / profit before exceptional items and tax from continuing operations	**(1,341.53)**	**(1,037.16)**
Exceptional items - (loss) / gains (net)	(2,212.30)	-
(Loss) / profit before tax from continuing operations	**(3,553.83)**	**(1,037.16)**
Tax (credit) / expense	(87.42)	45.49
(Loss) / profit after tax from continuing operations	**(3,466.41)**	**(1,082.65)**
EBITDA from continuing Operations (sales/income from operations – Revenue share – Operating and other admin exp.)	1,694.64	2,185.90
Discontinued operations		
Profit / (loss) from discontinued operations before tax expenses	**117.84**	**(31.96)**
Tax expense / (credit)	7.72	(0.02)

₹ in crore

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Profit / (loss) after tax from discontinued operations	**110.12**	**(31.94)**
Total (loss) / profit after tax for the year	**(3,356.29)**	**(1,114.59)**
Other comprehensive income for the year, net of tax	173.63	(110.69)
Total comprehensive income for the year, net of tax	**(3,182.66)**	**(1,225.28)**

Sales/Operating Income

The segment wise break-up of the Sales/Operating Income are as follows:

Particulars	For the year ended			
	March 31, 2019		March 31, 2018	
	Amount (₹ in Crore)	% of Revenue from operations	Amount (₹ in Crore)	% of Revenue from operations
Revenue from Operations:				
Airports segment	5,253.93	69.45%	5,418.74	62.13%
Power segment	593.08	7.84%	1,533.53	17.58%
Road segment	570.50	7.54%	589.70	6.76%
EPC segment	904.85	11.96%	931.12	10.68%
Others segment	242.52	3.21%	248.12	2.85%
Total Revenue from operations	**7,564.88**	**100.00%**	**8,721.21**	**100.00%**

Operating income from airport segment

Income from our airport segment consists of income from aeronautical sources (principally consisting of landing and parking, passenger service fees and UDF), non-aeronautical sources (consisting principally of income from rentals, trade concessionaires and ground handling) cargo operations and rentals received in connection with commercial development on land that is part of our airport projects.

Operating income from airport segment decreased by 3.04% from ₹ 5,418.74 Crore in fiscal 2018 to ₹ 5,253.93 Crore in fiscal 2019 mainly in Aero revenue on account of implementation of second control period tariff in DIAL. However there is overall increase in traffic in all the operating airports.

Operating income from power segment

Income from our power segment mainly consists of energy and coal trading income from GETL, GCRPL and GISPL. Other major operating energy entities including major entities like GWEL, GKEL and GGSPPL are assessed as Joint ventures and accounted based on equity accounting. The operating income from power segment has decreased to ₹ 593.08 Crore for fiscal 2019 from ₹ 1,533.53 Crore for fiscal 2018 primarily due to netting of revenue & cost on application of Ind AS -115 'Revenue from contracts with customers' for accounting period beginning from April 1, 2018.

Operating income from road segment

Income from our road operations is derived from annuity payments received from NHAI for our annuity projects and toll charges collected from road users of the toll road projects.

The operating income from road segment has marginally decreased by 3.25% to ₹ 570.52 Crore for fiscal 2019 from ₹ 589.70 Crore for fiscal 2018 mainly in annuity income.

Operating income from EPC sector

Income from our EPC division is derived from the execution of engineering, procurement and construction works in connection with power, road, railways and other projects under implementation.

During the current year, the EPC sector has contributed ₹ 904.85 Crore to the operating income as against ₹ 931.12 Crore in the previous year. Decrease is mainly on account of completion of few overseas airport projects resulting in lower revenues from construction projects.

Operating income from Other Sectors

Income from other sector includes management services income, investment income and operating income of aviation and hotel businesses. During the fiscal 2019, other sector has contributed ₹ 242.52 Crore to the Operating Income as against ₹ 248.12 Crore in fiscal 2018.

Expenditure

Revenue share paid/payable to concessionaire grantors

The revenue share paid/payable to various concessionaires has decreased from ₹ 1,911.50 Crore in fiscal 2018 to ₹ 1,764.75 Crore in fiscal 2019 primarily on account of decrease in operating income at airport sector.

Cost of material consumed

The decrease in cost of material consumed is mainly on account of higher material consumption at DFCC project in fiscal 2018.

Purchase of Traded goods

Decrease in purchase of traded goods in the fiscal 2019 is primarily due to netting of cost and revenue on application of Ind AS -115 'Revenue from contracts with customers' for accounting period beginning from April 1, 2018. The Company has adopted modified retrospective approach and no impact has been given in comparative period numbers.

Employee benefits expenses

The increase in employee benefit costs is mainly on account of annual salary increments and recruitment of new employees.

Other expenses

Other expenses include:

Consumption of fuel and lubricants, water, manpower hire charges, technical consultancy fee, cost of variation works, insurance for plant and machinery, airport operator fee, cargo handling charges, lease rentals and repairs and maintenance to plant and machinery, office rental, travel, insurance, electricity, legal and other professional charges, contributions to provident fund, provision for advances, claims and debts, losses on sale of fixed assets and investments, travelling and conveyance, communication, loss on foreign exchange and other miscellaneous expenses.

There is increase in other expenses mainly due to forex loss, write off advances and donation expense.

Exceptional items

In fiscal 2019, there is impairment loss of ₹ 2,212.30 Crore in carrying value of equity investments in joint ventures and associates.

Tax expenses

Tax expense/ (credit) mainly comprises of current tax expense and deferred tax expense / (credit). Tax expense/ (credit) has decreased from tax expense of ₹ 45.49 Crore in fiscal 2018 to tax credit of ₹ 87.42 Crore in fiscal 2019 mainly due to recognition of deferred tax asset / (income) in DIAL and GAL.

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 the table below:

	FY 2018-19	FY 2017-18	Change
Debtor Turnover (days)	354.26	263	(35%)*
Inventory Turnover(days)	18.45	25.01	26%**
Interest coverage Ratio	0.33	0.40	0.17
Current Ratio	1.88	0.48	293%#
Debt Equity ratio	0.62	0.40	(56%)##
Operating profit margin %	(0.44)	(0.36)	(23%)
Net Profit Margin %	(0.51)	(0.45)	(15%)
Return on Net worth	(0.089)	(0.034)	(157%)$

* Decrease in the recovery ratio is on account of various deductions being made by the client (DFCCIL) on account of recovery of mobilization advance at higher rate.

** Improvement in Inventory Turnover Ratio is due to increase in consumption and expenses on account of increase in construction activity.

The company intends to disinvest stake in its Subsidiary GAL. Hence the investment is reclassified from Non current to Current asset.

Increase in the ratio is due to reduction in networth and increase in debt.

$ The change in return on net worth is majorly due to Provisions are made for the loans and impairment on investments during FY 2018-19.

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 23 locations in India. The locations are spread across different states namely Andhra Pradesh, Chhattisgarh, Delhi, Himachal Pradesh, Karnataka, Maharashtra, Goa, Odisha, Punjab, Tamil Nadu, Telangana, Uttar Pradesh and Uttarakhand. The detailed information on CSR activities of the Group is provided in Business Responsibility Report forming part of the Annual Report.

Awards and Recognitions in the FY 2018-19:

- GHIAL CSR was awarded the prestigious CSR Excellence Award 2018 for Best Corporate (Emerging Category) from Institute of Company Secretaries of India.
- GMR Warora Energy Limited received the prestigious "Golden Peacock Award for Corporate Social Responsibility 2018" given by the Institute of Directors, in the category of Power Sector (including Renewable).
- Viswakarma Award for Social Impact and Development from Construction Industry Development Council 2018.
- GMR Warora Energy Limited received Green Maple Foundation Award – 2018 under Best CSR Projects category.
- GMR Chhattisgarh Energy Limited won India CSR Award for Innovative Project in Education given by India CSR Network.
- 'CSR Community Initiative Award for Sustainable Livelihood' for the Livelihoods Restoration Program at Kamalanga.

Risk Concerns and Threats

Identification, assessment, profiling, treatment and monitoring the risks

The Company has deployed risk management process which includes risk identification, its assessment and profiling, its treatment, monitoring and review actions. The Enterprise Risk Management (ERM) process that has been in place over the years helps the Sectors and key business units in aggregating and consolidating their risks. The Company prioritizes and manages the risks identified through its Risk Registers.

The ERM Framework deployment across the Group is independently assessed by internal audit team i.e. Management Assurance Group (MAG). Their inputs and recommendations serve as opportunities for improvements and also help create better alignment and learning across the Group.

Linkages: Strong linkage with Corporate Strategy has helped the Company to 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 revised as a part of the Strategic plan 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 detailed Business Continuity Plans (BCP) and Disaster Recovery Plans (DRP) in place for key assets. The plans identify potential vulnerabilities and puts in place appropriate processes and risk treatment plans to respond and minimize impact of disruptive events.

Reporting: The ERM Team regularly presents the risk assessment and minimization procedures adopted to assess the reliability of the risk management structure and efficiency of the process to the Management and the Audit 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, as follows:

1. **Macroeconomic Risk factors**: Macroeconomic factors in India and abroad have a significant impact on the operating performance of the Group. Revenue from our airports, sale of coal from our international mines, availability of domestic coal for our PPAs, toll collection from our road projects, etc., are exposed to the changes in the economic environment and market demand. During the past year, government policies aimed at correction of the financial system and reconciliation of non-performing assets has had unintended impact on economy. Limited availability of liquidity in the financial system has affected industries across the spectrum. Closer to us, the stress observed in some players in airline industry has affected air traffic. As a mitigation for these macroeconomic risk factors, our Group relies on diversified portfolio across different sub-sectors within the Infrastructure Sector along with revised strategies.

2. **Regulatory Risk:** Being in the Infrastructure Sector, we are exposed to regulatory risks

    - The Company's Airports business is exposed to regulatory changes that can affect its revenue model. AERA's tariff determinations have affected and may continue to adversely affect our results of operations and financial condition.
    - Third parties like 'International Air Transport Association (IATA) and Federation of Indian Airlines (FIA) may file appeals against the Company's airport operations.
    - Changes and modifications in regulations related to tariffs and environmental protection may impact the Group's energy business.

      The Group proactively tracks developments in the regulatory environment and proactively engages with all stakeholders. We participate in sector-specific industry associations and chambers of commerce to work for resolution of issues that may impact our businesses. Business teams are focused on identifying, monitoring and updating the management on regulatory developments and their impact.

      Where required, the Company uses litigation as an appropriate measure to protect its interests in regulatory issues.

3. **Project development, acquisition and management:** In an ever-changing world, quality of portfolio, profitability and liquidity continue to be the critical differentiators. In such an environment, proactive adaptability still holds the key to sustained financial performance. Based on the portfolio exercise being carried out every year at the Group level and the prevailing external environment, management has taken a conscious decision to follow an "Asset Light and Asset Right" model whereby we would be looking at divesting options for some of our non performing projects/assets as well as those projects that have created good value for themselves while simultaneously being selective in new bids and acquisition. The focus is, as always, on consolidation of our existing portfolio, sweating of assets and completion of the existing projects within time, cost and quality parameters. The Group has also initiated the outsourcing of some of its non-core activities in Finance, HR, IT and Internal Audit function so as to gain more management bandwidth, improve productivity and efficiency in the Group's operations.

4. **Ability to finance projects at competitive rates:** Infrastructure players, given the nature of the sector, carry relatively higher debt levels. Under adverse market conditions, this could inhibit our ability to raise more funds at competitive rates for further growth. We are continuously exploring innovative means to finance/refinance our projects including refinancing through bond issue, takeout finance, ECB loans (where we have a natural hedge to reduce the forex exposure) etc., wherever possible at competitive rates.

5. **Credit Risk:**

    - Our airport business continues to be exposed to credit risks of our airline customers and non-aero services customers. Collection of receivables from a distressed airline may be at risk. We have proactively implemented strategies to mitigate the same.
    - Our exposure to sale of electricity through merchant sale/ trading may expose us to credit risk of counter parties. This exposure is relatively small compared to overall business and we have implemented processes to mitigate the same. Also, all our receivables are being closely monitored and reviewed frequently by the top management.

6. **Interest Rate Risk:** Recent macroeconomic trends on account of volatile oil prices may adversely impact interest rates. Any increase in interest rate may adversely affect our profitability. We are continuously exploring and implementing innovative means of financing/refinancing our existing loan with the aim of reducing our interest costs. Also, with the divestments of some of our assets and capital raise exercises, we also aim to reduce our debt exposure and thereby the interest cost.

7. **Foreign Currency Exchange Rate Risk:** We are exposed to the vagaries of exchange rate risk, as we have some expenditure in foreign currencies for procurement of project equipment, but a majority of revenues are in Indian Rupee (though Airports and other international assets earn some foreign currency). We have in place a mechanism of having regular review of our foreign exchange exposures including the sensitivity of our financials to the movements in exchange rate. However, we hedge our exposures and keep rolling them as part of a robust foreign exchange risk management policy which is reviewed regularly.

8. **Cyber Security Risk**: As hacking becomes increasingly sophisticated, the Group's businesses in airport sector remain vulnerable to hacking. It has become a top priority for the Group to enhance the safety and security of its IT-based operations, for which it plans to deploy best-in-class resources. The Company has instituted processes to assess its vulnerability to cyber security risks and initiated actions to mitigate emerging risks. This will be an ongoing exercise.

9. **Technology Risk**: Technological application in all areas of business operations is evolving rapidly, rendering existing processes and instruments less efficient or obsolete altogether. Across industries, including aviation sector, businesses are faced with major overhaul of their operations and the technology they employ.

   Solar energy technology, for instance, is advancing rapidly in efficiency, reliability and cost. A decade ago its viability was questionable. But today, it is gaining acceptance as the preferred mode of power generation, thus putting coal-based, gas-based and hydro-power based energy sources to scrutiny. The Group has energy assets that are impacted in the immediate term by the boom in solar-panel based power generation though these assets could prove to be competitive only in long run.

10. **Terrorism Risk:** Terrorism risk, though not an imminent threat, remains a high impact risk for company's airport business. However, security and safety at our airports is stringent and matches those of large airports globally that maintain high security. Security drills, information sharing with government security agencies, and strict vigil has ensured that Group's airports enjoy a terrorism-free track record. The group identifies the assets such as airports and highways that are sensitive to terror risks and therefore covered the same under adequate terrorism insurance policies.

11. **Competition Risk:** The Group has seen how different industry sectors that were once considered specialized and exclusive turf of leading business houses, are now open to highly competitive bidders, small and large. Airport sector has recently seen several bidders competing to win a portfolio of airports. These new players, while winning bids on wafer-thin margins, set the course for scrutiny of our airport operations, thereby putting a stress on our operations. The Group is also affected by the increasing competition in nearly every business stream it is involved in, thus exposing itself to thinner margins. The Group has continued to focus on building competitive advantage in its core business areas to ensure that we are competitively well-positioned in our businesses.

    We also have mechanisms in place to ensure that we understand our competitive position while making bid-related decisions, and ensure that the criteria for financial returns remain the key consideration in any bidding activity.

12. **Manpower Risk:** With increasing competition in the Group's core businesses, newer players may take aggressive approach to meet their critical manpower requirement vis a vis the experienced personnel of the established companies. Our company is also exposed to these methods by the new entrants in the industry.

    The Group has been building bench strength and is further taking adequate measures to ensure that the impact of such aggressive manpower hiring approach is mitigated for our businesses.

13. **Litigation Risk**: In recent years, regulatory changes in airport concessions have resulted in disputes between airport operators and the authorities/ regulators. In the past year, the Group was faced with severe risks of unresolved disputes or annulment of appeals. While some disputes have been settled unfavorably for the Group, new areas for litigation have emerged from the regulatory setbacks in operating assets and new projects. The Group faces risk of annulment of/ or significant delay in resolution of several of cases.

    The Group has a strong in-house legal team and is proactive in ensuring that we take most suitable legal advice from leading law practitioners, as may be required. Where appropriate, and in the context of commercial disputes with private parties, the Group also considers and explores out of court settlements under advice.

14. **Political Risks.** Local politics within the countries where we operate, may impact our business, for which we try to work closely with all relevant stakeholders to mitigate impact of the political risks.

15. **Geopolitical Risk**: In the past year, unexpected geopolitical changes have heightened the risk of conflicts between nations in the country's neighborhood. India is affected by these geopolitical uncertainties and airports sector is faced with uncertainties that may affect air traffic. Rise in protectionism in Western nations, particularly US tariff hikes, has resulted in a trade war that continues to escalate and could have unforeseen long term consequences for industrial development in India, thus affecting some of the Group's businesses. The Group relies on the government's proactive role in protecting the interests of Indian industries arising out of changing geopolitical landscape.

16. **Socio-economic Risks**: Despite efforts from the government, businesses and organizations, socio-economic conditions of a large section of the civil society have not improved over the past years. Several factors like widening inequality gap, dislocation of vulnerable sections of the society, loss of livelihood disruption and an increase in fear of social and communal disharmony have aggravated the risk of disruption to businesses. The Group's businesses in transportation sector stand exposed to risks from changing socio-economic landscape in the country. To mitigate risks to our businesses arising from socio-economic issues, the Group takes proactive steps in engaging with affected people as well as customers.

Internal control systems and their adequacy

The Company's internal financial control framework, established in accordance with the COSO framework to ensure the adequacy of design and operating effectiveness of operational, financial and compliance controls. The effectiveness of the internal controls is continuously monitored by the Management Assurance Group (MAG).

The Company has appropriate policies and procedures in place which play a pivotal role in the deployment of the internal controls. These controls and processes have been embedded and integrated with SAP (or other ERP systems, as the case may be) and/or other allied IT applications which have been implemented across all Group companies.

MAG continuously assesses opportunities for improvement in all business processes, systems and controls and provides recommendations which add value and improves an organization's operations.

Deviations, if any, are addressed through systemic identification of causals. Corrective actions, if required, are taken by the respective functions. Functional owners take responsibility for introducing preventive actions. Proactive actions are initiated to ensure compliance with the several upcoming regulations through deployment of cross functional teams. As far as possible, emphasis is placed on automation of controls within the process to minimize deviations and exceptions.

Respective Business/Company CEOs are responsible to ensure compliance with the policies and procedures laid down by the management. It helps an organization to accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance process.

MAG is responsible for undertaking internal audits across the group and they are assisted by outsourced audit firms. The internal audit scope covers inter alia, all businesses and corporate functions, as per the annual plan reviewed and approved by the Audit Committee at the beginning of every year.

The effectiveness of the internal controls is continuously monitored by the MAG. MAG's main objective is to provide to the Audit Committee, an independent, objective and reasonable assurance of the Company's risk management, control compliance and governance framework. MAG continuously assesses opportunities for improvement in all business processes, systems and controls and provides recommendations which add value to the Company. It also follows up on the implementation of corrective actions and improvements after the review by Senior Management and the Audit Committee.

Every quarter, the Audit Committee of the Board is presented with key control issues and actions taken on the issues highlighted in previous report(s).

Developments in Human Resources and Organization Development at GMR Group

In FY 2018-19, Group continued focusing on People, Process and Technology across workforce lifecycle stages. While critical initiatives were successfully completed during the year, the focus is continued in taking forward the change management initiatives and adapt the new way of managing work.

This year the focus has been to strengthen HR Operations, sustain People Processes and at the same time prepare for upcoming growth specifically in Airports Sector. Tremendous employees' participation was seen across group sustaining robust outcomes across many of people initiatives, e.g. Employee Engagement and Ethical Culture survey, Continual Improvement Projects, Employee Suggestion Scheme – Idea Factory, Employee Rewards & Recognition, Employee Communication through Town Halls, Skip Level Meetings, Goal Setting, Performance Appraisals, Digital Awareness, Self-learning and development, while keeping a close eye on 'Frugal' way of working and imbibing group's core values & beliefs.

Some of the initiatives taken up at the Group are detailed below:

- **Annual Staffing Plan, Productivity Studies and Job Evaluation**

  ASP (Annual Staffing Plan) completed its 3rd cycle successfully during the year delivering resource optimization by up to 28% of additional requirement which has paved way for optimal utilization of human capital across GMR businesses. Actions emanating out of Productivity Enhancement Studies, Process improvements projects, Job Evaluation and Cross functional team led technological intervention were implemented.

  Organization Productivity studies were conducted in Airport Joint Venture (JVs) companies including JVs engaged in Delhi Duty Free, Car Park, Aviation services at Delhi and JVs /subsidiaries engaged in MRO, Hyderabad Duty Free at Hyderabad. The suggestions were presented to JV management and have been implemented during the year. Continuing the improvement journey, the HR team has planned to take up Productivity Assessment studies in other new areas e.g. Cebu Airport, Delhi Cargo division, Delhi Food & Beverages, Delhi Airport Advertising and Hyderabad Cargo division.

  Job evaluation and grade revision projects were successfully completed in Raxa and GMR VF CSW division delivering more efficient and flatter organizations for enhanced effectiveness.

- **Internal Job Opportunity**

  'GROW' – Group's in-house developed Internal Job Posting (IJP) portal was launched in FY 2016-17 which is stabilized over last 2 years, and has been widely adopted by employees to continue to look for exciting job opportunities round the year. Backed by a robust panel interview and screening process, IJP fulfilment has improved from 32% in FY

2017-18 to 33% in FY 2018-19. These job rotation opportunities provide employees to take up role matching to their career aspirations in both – horizontally and vertically.

GROW
Gain Rewarding Opportunities for Work

- **AARAMBH:**

AARAMBH is a group initiative taken in FY 2016-17 to induct Management Trainees including CAs, from well-known institutes in India for creating a sustainable pipeline of future leaders across all sectors. In its 3rd cycle of implementation, a total of 54 MTs have been inducted in GMR Group across business, the batch is undergoing a 1 year of rigorous training including classroom training sessions, business overview trainings and projects / assignments. This year the 2nd batch of 44 AARAMBH MTs graduated and have joined their respective functions taking specific roles and assignments.

aarambh...

Airport construction sector is witnessing mammoth project construction related activities at Delhi, Hyderabad and Goa Projects. To fulfil immediate business needs and build robust pipeline of technical talent, 60 GETs have been shortlisted in FY 2018-19 and shall soon join for 1 year of training across airport projects.

- **Leadership Pipe Line, Talent Review and Leadership Development**

GMR is now poised to embark on the next phase of growth journey specifically in Airports Sector. 'Engaged Talent' has been the key focus area for Group Leadership team and therefore to prepare for these massive growth opportunities a two pronged approach has been adopted. Lateral recruitment to cater to immediate requirements and Talent Review and Development for Mid-term to Long-term talent needs.

During FY 2018-19, 20 senior leaders were on boarded through lateral recruitment process. A structured onboarding, induction and new manager assimilation process framework is in place to help the new leader to settle in GMR and quickly orient with Values & Belief, Work-place culture and build stronger teams. Same time, significant progress was made on review and finalization of top talent at group level through series of Senior Management Reviews in FY 2018-19. The batch of top talent shall soon undergo a structured Leadership Development Program in FY 2019-20.

TalentReview

- **Employee Engagement**

PULSE' is Group initiative to assess the Employees' engagement levels and Ethical Culture climate through an IT enabled online survey.

This was again a remarkable year which witnessed sustained increase in Employee Engagement Score from 4.40 (on a scale of 0-5) in FY 2017-18 to 4.43 in FY 2018-19, while the % employee participation increased from 89.1% in FY 2017-18 to 92.2% in FY 2018-19.

The ethical climate results also indicated improvement as the score moved from 4.39 in FY 2017-18 to 4.43 in FY 2018-19.

To learn from global best practices in other organizations, Group Airport entities including Delhi Airport, Hyderabad Airport, Airport Construction and Airport Corporate Teams invited GPTW (Great Place to Work) during FY 2018-19. The GPTW survey outcome has been extremely encouraging, and largely corroborates with PULSE survey.

The result of surveys were analyzed from numerous perspectives to develop deeper insights around Employee Engagement and Workplace experience, backed by time bound, Cross Functional Team led Action Projects.

- **Goal Setting & Performance Management Process (Mid-Year and Annual Appraisal)**

In order to achieve organizational objectives (Group Objectives >> Sector Objectives >> Business Objectives >> Function >> Employee), each employee sets individual goals which are Specific, Measurable, Attainable, Relevant and with Timelines (SMART) ensuring alignment with respective business priorities in a specific year, which are reviewed by respective managers and registered on online IT Portal "Digital HR- NAVYATA". Half yearly and annual appraisal process are carried out to confirm the performance of all employees.

Having implemented the Digital HR, the process has become much simpler and accessible from any part of the world, providing immense flexibility to exercise Goal Setting, Mid-year self-appraisals, Full year appraisal, and Performance appraisal reviews by managers within the set time lines. Goal setting % has increased YoY from 95.4% in FY 2017-18 to 99.1%, Mid-year appraisal increased from 96.0 % in FY 2017-18 to 96.5% in FY 2018-19.

- **Digital HR, Digital FMS, Digital Awareness**

  During FY 2018-19, extra focus was provided to stabilize the newly implemented Digital HR Modules and completing the last leg activities including data transfer, data synchronization and switching over from legacy portal to new Digital HR Portal.

  It delivers state-of-the-art features and enhanced user friendliness with inbuilt performance dashboard and insightful analytics for effective and timely decision making.

  Series of Employees Awareness sessions were organized to orient employees towards the new HR applications and processes. 4 Workshop sessions on Digital HR were completed, 2 in Delhi, and 2 in Hyderabad. While 77 Senior Leaders were trained through one on one sessions on Digital HR.

  Under Digital FMS, a total of 15 FMS processes are now consolidated in 7 Key Processes to deliver seamless, digital and customer friendly experience to all our employees across GMR Group leveraging technology solutions. The revamped Digital FMS suite includes: Helpdesk, Asset Management, Cafeteria, Meeting Room Management, Visitor Management, Guest House Management and Travel.

- **Gender diversity and sensitization**

  Gender equality, gender diversity and gender sensitivity have been immutable focus areas for leadership in GMR Group and one of the pillar thrust areas towards workplace diversity. There has been continuous focus to enhance the current gender diversity at group level, which has been maintained at 11%. For every position up to 50% of profiles are women candidate only. However, gender diversity at senior position has been an area which has significant improvement opportunity, and we expect to see better ratio at senior positions also in FY 2019-20.

  Series of programs were conducted in FY 2018-19 including Panel discussion with external HR experts, women employees, and business leaders to discuss on issues, policies and processes to make workplace environment more women-friendly. Gender Diversity Boot Camp was organized and finally the Group Wide Gender Sensitization Initiative was launched on December 17, 2018. A total of 1186 employees were covered across 11 businesses, through 44 sessions. These sessions received overwhelming support and excellent feedback (4.4 out of 5.0).

- **Business Excellence, Project Execution Excellence (BHAVYATHA)**

  Business Excellence Framework provides a holistic way of conducting business, in the interest of organization's sustenance, which is concerned with stakeholders - Customers, Shareholders, Government Institutions, Employees, Suppliers, Community, aiming to yield 'Robust & Sustained' business results by continually assessing, improving and deploying organizational processes following GBEM (GMR Business Excellence Model, which is based on Malcolm Baldrige National Quality Award (MBNQA), one of the most prestigious Organization Performance Assessment framework in US and adopted worldwide by 9000+ organizations).

  Group BE Council is a platform for Group BE Teams across businesses to share and learn through Quarterly Council Meetings. During FY 2018-19, 4 Quarterly councils were held across Energy Power plant site - GKEL, Delhi and Hyderabad Airport.

  During FY 2018-19, The External BE Assessment has been completed for Group Corporate Services (GCS) functions. All GCS Functions have completed the OFI (Opportunities for improvement) Action Planning workshops and included the action plans in FY 2019-20 Business Strategic Plan and AOPs.

New businesses were also brought under BE Framework

- BE was formally launched in Kakinada SEZ on July 4, 2018, BE Primer session was conducted covering 23 members including functional heads. Group BE Journey, CIP Methodology, Idea Factory and GBEM Framework were explained in detail.

- Raxa - BE Launch was completed between February 20 to 21, 2019. Idea Factory was launched and 7 CIPs were initiated.

  During FY 2018-19, a total of 29 CIPs were completed which were registered in FY 2017-18. Management Assurance Group had completed the audit of benefits yielded from these CIPs. The savings accrued is ₹ 46.68 Crore. To recognize the efforts involved and to motivate the Cross Functional Teams (CFTs) for sustained improvement focus, top 28 CIPs were shortlisted and the CFT members shall be rewarded shortly.

  Action plan to drive GMR Project Excellence Framework (Bhavyatha) was finalized with Airports Sector Construction Leadership Team. Bhavyatha Framework was launched at GGIAL Project site and 10 Processes were rolled out during 4-day workshop. 2 Days BHAVYATHA Workshop in Airports Sector was conducted on August 23 & 24, 2018. Respective CDOs, Sector Construction PMO and Sector Construction Head deliberated and finalized the Project SOPs and Manuals which focuses on Project Governance, Project Work Systems and Project Delivery. These manual were rolled out for implementation in Airport Sector Construction Strategy workshop held on January 24, 2019. Similar workshop was completed for GHIAL Expansion project on February 4 & 5, 2019.

Business Responsibility Report

Section A: General Information about the Company

1. **Corporate Identity Number (CIN) of the Company :**

   L45203MH1996PLC281138

2. **Name of the Company :**

   GMR Infrastructure Limited

3. **Registered address :**

   Naman Centre, 7th Floor, Opp. Dena Bank,
   Plot No. C-31, G Block, Bandra Kurla Complex,
   Bandra (East), Mumbai – 400051

4. **Website :**

   www.gmrgroup.in

5. **E-mail id :**

   Gil.Cosecy@gmrgroup.in

6. **Financial Year reported :**

   2018-19

7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

   The Company has Engineering, Procurement and Construction (EPC) business and is a holding company for the investments made in Airports, Energy and Transportation & Urban Infrastructure sectors.

NIC Code of the Product / Service	Name and Description of main products / services
43900	Engineering, Procurement and Construction (EPC) [Handling of engineering, procurement and construction solutions in Infrastructure Sectors]
66309	Others [Investment Activity and corporate support to various infrastructure SPVs]

8. **List three key products / services that the Company manufactures / provides (as in balance sheet)**

   The Company has Engineering, Procurement and Construction (EPC) business and is a holding company for the investments made in Airports, Energy and Transportation & Urban Infrastructure sectors.

9. **Total number of locations where business activity is undertaken by the Company:**

   i. Number of International Locations (Provide details of major 5): The Group has business activities in Indonesia, Greece, Singapore, Nepal and Philippines (Cebu).

   ii. Number of National Locations: The Company by itself and through its subsidiaries, JVs, Associates has business activities undertaken in more than five States in India, viz., Delhi, Karnataka, Telangana, Maharashtra, Goa, Odisha, Chhattisgarh, Tamil Nadu, Uttar Pradesh, Andhra Pradesh, Himachal Pradesh, Gujarat, Uttarakhand, Jharkhand, Punjab, Haryana etc.

10. **Markets served by the Company – Local / State / National / International:**

    Over the past two decades, GMR Group has grown from a regional to a global infrastructure player.

    The international presence of the Company's subsidiaries extends to the following geographies:

    - Stake in international coal assets in Indonesia - PT GEMS.
    - Hydro-power project in Nepal - Under development.
    - Stakes in Airports – Mactan Cebu International Airport in Philippines. GMR, along with its Greek partner, is developing the Crete International Airport in Greece and has signed the Concession Agreement.

    On the National level, the Company's subsidiaries have in all right to develop and operate 5 airports on Public Private Partnership (PPP). Of these, the Group is operating 2 airports at New Delhi and Hyderabad and constructing the third one- MOPA airport in Goa. The group has received LOA, after emerging winner in the competitive bidding, to develop and operate Dr. Babasaheb Ambedkar International Airport. It has also emerged lowest bidder for the proposed Bhogapuram International Airport in Andhra Pradesh. In addition, the Group has interests in 9 operating energy assets in Tamil Nadu, Andhra Pradesh, Gujarat, Maharashtra, Chhattisgarh and Odisha and 2 coal blocks (1 in Jharkhand and 1 in Odisha). The Group has 1 project under construction (Hydro based plant in Himachal Pradesh) and 2 other plants in Uttarakhand and Arunachal Pradesh which are under development. It has 6 highway assets with a balanced mix of toll and annuity at various locations in India - Andhra Pradesh, Telangana, Punjab and Tamil Nadu.

Section B: Financial Details of the Company

		(₹ In Crore)
1.	**Paid up Capital:**	603.59
2.	**Total Turnover (excluding other income):**	1,101.04
3.	**Total profit / (loss) after taxes :**	(1,034.31)

4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):**

   Not applicable due to losses in the previous years.

5. **List of activities in which expenditure in 4 above has been incurred:**

   Not applicable as the Company was not required to spend any amount.

Section C: Other Details

1. **Does the Company have any Subsidiary Company / Companies?**

   Yes, the Company has 113 subsidiaries as per the Companies Act 2013, as on March 31, 2019.

2. **Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).**

The subsidiary companies participate in group wide Business Responsibility (BR) initiatives on a wide range of topics, as part of their respective BR/ CSR initiatives. All subsidiaries are aligned to the activities under the aegis of GMR Varalakshmi Foundation (GMRVF), the Corporate Social Responsibility (CSR) arm of the GMR Group, which develops social infrastructure and enhances the quality of life of communities around the locations, where the Company/Subsidiaries have a presence. The subsidiaries which come under the purview of Companies Act, 2013 fulfill their mandatory CSR requirements in partnership with GMR Varalakshmi Foundation.

3. **Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]**

Our company and its subsidiaries are engaged in creating and operating world class assets for the nation. We engage with a significant number of ecosystem partners, namely suppliers and contractors that work with the company in helping it deliver its objective of creating and operating world class assets.

As part of our Business responsibility focus in relation to our ecosystem partners i.e. Suppliers and contractors we focus and drive implementation of the following actions:

Strengthening Governance and Transparency of our Procurement process: For all our suppliers and contracts with whom we enter into a contractual agreement vide a contract or purchase order, the suppliers / contractors are required to be aware and accept the company's laid down supplier code of conduct and business ethics policies. We have a dedicated whistle blower policy and Ethics governance helpline that helps address any concerns or issues either related to our Supplier/ contract conduct or non-compliance to the laid down ethics policies.

Ensuring safe working environments: Health, Safety and Environment are key enablers for our suppliers/ contractors to be able to deliver and meet the contractual commitments without putting its employees at risk. Towards this objective, for each of the large contracts that have significant people impact, a dedicated HSE policy, guideline and governance mechanism are defined, agreed and put in place. Each operating asset or a project have a structured governance review on defined HSE metrics and any violation is reviewed and appropriate actions are taken through effective contractual terms and conditions and in compliance with all applicable requirements.

Supplier/ contractor Employee statutory welfare measures: As we operate and engage suppliers/ contractors which in turn need to deploy significant number of their employees for our operations/ project, as part of the supplier/ contractor on-boarding process, a dedicated awareness training and session on Employee Statutory compliance requirements, guidelines and measures are conducted with the support of the Industrial relations team within the company's HR department. To ensure that the necessary statutory dues such as ESI/ PF are being duly and timely paid by our suppliers / contractors to their employees, all supplier/ contractor invoices that have services personnel deployed for our operations a dedicated and separate review of such statutory compliances is ascertained before the supplier/ contractor invoices are processed for payment. In cases of violation by the supplier / contractor on repetitive basis , such suppliers/ contractors are blacklisted for current and future business.

Section D: BR Information

1. **Details of Director / Directors responsible for BR**

   a) **Details of the Director / Directors responsible for implementation of the BR policy / policies:**

   - DIN : 00061669
   - Name : Mr. Grandhi Kiran Kumar
   - Designation : Managing Director & CEO

   b) **Details of the BR head:**

S. No.	Particulars	Details
1.	DIN Number (if applicable)	NA
2.	Name	T. Venkat Ramana
3.	Designation	Company Secretary and Compliance Officer
4.	Telephone number	T: +91-11 49216751
5.	E-mail id	Gil.Cosecy@gmrgroup.in

2. **Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)**

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:

P1 – Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2 – Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3 – Businesses should promote the well-being of all employees.

P4 – Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5 – Businesses should respect and promote human rights.

P6 – Businesses should respect, protect, and make efforts to restore the environment.

P7 – Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8 – Businesses should support inclusive growth and equitable development.

P9 – Businesses should engage with and provide value to their customers and consumers in a responsible manner.

S. No.	Questions	P1	P2*	P3	P4	P5	P6	P7	P8	P9**
1.	Do you have a policy /policies for:	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)#	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	Please refer below weblinks: BRR Policy link: https://investor.gmrgroup.in/policies. CSR policy link: https://investor.gmrgroup.in/policies. Environment policy link: http://gnet/PoliciesandProcedures/HOME/EHSQ/Revised%20EHSQ%20 Policy%20Final.pdf Code of conduct: https://investor.gmrgroup.in/code-of-conduct Values & Belief : https://www.gmrgroup.in/vision-values-beliefs/								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy /policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

wherever the Group Policy is not compliant with local laws, they are suitably modified. There is no known non-compliance with international standards.

* The Company and the Subsidiaries wherever applicable have relevant systems and practices in place to implement and adhere as per the principles.

** The Company and the Subsidiaries have systems in place and have practices as per the Principles and formal policy based upon systems and practices will be placed before the Board for approval.

2a If answer to S. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles	Not Applicable								
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

3. **Governance related to BR:**

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

  The BR performance will be assessed on an annual basis.

- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

  Annual Report containing Business Responsibility Report is available on Company's website and can be accessed at https://investor.gmrgroup.in/annual-reports.

  Energy Sector is publishing its Sustainability Report every year since FY 2013-14 as per GRI-G4 guidelines, which are made available to all its relevant stakeholders. Sustainability reports are also available on Company's website.

  DIAL prepares sustainability report as per GRI-G4 guidelines. GHIAL has published its first/maiden Sustainability report for the FY 2015-16 as per GRI-G4 guidelines.

Section E: Principle-wise performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the company? [Yes/ No]. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

   Yes. There are two separate policies one covering the employees and the other covering vendors and other stakeholders relating to ethics, bribery and corruption. "The Code of Business Conduct and Ethics policy" of the Company is applicable to all employees on the regular rolls of the Company including full time Directors, Advisors, In-house Consultants, Expatriates and employees on contract. Third parties including Vendors, Service providers and JVs, are covered by the "Suppliers and Vendors Code of Conduct and Business Ethics" which stipulate rules relating to bribery & corruption. This Policy is intended to strengthen transparent business governance across the Company. All bidders, vendors etc. have to sign in the Supplier Code of Conduct prior to entering a contract with the GMR group.

   As an extension of the Code of Business Conduct and Ethics Policy, the Company has set up a "Whistle Blower policy" through which the third parties can raise concerns relating to corruption or bribery or any other malpractice or impropriety within the Group.

   The Company has established a fully functional Ethics and Integrity Department to expeditiously investigate and take action in respect of all concerns relating to all ethical violations, including bribery and corruption.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   Five (5) concerns were raised by the Stakeholders during FY 2018-19.

   i. A GIL-SIL sub-contractor in DFCC Project had complained about pilferage of cement by a Batching Plant operator. Allegations found proved. Concerned staff terminated and Police complaint also filed.

   ii. A GIL-SIL sub-contractor in DFCC Project alleged leakage of his quoted rates to other vendors. Allegations not proved. Case closed.

   iii. A DIAL Stakeholder raised the issue of 'Meet & Greet' services being offered at Delhi Airport by some unauthorized persons. Wrong doers identified and appropriate corrective action taken.

   iv. A DIAL IT bidder raised some concerns relating to certain lacunae in the bid award process. Allegations were partly proved. Based on the recommendations of E&I, fresh bids have been called, duly cancelling the earlier bid, as a measure of rectifying the lacunae.

   v. A GMRVF canteen contract bidder at Hyderabad alleged favoritism in the award of contract for the Canteen. The allegation is not proved.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.**

   Environmental 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. In anticipation of upcoming regulations and requirements, the Company has invested substantially and allocated other resources to proactively adopt and implement manufacturing / business processes to increase its adherence to environmental standards and pollution control measures and enhance its industry safety levels. At GMR Group, the challenges due to the Company's operations related to EHS aspects of the business, employees and society are mapped and mitigated through a series of systematic and disciplined sets of policies and procedures.

   Our continuous endeavor to go beyond compliance and conserve natural resources helps to march towards attaining excellence in environment management and efficient and sustainable operations as well. As the Company operates in an increasingly resource-constrained world, being environmentally conscious and efficient is 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 is committed to the Policy. These established systems certified by reputed certifying agencies have helped to monitor and manage our operations systematically, safely and in environmental friendly manner. When such practices become institutionalized, they protect environment and reduce operational and other costs.

   The Company understands the global thrusts for minimizing the effect of developmental projects towards global warming. The Company has developed various projects voluntarily and some of the projects are under development stage, which ultimately reduces Green House Gases (GHG) emissions into the atmosphere and thus, minimizing the global warming effect. The Company has evolved as Sustainability leader by registering 7 CDM Projects with United Nations Framework Convention on Climate Change (UNFCCC).

   As a responsible corporate citizen, the Company is striving to meet the expectations of neighbouring communities around its plants and other locations through GMR Varalakshmi Foundation. The foundation works closely with them and strives to impact the lives of millions of farmers, senior citizens, youth, women and children through numerous programs.

Energy Sector

Energy Sector of the Group has continuously ventured to promote cleaner fuel operations and renewable energy. A super critical technology power plant was developed at Chhattisgarh. The 25 MW and 1 MW Solar Photo-Voltaic based power generation in Gujarat and Rajam respectively, 2 MW Solar Roof top power project near Delhi International Airport, Delhi, 2.1 MW and 1.25 MW wind turbine generators in the State(s) of Gujarat and Tamil Nadu respectively are fully operational, with commitment towards sustainability in terms of clean and renewable energy resource.

The Energy sector has aligned its energy business with its comprehensive "EHS Framework", adopting best generation practices, optimizing energy, natural resources and technology, best available practices, "go beyond compliance", etc.

All the operating units have all necessary statutory clearances in place and are in compliance with environmental regulations. The Group has adopted state-of-the-art systems and measures to control emissions and effluent in design stage itself. Hazardous wastes management and disposal has been in accordance with Central Pollution Control Board (CPCB) guidelines. Continuous Stack Emission Monitoring System (CEMS) and Continuous Ambient Air Quality Monitoring Systems (CAAQMS) at power plants have been set for monitoring of vital pollution parameters on real time basis. Also, each of the operating units have dedicated Effluent Treatment Plant to treat waste water from the units and utilize or discharge in accordance with Pollution Control Board Norms. All parameters like stack emissions, ambient air quality, water quality, noise level etc., are maintained well within the stipulated norms. The monitoring reports are submitted periodically to statutory authorities. Internal audits and surveillance audits as per the requirements of ISO certifications are conducted and any observation or non-conformance is dealt with utmost seriousness.

The system is managed by dedicated EHS team and steered frequently at Apex level for quick actions.

Various employee engagement campaigns are conducted at different plants by celebrating World Environment Day, National Safety Week, National Fire Service Week, National Cleanliness Day, Road Safety Awareness Week, Energy Conservation Week, Earth Day, etc., to create awareness and generate ideas for implementation. Regular mass plantation is organized with involvement of employees, their families and nearby villagers. Dense green belt is developed at many sites and is under progress at few project sites. Fruit bearing tree species are also being planted. Its survival is ensured with proper care.

Systems and processes as per Global Reporting Initiative (GRI-G4) are being implemented across all the power plants. Energy Sector is publishing its Sustainability Report every year since FY 2013-14 as per GRI-G4 guidelines, which are made available to all its relevant stakeholders. Sustainability reports are also available on the Company website. Further, Energy Sector initiated and adopted GRI-G4 based Sustainability & EHS Management software E-tool titled 'SoFi' for capturing online sustainability data of all operating assets and projects – first in the power sector in India.

GMR Warora Energy Limited (GWEL) is already certified for ISO 9001: QMS, ISO 14001: EMS, OHSAS 18001, EnMS:50001, ISO 55001: Asset Management System by M/s BVCI. GWEL has also implemented Social Accountability Management System as per SA 8000 and Information Security Management System as per ISO 27001 and obtained external certifications. The laboratory for coal quality at GWEL is certified by National Accreditation Board for Testing and Calibration Laboratories (NABL).

To manage the health and wellness at work place, series of programmes under "Nirmal Jivan" initiatives like Navchetna Shibir for employees, counseling of all employees with dietician, health awareness, Yoga Shibir and motivational programs for employees and their family members were organized during the year.

GWEL successfully conducted series of EHS awareness programs, various training programs on Permit to Work (PTW) system, emergency response plan, firefighting, electrical safety, chemical handling, gas cylinder handling conducted to employees and contractual employees. Mock drills on scenarios such as fire in warehouse, hydrogen leakage from generator, fire in coal crusher and ash leakage from ash silo were conducted. GWEL achieved Zero Lost time injury frequency rate with no reportable incidents for FY 2018-19. In FY 2018-19, 1,50,000 saplings were distributed to the nearby communities. Organic farming for vegetables is also being cultivated over half acre of land inside the plant premises.

Testimonial to all such initiatives, during FY 2018-19, GWEL received British Safety Council 5 Star Rating – 2019 for Occupational Health and Safety Management System, National Safety Council Shreshtha Suraksha Puraskar Award 2018, National Award for Excellence in Energy Management by CII, MEDA Award and LNM Lokhande Health & Safety Award. GKEL also received Global Performance Excellence Award 2018 - World Class During 24th (APQO) Asia Pacific Quality organisation conference at Abu Dhabi.

GMR Kamalanga Energy Limited (GKEL) is compliant with the statutory norms required for operation of power generation plant and certified for ISO 14001:EMS, OHSAS 18001, ISO 9001:QMS and EMS 50001:2011. GKEL has deployed various environmental protection initiatives for environment conservation, conducts audio visual EHS trainings, Behavior Based Safety (BBS) trainings, SAP based Work Permit System integrated with Lock Out and Tag Out (LOTO) mechanism. Hazard Identification and Risk assessment (HIRA) exercise is regularly conducted to identify and control new or existing risks in operations. EHS initiatives like Senior Management EHS Walk-through, Medical check-up, EHS Council meeting, quarterly EHS Rolling Trophy to best Department, etc. are observed to create positive safety culture amongst workforce. Periodic Integrated Management System (IMS) audits are conducted to assess the deployment of work procedures at plant site. GKEL conducted Mock Drill before District Crisis Group.

GKEL achieved Zero Lost time injury frequency rate (LTIFR) with no reportable incidents for FY 2018-19. In FY 2018-19, 40,000 saplings were planted within plant premises.

During FY 2018-19, GKEL received Odisha State Energy Conservation Award and Odisha State Safety Conclave Kalinga Safety Award, Odisha Business Summit Award for People Initiative and Community Initiative Award in Odisha CSR Forum. GKEL also received Best Industry Award for Blood donation during FY 2018-19, Dhenkanal District Administration, Government of Odisha. Two contract workmen from GKEL received "Surakhit Sramika Bandhu" award from Directorate of Factories & Boilers, Odisha.

GMR Chhattisgarh Energy Limited (GCEL) has valid factory License from Inspectorate of Factories, Consent to operate, hazardous waste authorization and Bio-medical waste authorization from Chhattisgarh Environment Conservation Board. GCEL has also obtained amendment for usage of domestic coal from MoEF. GCEL received ISO 9001:QMS, ISO 14001:EMS and OHSAS 18001 certificates. For all operational activities and maintenance, SAP based PTW system and other work permits are followed. Compliance with Personal Protective equipment is ensured while working. EHS training is imparted to all new and existing employees every year. GCEL achieved Zero Lost time injury frequency rate with no reportable incidents for FY 2018-19. To make the area green, plantations were done by employees in Plant premises as well as nearby villages.

GMR Vemagiri Power Generation Limited (GVPGL) and GMR Rajahmundry Energy Limited (GREL) units are gas based power plants in Andhra Pradesh. GVPGL is certified for ISO 9001:2008, ISO 14001:2004 and OHSAS 18001: 2007 by M/s. GL-DNV. GREL is certified for ISO 9001:2015, ISO 14001:2015 and OHSAS 18001: 2007 by M/s. GL-DNV. EHS practices are deployed to achieve the highest level of performance. EHS trainings were imparted during the period. Mock drills for each plant were conducted on different emergency scenarios. GVPGL and GREL participated in Off-site emergency mock drill conducted in Kakinada belt by District Administration and Factory Inspectorate. GVPGL and GREL achieved Zero Lost time injury frequency rate with no reportable incidents for FY 2018-19.

GMR Energy Limited (GEL), Kakinada has established efficient EHS procedure and practices and has achieved Zero Lost Time Injury Frequency Rate (LTIFR) with nil reportable accidents in FY 2018-19. Plant is compliant with all statutory norms and procedures. Periodical surveillance audit of ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007 has been done by M/s GL-DNV.

GMR Bajoli Holi Hydro Power Project construction is in progress with total compliance to all applicable EHS statutory rules and regulations, procedures and best practices. There was no fatal incident and no Lost Time Injuries (LTI) reported at site. Surveillance audit has been conducted by M/s TUV India for Integrated Management System (IMS) as per revised ISO 9001:2015, ISO 14001:2015 and OHSAS 18001: 2007 standards and certificates were received. Periodical medical health check-ups were conducted for employees and contract workers. Regular medical camps are also organized for workforce and community. Safety tool box talk, safety training, pre job briefing and site inspections are conducted on daily basis. 100% contract employees were covered under EHS awareness on utilization of Personal Protective Equipment (PPE) at site. All critical air quality parameters at inside tunnels are displayed near portal of adits. First aid centre has been set up at every site managed by qualified professionals and supported by 6 ambulances. 200 tree saplings were planted at project and colony sites.

Talabira-1 Mines achieved Zero Lost time injury frequency rate with no reportable incidents for FY 2018-19.

For Upper Karnali Hydro Electric Project in Nepal, approval of DMP Report and Initial Environmental Examination (IEE) Clearance for Transmission Line have been obtained from Government of Nepal.

At GMR Energy Sector level across all sites, Zero Fatality, Zero LTI, Zero LTIFR and Zero LTI Severity were achieved during FY 2018-19.

Airport Sector

Airport Sector embraces the concept of sustainability by managing activities in environment friendly manner, minimizing natural resource utilization and maintaining collaborative relationships with the community and stakeholders. Our strategy for long-term stability and continual improvement is focused on cost-effective operation, social responsibility, environment and ecology oriented business approach and practices, which are governed and managed by latest technological processes, improved infrastructure, efficient operational measures, continual process improvement, effective change management and communication and collaborative stakeholder engagement.

Environment Sustainable Management is an integral part of our business strategy which helps in achieving social credibility and business sustainability by efficient integration of policy, system, procedures, infrastructure and community support. The Company adopted all possible proactive sustainable approaches for the airport to develop an environment friendly business process that accommodates the community's concerns while still meeting all regulatory requirements. Our key environmental and social elements which have direct/indirect impact on society are effective control and management of aircraft noise, emission, air quality, water and wastewater, solid waste and conservation of natural resources. A dedicated team of professionals is deployed to deal with all areas of environmental and social concerns. All the impacts associated with its business aspects are being effectively resolved by working closely with the communities around the airport by proper knowledge sharing forums, media communications, communication to stakeholders and stakeholder meetings, further with the support of regulatory and government agencies.

Air and Water management is ensured by regular monitoring, analysis and following government regulations and guidance. Solid and Hazardous wastes are handled as per the applicable rules. Sewage Treatment Plant (STP) is operational to treat the waste water. Entire treated water is being reused appropriately for the flushing, HVAC and irrigation purposes.

Delhi International Airport Limited (DIAL)

Environment Sustainability is an integral part of DIAL's business strategy. It focusses highly on natural resource conservation, pollution preventions and skill developments as part of business sustainability at Delhi Airport by efficient integration of policy, systems, procedures, infrastructure and community support.

DIAL is committed to conduct its business in an environment and social friendly manner by adopting all possible operational and technological measures to minimize the impact of its activities on the environment and society.

Some of the recent achievements of DIAL in the sustainability segment during the FY 2018-19 are:

- Delhi Airport continues to remain "Carbon Neutral Airport" in Asia Pacific Region by ACI, (October 2018).
- Delhi Airport achieved Platinum level under LEED ARC in the year 2018 (October 2018).
- DIAL has also received "Climate Oriented" company under CAP2.0 program by CII –ITC Centre of Excellence for Sustainable Development for the FY 2018-19 for its initiatives towards reducing climate change impacts.
- ACI Green Airports Award 2019 – Platinum Level in Asia Pacific Region (February 2019).
- CII National Award for Excellence in Energy Efficiency (September 2018).
- Successfully completed the sustenance audit of Environment Management System under ISO 14001:2015, audited by M/s. DNV.
- Achieved a Carbon intensity of 1.33 kgCO_2/ Pax during the FY 2018-19.
- Environment Day celebration on every World Environment Day event on 5th June.

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

- Terminal 3 of Delhi Airport is a LEED India Gold certified green building under "New Construction" category and it is the first airport in the world to achieve this. Terminal 3 is also Platinum rated Green Building under Indian Green Building Council (IGBC) "Existing Building" category.
- Delhi Airport is first airport globally to have adopted, live building performance monitoring and scoring platform "ARC" by USGBC/GBCI.
- The energy efficiency measures implemented in DIAL has been registered in UNFCCC as Clean Development Mechanism project; it is the first airport project in the world to have achieved this credential.
- DIAL has installed 7.84 MW solar PV plant in the airside premises of Delhi Airport and is the first airport in the country to have megawatt scale solar plant within the airport.
- Delhi Airport is the first airport in India to have implemented Airport Collaborative Decision Making (A-CDM) which aims at improving Air Traffic Flow and Capacity Management and Emission Reduction.
- 16.6 MLD state-of-the art "Zero Discharge" sewage treatment plant treats entire sewage water generated in Delhi Airport, the treated water is used for horticulture, toilet flushing and HVAC make up.
- DIAL has constructed more than 300 rain water harvesting structures to improve the ground water level within the airport and in the surrounding areas.
- Delhi Airport has achieved Platinum Level under Green Company Framework by CII-GBC for its environmental excellence in the field of environmental sustainability.
- The Energy Management System of Delhi Airport is certified under ISO 50001 and is the first Airport in the world to be certified for ISO 50001 Energy Management system.
- DIAL has promoted Multimodal Connectivity to reduce emission. There is a dedicated metro line connecting Delhi Airport to the city, besides road connectivity.
- DIAL has installed dedicated CNG fueling station at IGIA, which helps in minimizing the GHG emission load at IGIA.
- DIAL has also implemented electric bus services from PTC to Terminal 3.
- The energy efficient and environment friendly infrastructures also include state of the art STP and WTP, Energy efficient BMEs, Advanced Fuel Hydrant Systems, FEGP and PCA supply systems.

GMR Hyderabad International Airport Limited (GHIAL)

GHIAL considers EHS as an integral part of business and is committed to conduct business in an environment friendly and sustainable manner, in line with group's Vision, Mission, Values, Beliefs and Corporate Policies. During the FY 2018-19, in spite of significant increase in Air Traffic Movement, Passenger volume and various airport expansion projects both inside and outside operational areas, the overall safety performance of the airport had been very good and there had been significant reduction in safety incidents both in number of incidents and also the severity of such incidents. This was possible through GHIAL's multipronged approach which includes proactive hazard identification and mitigation, stringent process of 'Management of Change' and collaborative implementation of safety control measures at the airport.

The safety initiatives of Rajiv Gandhi International Airport (RGIA) have been recognized well both at national level and international platforms. In November 2017, the Chief Operating Officer, GHIAL had been conferred with the 'EHS Leadership Award' by the National EHS Congress. In April 2018, the Head of Safety and Environment, GHIAL, RGIA has been elected as the Chairman of the ACI's Regional Operational Safety Committee for the Asia Pacific Region. Further in line with the Safety Management System framework defined by the International Civil Aviation Organisation (ICAO) and the Directorate General of Civil Aviation (DGCA) India, GHIAL has implemented a comprehensive Safety Management System (SMS) towards continued safety assurance through safety risk management and active safety promotion. The current SMS process at GHIAL has progressed to the level of Phase-4 through proactive and predictive risk identification and mitigation measures. To further enhance these safety initiatives, GHIAL Safety Department has initiated an innovative process of engaging Aircraft Maintenance Engineers (AME) through a Safety Action Group (SAG) to address various safety concerns arising out of aircraft line maintenance activities at the airport. Critical safety concerns/issues are effectively identified and addressed jointly through high level interactive forums like Runway Safety Committee consisting of airline pilots, air traffic controllers and senior members from other agencies. These safety initiatives by GHIAL are progressively adopted by other airports also with the active encouragement by the DGCA. The SMS at RGIA is in compliance with DGCA regulatory guidelines. Also, the Aerodrome License [AL/Public/021] has been renewed and is valid till March 03, 2020. As part of IMS recertification process, the OHSAS 18001 has been certified and is valid till March 11, 2021.

Safety promotion is one of the medium of enhancing awareness to inculcate Safety culture within the airport community at RGIA. During National Safety Week and various other occasions like interactive Safety forums, many safety awareness programmes and initiatives have been launched with the dedicated participation of senior leaders from all stakeholders. Also the stakeholders are sensitised regularly through safety bulletins, safety alerts through various communication medium.

Further, GHIAL's continual effort and effective stake holder engagement to develop a sustainable environment has brought global accolades and recognitions. Earlier the last year, GHIAL added an additional 5 MW solar power plant in addition to the existing 5 MW solar power capacity, which is getting ready for commissioning shortly. GHIAL's environment protection initiatives have received global recognitions. On April 4 , 2019, RGIA received the 'Green Airport Award-2019 Silver' at the ACI Regional Assembly held in Hong Kong for its efficient water management and rain water harvesting process and also for the third consecutive year has achieved the 'Carbon Neutral-Level 3 Plus' status from the Airport Carbon Accreditation Programme instituted by ACI World.

Some of the other significant environmental achievements by GHIAL include:

- Successful issuance of Environmental Clearance (EC) by the MoEF & CC for the airport expansion project to the capacity of 25 Mn passengers per annum;
- Subsequently, the airport has obtained the Consent for Establishment (CFE) for the expansion project from the states Pollution Control Board (PCB);
- GHIAL Environment department has organized an environmental compliance awareness programme to all the stakeholders to ensure stringent compliance to applicable environmental criteria;
- During the World Environment Day campaign, GHIAL has actively engaged the passengers also through various interactive environmental awareness programmes.

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 "Reduce-Reuse-Recycle" principle in the overall water usage within the airport.
- Efficient rain water harvesting and ground water recharging processes.
- Efficient solid waste management processes and compost generation to meet 100% internal demands to develop beautiful landscaping within the airport.
- Robust process to effectively reduce aircraft noise and 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.
- Organise extensive environment awareness programmes on a regular basis and wide publicity during World Environment Day, Earth-Hour, etc., by engaging airlines, ground handlers, passengers and all other stakeholders operating at RGIA.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):** Not attempted

   i. Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

   ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

3. **Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

   "In Transportation division of the Company, DFCCIL – CP 201 and CP 202 Project have been certified for OHSAS 18001:2007 and ISO 14001:2015

[Occupational Health & Safety Management system and Environment Management System]. As part of sourcing strategy, priority is given to sourcing of local raw materials like sand, aggregate etc., [unless specified otherwise by client] for construction of Railways, Roads, Buildings and Power Projects. Also procurement procedures form part of the standard ISO procedures. In addition, Transportation division strives to design and construct sustainable Projects which include Water and Energy conservation measures, continuous monitoring of Environmental parameters [like noise, air, water], identify and use of resources that are environment friendly, green technologies and deployment of fuel efficient equipment and machineries. As a part of protuberant achievement DFCCIL-CP 201 and CP 202 has won one important National level awards in the field of HSE, i.e. "**Apex India Environment Excellent Award in Platinum Category**"

We have adopted 'Hot in place recycling technology' whereby we have recycled 60 – 70% of aggregates, bitumen in overlay of the pavement. Most of our Truck Bays, Bus Bays have been illuminated using Solar technology.

The fuel in the Energy Sector subsidiary companies is sourced through pipelines, railway wagons, road transport to the plant avoiding wastages, leakages, vapourisation etc., to the extent possible. The Company and its subsidiaries have a Procurement Policy in place and vendors agree to the GMR Code of Conduct and Business Ethics.

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company closely works with the CSR team to identify opportunities for getting goods and services from local community. The EMPOWER (Enabling Marketing of Products of Women Entrepreneurs) initiative for selling products made by the community women get lot of bulk orders from Group companies on various occasions.

There have been several exclusive and niche opportunities within the Group companies which are offered to the local, small vendors. For example, in the Hyderabad Airport, the photography services were allocated to a local photographer. He has now been allocated space inside the airport and provides photos to passengers who come without them for visa. Like this, the barber, tyre inflation, grocery shop, housekeeping, etc. opportunities in the airport have been provided to local entrepreneurs and all of them are doing good business and expanding the same.

GMRVF provides skill training in several technical vocations. Many of the youth so trained are from neighbouring communities. As and when there are opportunities, some of those youth are placed with partners/contractors providing services to the businesses.

5. **Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The Company's subsidiaries operate in different business sectors like Energy, Airports, Highways, Transportation and Urban Infrastructure. The waste water at the power generation plants and Airport is recycled and used for gardening and other cleaning purposes.

Delhi Airport has 16.6 MLD state-of-the-art zero discharge Sewage Treatment Plant (STP). The entire treated water is used for horticulture, toilet flushing and HVAC make up.

The waste handling activity for wastes other than liquid waste at Delhi Airport has been outsourced to waste handling agencies accredited by Delhi Pollution Control Committee (DPCC) and MoEF and all waste is handled as per regulatory requirements and timely returns are filed with concerned Government Agencies.

At Hyderabad airport the food waste is collected and processed in the in-house compost plant within the airport. The compost generated during this process is used for developing the beautiful landscape within the airport. The excess quantity of the food waste generated above the in-house compost plant capacity is handed over to an authorised agency for conversion into 'Refuse Derived Fuel (RDF)' which is used for boiler combustion. The municipal solid waste and other hazardous/E-waste generated within the airport are handed over to competent collecting and recycling agencies authorized by the State Pollution Control Board. Also the waste water generated within the airport are meticulously treated in the Sewage Treatment Plant within the airport and the treated water is used for landscape irrigation and flushing to adopt the environment protection principles of 'Reduce-Reuse-Recycle'. Overall, the entire waste generated at the airport is reused or recycled through different environment friendly process either in-house or through authorised agencies. In recognition of its efficient waste management practices RGIA has been conferred with 'Green Airport 2017 Gold' award by Airports Council International on April 24, 2018 at Narita, Japan.

Also, wastes generated during the operations of the power generation plants are sent to the authorized agencies of CPCB / SPCB for treatment. Ash generated at the power plants is being reused and disposed to cement and brick manufacturers, for road making and filling in low lying areas / abandoned quarries.

Principle 3: Businesses should promote the wellbeing of all employees

1. **Please indicate the Total number of employees:**

Sl No.	Category of Employees	No. of Employees
1	Managerial Staff (Executive Cadre)	272
2	Operations Staff (Non-Executive Cadre)	64
	Total	**336**

2. **Please indicate the Total number of employees hired on temporary / contractual / casual basis:**

Sl No.	Category of Employees	No. of Employees
1	Advisors & Consultants	4
2	Sub-Contracted Employees	981

Sl No.	Category of Employees	No. of Employees
3	Casual Employees	NIL
	Total	**985**

3. **Please indicate the Number of permanent women employees:**

   Number of permanent women employees : 14

4. **Please indicate the Number of permanent employees with disabilities:**

   Number of permanent employees with disabilities : NIL

5. **Do you have an employee association that is recognized by management?**

   There is no employee association in the Company.

6. **What percentage of your permanent employees is members of this recognized employee association?**

   N.A.

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

S. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child Labour/forced labour/ involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   - Permanent Employees: 100%
   - Permanent Women Employees: 100%
   - Casual / Temporary / Contractual Employees: 100%
   - Employees with Disabilities: N.A.

   All the contractual employees of the Company receive mandatory safety training before entering their premises and receive the job training through the contractor and the Company.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. **Has the company mapped its internal and external stakeholders? [Yes/No].**

   Yes. Whenever the Company sets up a business, it surveys the surrounding communities and identifies key stakeholders.

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

   There is a specific focus on identifying the vulnerable amongst the stakeholders. These include socially and economically backward sections, landless, tribal communities, people with disabilities, women- headed households, etc. The Company conducts need assessment studies in its business locations and identifies the needs of communities with special focus on disadvantaged and vulnerable communities and all the CSR activities are being planned and implemented based on the identified needs of the communities.

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

   For the Company, community is a major stakeholder of business. Thus, GMR Group works with the under-privileged communities around its business operations for improving their quality of life. A special focus is laid on vulnerable and marginalized sections of the community such as socially and economically backward sections, differently-abled persons, elders, tribals, migrant labour etc. GMR Varalakshmi Foundation (GMRVF) initiated Tent School program in Bengaluru for the children of migrant labour communities. About 750 children get benefit from this Tent School initiative that otherwise had to dropout of education due to migratory nature of their families. At Delhi, the CSR unit is running Samarth program for mainstreaming differently-abled persons through inclusive education, creation of livelihood opportunities, facilitating their rights and entitlements etc. Over 300 persons / children with disabilities benefit from this initiative. In association with National Institute of Locomotor Disability (NILD), GMRVF provided aids and appliances to over 1000 people with locomotor disabilities. An Early Intervention Center has been set up at Kakinada location to provide physiotherapy and special education to the children with disabilities. Over 250 children benefited so far from the services of the center.

   To address the health care needs of disadvantaged elderly people and to the communities in remote rural locations, GMRVF is running 10 Mobile Medical Units at different locations which takes quality healthcare to the door steps of about 10,000 elderly and vulnerable people. In the remote, hilly areas of Uttarakhand and Himachal Pradesh where the Group has businesses, the Foundation conducts special outreach health camps to cater to the health care needs of people who otherwise have no access to any kind of health care facilities. Foundation is also running about 20 Nutrition Centers which provide supplementary nutrition, health check-ups and health awareness to pregnant and lactating women from under-privileged families.

   In the vocational training program of GMRVF also, preference is given to the candidates from disadvantaged backgrounds and special efforts are put to mainstream them through provision of required skills. Further, Foundation has set up Girijan Institute of Rural Entrepreneurship Development in the Seethampet Agency area in Srikakulam district of Andhra Pradesh which provides skill trainings to tribal youth in different vocations. GMRVF also has focused programmes to reach out to women and improve their livelihoods.

Principle 5: Businesses should respect and promote human rights

1. **Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures /Suppliers / Contractors / NGOs / Others?**

   The Company has a policy on Human Rights which is extended to the Group. Additionally, policies like Code of Conduct, Whistle Blower Policy, Disciplinary Policy, Policy against Sexual Harassment, and Policy on Work Environment coupled with transparent HR processes and practices adequately cover the human rights aspects.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   There were no reported complaints received during the FY 2018-19 other than those already mentioned in this report.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

1. **Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.**

   The policy related to principle 6 is applicable to all the units of GMR Group, its contractors and its employees.

2. **Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? [Y/N]. If yes, please give hyperlink for webpage etc.**

   Yes, the Company and the Group has strategies to address global environmental issues such as Climate Change and Global Warming.

   GMR Group has initiated the process of Clean Development Mechanism (CDM) in 2008 and commenced assessment of Carbon Footprint of its units.

   The Company has evolved as Sustainability leader by registering 7 CDM Projects with UNFCCC. Terminal 3 (T3) of Indira Gandhi International Airport (IGIA) has become the first terminal in the world to have successfully registered with UNFCCC as CDM project for its GHG emission reduction initiatives.

   Delhi Airport has become the first "Carbon Neutral" airport in the Asia Pacific region by upgrading its level to "Neutrality, Level 3+" and has installed 7.84 MW solar plant at IGI Airport and is the first airport in India having mega solar power plant at airside premises. Terminal 3 of Delhi Airport is certified for LEED India Gold Rating for as "new construction" and IGBC Platinum Rating as "existing building".

   DIAL has also received "Climate Oriented" company under CAP2.0 program by CII –ITC Centre of Excellence for Sustainable Development for the FY 2018-19 for its initiatives towards reducing climate change impacts.

   DIAL is also a founding member of "India GHG Program", an initiative by Confederation of Indian Industry (CII), The Energy Resources Institute (TERI) and World Resource Institute (WRI). Thus DIAL has created a leadership role for itself in global environmental issues such as climate change, global warming etc.

   GHIAL has commissioned a 5 MW solar power plant. GHIAL has been awarded with the 'Carbon Neutral' Level 3+ certification.

   GVPGL, GREL, Alaknanda hydro project, Bajoli-Holi hydro project, Gujarat solar power project and Wind power projects at Gujarat and Tamil Nadu are registered as CDM Projects at UNFCCC.

3. **Does the company identify and assess potential environmental risks? [Y/N]**

   Yes, the Company has a procedure to identify and assess potential environmental risks. All operating units have implemented Environmental Management System as ISO : 14001 international standard requirements and have been certified by external auditors.

4. **Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   Yes, the Company, through its subsidiaries/associates, is actively involved in the development of CDM projects. It has taken the initiative towards developing the projects which are energy efficient, utilize clean fuel, and use renewable energy resources as fuel. In such endeavor, the Group has registered 7 CDM projects at UNFCCC till date. Also, UNFCCC has issued 3,16,124 certified emission reduction in FY 2013-14. The Group does not have the requirement to file any environmental compliance related to CDM; however, the environmental aspects related to compliance and sustainability are included in the Project design document of CDM. DIAL has successfully registered "Energy efficiency measures at Terminal T3" at UNFCCC.

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc., [Y/N]. If yes, please give hyperlink for web page etc.**

   Yes. The Company understands the thrust of achieving energy efficiency, and effectively utilizes the available clean technology and renewable energy resources in all its business developments.

   In Delhi Airport, DIAL has adopted various, clean technology, energy efficiency, renewable energy measures etc. Some of the key initiatives are listed below-

   1. 7.84 MW Solar power plant
   2. Use of Bridge Mounted Equipment (FEGPU, PCA) to replace APU usage
   3. 16.6 MLD Sewage Treatment Plant
   4. Fuel hydrant network system
   5. Use of electric buses
   6. Implementation of Airport Collaborative Decision Making (A-CDM) (https://www.icao.int/APAC/Meetings/2014%20ATMSG2/AI4%20IP14%20New%20Delhi%20A-CDM%20Implementation%20(India).pdf)

7. Energy efficient HVAC and lighting system
8. Adoption of green building concept in terminals (Terminal 3 is LEED Gold for NC and IGBC Platinum for EB etc.

The RGIA Passenger Terminal Building, Hyderabad has LEED certification for its unique design, which allows maximum natural lighting, and other features that enable optimal use of energy and water. RGIA is the first airport in the world to be awarded the LEED silver rating for its eco-friendly design. Also as part of continuing CDM process, 45 Pushpak buses connecting RGIA to various destinations in the city have been converted to Electrical.

Upcoming thermal power plant projects based on Coal are planned with the latest available technology viz., Super critical Technology and wherever feasible the projects are developed to use Natural Gas, which is the Clean fuel resource. The power plants viz., GMR Power Corporation Limited (GPCL) and GVPGL are already identified as energy efficient power plants as per the Notification [S.O. 687 (E) dated March 30, 2012] issued by the Ministry of Power under the Perform, Achieve and Trade (PAT) Mechanism. The Company is involved in developing the projects under renewable portfolio. The Company takes pride of commissioning 25 MW grid connected Solar Photo Voltaic based power plant at solar park developed by Gujarat Power Corporation Limited, Charanka in Gujarat. The Company has also commissioned the wind mill in Gujarat (2.1 MW Capacity) and Tamil Nadu (1.25 MW Capacity).

In addition to the above initiatives, DIAL has installed 7.84 MW solar power plants at IGI Airport and is the first airport in India having mega solar power plant at airside premises. GHIAL has commissioned 5 MW Solar Power Plant as part of green energy promotion.

6. Are the Emissions / Waste generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Yes, all the emissions and waste generated by the Company including its subsidiaries/associates is well within the permissible limits prescribed by CPCB / SPCB.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.

Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:

The Company is a member of:

A. Confederation of Indian Industry (CII)

B. The Associated Chambers of Commerce & Industry of India (ASSOCHAM), New Delhi

C. Federation of Indian Chambers of Commerce & Industry (FICCI), New Delhi

D. PHD Chamber of Commerce & Industry (PHDCCI), New Delhi

E. Association of Private Airport Operators

F. Association of Power producers

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? [Yes/No]; If yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes, following are the broad areas:

(i) Economic Reforms

(ii) Airport Services

(iii) Energy Sector

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes, details thereof.

Yes, GMR Group works with the communities surrounding its business operations with a vision to make sustainable impact on the human development of under-served communities through initiatives in Education, Health and Livelihoods. The programs are designed based on the local needs identified through the baseline studies at each location. Thus, all the programs are sensitive to the needs of local communities and ensure a high level of participation from the communities.

Under the area of Education, GMR Group is running Engineering, Degree, and B.Ed colleges in the state of Andhra Pradesh apart from several schools. Some seats in all the schools are provided to the children from poor communities free of cost. Group also supports the education of poor students by facilitating Scholarships. About 7,000 students have received such support. GMR Group also focuses on improving the infrastructure facilities and quality of education in Government schools and pre-schools, apart from running its own Bala Badis (Pre-schools for children of 3-5 year age group). About 300 Govt. schools are supported, reaching out to over 60,000 children. About 6,000 school age children in 200 Bala Badis and Anganwadis across the country benefit from the Group's initiatives. About 250 children have been sponsored to quality English Medium Schools under the Gifted Children Scheme and their complete educational expenses are borne by GMRVF. Technology enabled learning is also facilitated with the setting up of 36 IBM Kid Smart Early Learning Centers across the locations. Tent schools are being run to educate and mainstream about 700 children of migrant labour every year.

In the area of health, GMR Group is providing health services to under-served communities by running a 165-bed hospital, 26 medical clinics and 10 Mobile Medicare Units. The medical clinics and MMUs of the Foundation are providing over 20,000 treatments every month. 26

public toilets have been constructed in both rural and urban locations to improve sanitation facilities which are used by about 40,000 people per month. GMRVF runs 18 nutrition centres to provide nutrition supplement as well as relevant education to pregnant and lactating women, towards improving the health of the mothers and infants. Further, about 2,000 families have been supported for the construction of Individual Sanitary Lavatories. Many awareness programs are organized on health and hygiene related issues which have shown lot of impact on the health status of the communities.

Enhancing the livelihoods of the communities is another area of focus and to achieve this, as part of the CSR, 13 vocational training centers are run in different locations through which about 6,000 under-privileged youth are trained every year in different market relevant skills. Over 80% of these trainees are settled in wage or self-employment.

Over 2,000 families are being supported with farm and non-farm based livelihoods to enhance their incomes. The Group also works towards women empowerment by promoting and strengthening Women Self Help Groups. About 200 groups have been formed so far with more than 2,100 members and are receiving credit, capacity building and market support. An initiative to support training of women in making products and marketing them helps over 100 women to have sustained livelihoods. Further, the community development initiatives focus at establishing village libraries, promoting youth and children's clubs and also on generating awareness among communities on key social and environmental issue.

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?

GMR Group implements the community development programs through its own Foundation i.e. GMR Varalakshmi Foundation, a Company registered under Section 25 of the Companies Act, 1956 (Currently, under Section 8 of Companies Act, 2013). The Foundation is governed by a Board of eminent professionals chaired by the Group Chairman. It has its own professional staff drawn from top academic institutions.

3. Have you done any impact assessment of your initiative?

Yes, GMRVF conducts impact assessment studies, both external and internal, in its project locations to understand the effectiveness of the programs.

4. What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

The Company was not required to spend towards CSR activities during FY 2018-19 due to non-availability of profits. However, through its group companies, an amount of ₹ 36.86 Crore was spent during the year.

Projects undertaken:

Education:

1) Supporting Govt. schools to improve the quality of education;
2) Supporting Govt. Anganwadis and running Bala Badis to provide quality pre-school education;
3) Sponsoring the education of under-privileged children under the Gifted Children scheme, scholarships, etc.;
4) Support to students with coaching for different entrance and competitive examinations, as well as through scholarships and loans for pursuing higher education etc.

Health, Hygiene and Sanitation:

1) Running 165-bed multi-specialty Hospital at Rajam, Andhra Pradesh which provides affordable quality health care to the local communities;
2) Running free Medical Clinics, Mobile Medical Units and Ambulances wherever there is a gap of such health facilities;
3) Conducting need based general and specialized health check-up camps and school health check-ups;
4) Conducting health awareness programs with special focus on seasonal illnesses, HIV/AIDS etc.;
5) Construction of Public Toilets and facilitating construction of Individual Sanitary Lavatories;
6) Providing nutritional supplements to vulnerable groups like AIDS affected, anemic adolescent girls, pregnant women, etc.

Empowerment and Livelihoods:

1) Running 13 vocational training centers for training under-privileged dropout youth in different vocational programs;
2) Promoting and strengthening Self-Help Groups of women and providing training, input and marketing support to them to take up income generation programs;
3) Running community libraries, supporting youth clubs, conducting awareness programs on social issues etc.;
4) Working with farmers to enhance livelihoods;
5) Supporting micro-entrepreneurs.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

GMRVF lays great emphasis on involving community in their development process. Towards this, GMRVF conducts wide consultations with the communities before initiating any program and develops programs based on the local needs identified by the communities. Community members are engaged at every stage of the programs and all the systems and procedures have been made accountable and transparent for the communities. For example, in the education programs, GMRVF strengthens School Management Committees, Parents Associations and facilitates parent teacher meetings so that these committees monitor the programs closely and effectively. Where relevant, Self Help Group (SHG) federations have been formed and strengthened so that they would take the responsibility of facilitating and monitoring the SHGs. Child clubs, Youth clubs, SHGs and other community based institutions are involved in all the community development programs which help in building ownership of the programs.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. **What percentage of customer complaints / consumer cases are pending as on the end of financial year?**

    - **DIAL:** Received a total of **691 customer complaints** and all complaints have been closed. There are currently **11 consumer cases** pending at different consumer forums against DIAL.
    - **GMR Ambala Chandigarh Expressways Private Limited:** There are currently **7 consumer cases** pending at different consumer forums against the Company.
    - **GHIAL:** Received a total of **416 customer complaints** and all complaints have been closed. There are currently **2 consumer cases** pending against GHIAL before the Telangana State Consumer Redressal Commission at Hyderabad.
    - No customer complaint / consumer case was reported in the Energy and Urban Infra Business.

2. **Does the company display product information on the product label, over and above what is mandated as per local laws? [Yes/No/N.A./Remarks (additional information)]**

    Not Applicable.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

    No such case reported.

4. **Did your company carry out any consumer survey / consumer satisfaction trends?**

    As part of Customer focus initiatives, the Company at regular intervals captures the Satisfaction levels of its Clients (Internal as well as External) to capture the stated and unstated needs and expectations. The company, under Airports sector, conducts Stakeholder Satisfaction Survey as well as ACI- ASQ Survey for passengers. Stakeholder Survey is conducted through third party. This is a holistic survey which covers all aspects pertaining to services, support, budgeting, quality & safety on the scale of 1 to 5 along with the suggestions. The results are analysed and action plans are identified for improvements by respective departments. Business Balance Score Card (BBSC) and Goal Sheets (of related employees) have weightage to improve Customer feedback and Satisfaction index. ACI's Airport Service Quality (ASQ) is the world-renowned and globally established global benchmarking program measuring passengers' satisfaction whilst they are travelling through an airport. Across the globe, passengers are demanding higher levels of service. Likewise, regulators are paying closer attention to airport service provision and quality of service delivery. Competition among airports has reached new heights as structural and ownership changes bring new stakeholders and business models into the industry. These surveys are conducted annually and DIAL and GHIAL both have been ranking consistently high in these surveys.

    7th Road Users Satisfaction Survey [RUSS] at GMR Highways:

    GMR Highways conducted its Seventh successive Road User Satisfaction Survey (RUSS) at all [except GCORR Site] its Assets [both Toll and Annuity] with an objective of understanding and measuring the Road Users' awareness and satisfaction with GMR Highway's facilities, services and other aspects of road users' experiences and perceptions. A cross functional team from Operation and Maintenance department at Site and HO along with Business Excellence Team, GMRVF and RAXA administered the survey. The survey was carried out for 7 days from December 17 - 23, 2018 at various prominent locations along the highways like truck lay bays, bus lay bays, rest areas, hotels, dhabas, bus stands etc.

Financial Section

INDEPENDENT AUDITOR'S REPORT

To the Members of GMR Infrastructure Limited

Report on the Audit of the consolidated Ind AS financial statements

Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of GMR Infrastructure Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates, joint ventures and jointly controlled operations comprising of the consolidated Balance sheet as at March 31 2019, the consolidated Statement of Profit and Loss, including the consolidated statement of 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 Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates, joint ventures and jointly controlled operations, except for, the effects of the matters in paragraph 1 and 3 described in the 'Basis for Qualified Opinion' section of our report and possible effects of the matters in paragraph 2 and 4 described in the 'Basis for Qualified Opinion' section of our report, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates, joint ventures and jointly controlled operations as at March 31, 2019, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

1. As detailed in note 8B(m)(ii) and 8B(m)(v) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, GMR Chhattisgarh Energy Limited ('GCEL') and certain other entities have been incurring losses for reasons as more fully discussed in the aforesaid notes. Based on the valuation assessment carried out by an independent expert during the year ended March 31, 2018, there existed a further diminution in the value of ₹ 2,250.00 crore for the Group's investment in GCEL and certain other entities which was not accounted by the management during the year ended March 31, 2018 and has been charged in the statement of profit and loss in the current year. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management provided for the aforesaid diminution in the previous year, the loss after tax and minority interest for the year ended March 31, 2019, would have been lower by ₹ 2,250.00 crore and the loss after tax and minority interest for the year ended March 31, 2018, would have been higher by ₹ 2,250.00 crore with no consequential impact on the consolidated reserves as at March 31, 2019.

2. As detailed in note 8B(m)(iv) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, GMR Energy Limited ('GEL'), GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') have ceased operations and have been incurring significant losses with a consequential erosion of net worth resulting from the unavailability of adequate supply of natural gas. Further, GREL has rescheduled the repayment of project loans due to implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and has signed a Resolution Plan with the lenders to restructure its debt obligations during the year. Continued uncertainty exists as to the availability of adequate supply of natural gas which is necessary to conduct operations by GEL, GVPGL and GREL in the future. The carrying value of the investments / obligations in GEL, GVPGL and GREL is significantly dependent on the achievement of key assumptions around availability of natural gas, future tariff and the outcome of the sale of the Barge mounted power plant. Accordingly, we are unable to comment on the carrying value of the Group's assets (including advances)/ obligations in these entities as at March 31, 2019.

3. As detailed in note 45(xii) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, the Group has acquired the Class A Compulsory Convertible Preference Shares ('CCPS') of GMR Airport Limited ('GAL'), a subsidiary of the Group for an additional consideration of ₹ 3,560.00 crore from Private Equity Investors as per the settlement agreement entered during the year ended March 31, 2019. The said CCPS were converted into equity shares of an equivalent amount as per the investor agreements. The aforesaid additional settlement consideration of ₹ 3,560.00 crore paid to Private Equity Investors has been considered as recoverable and recognised as other financial assets based on proposed sale of such equity shares to the proposed investors as detailed in note 45(xvii) to the accompanying consolidated Ind AS financial statements. The transaction towards sale of such equity shares is subject to regulatory, other approvals and lenders consent and such approvals are pending as at March 31, 2019. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management not accounted for the aforesaid proposed sale transaction other equity would have been lower by ₹ 3,560.00 crore and other financial assets would have been lower by ₹ 3,560.00 crore with a consequential impact on segment assets of Airport sector as at March 31, 2019.

4. As detailed in note 36(a) to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019, the tax authorities of Maldives have disputed certain transactions not considered by GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company, in the computation of business profit taxes and withholding tax and have issued notice of tax assessments together with the applicable fines and penalties. In the

absence of comprehensive analysis on the above tax exposures, we are unable to determine whether any adjustments to provision for tax with consequential impact on reserves and surplus may be necessary to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 Ind AS financial statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS 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 qualified audit opinion on the consolidated Ind AS financial statements.

Emphasis of Matter

5. We draw attention to the following matters in the notes to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019:

   a) Note 46(i) and 46(ii) with regard to the ongoing arbitration for compensation of losses being incurred by GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') and GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL'), subsidiaries of the Company since the commencement of commercial operations. Pending outcome of the arbitration proceedings and finalisation of the proposed resolution plan with the lenders by GHVEPL and external legal opinion obtained by the management of GACEPL and GHVEPL the management of the Group is of the view that the carrying value of the carriage-ways of ₹ 2,444.34 crore as at March 31, 2019 in GACEPL and GHVEPL is appropriate.

   b) Note 45(iv) regarding the recovery / adjustment of costs incurred towards residential quarters for Central Industrial Security Force ('CISF') by GMR Hyderabad International Airport Limited ('GHIAL') and certain other costs as detailed in the aforesaid note, incurred out of the Passenger Service Fee (Security Component) ['PSF SC'] by GHIAL and Delhi International Airport Limited ('DIAL') pending the final decision from the Hon'ble High Court of respective jurisdictions and consequential instructions from the Ministry of Civil Aviation.

   c) Note 8B(m)(vi) regarding the cessation of construction of the 300 MW hydro based power plant on Alaknanda river, Uttarakhand which was being constructed by GMR Badrinath Hydro Power Generation Private Limited ('GBHPL'), a joint venture of the Group. The Hon'ble Supreme Court of India ('the Supreme Court'), while hearing a civil appeal in the matters of another hydro power company, directed that no further construction work shall be undertaken until further orders. Based on a business plan and valuation assessment by an external expert during the year ended March 31, 2019 the management of the Group is of the view that that the carrying value of the investments in GBHPL as at March 31, 2019 is appropriate.

   d) Note 8B(m)(vii), 8B(m)(viii), 8B(l)(i), and 47(i) in connection with certain claims, receivables and counter claims from customers of GMR Warora Energy Limited ('GWEL') and GMR Kamalanga Energy Limited ('GKEL'), joint ventures of the Group, and GMR Power Corporation Limited ('GPCL'), a subsidiary pending settlement / realisation. Based on its internal assessment, legal expert advice and certain interim favourable regulatory orders no adjustments have been made in the carrying value of claims, receivables and provisions for counter claim to the accompanying consolidated Ind AS financial statements for the year ended March 31, 2019.

   e) Note 8B(m)(v) as regards the process of 'change of control' of GMR Chhattisgarh Energy Limited ('GCEL'), an associate of the Company initiated by Consortium of lenders' of GCEL, who are also the majority shareholders. The Company has accounted for investments in GCEL at fair value and is of the view that no consequential liability would arise pertaining to (a) settlement of dues to the EPC contractor (b) exposure relating to deposits and guarantees given by the Company along with its subsidiaries and (c) surrender of coal mines and transmission lines for reasons as detailed in the aforesaid note.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion', we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Assessment of going concern basis - (as described in note 1.1 of the consolidated Ind AS financial statements)</td></tr>
<tr><td>As at March 31, 2019, the Group has incurred losses with a consequent erosion of its networth, lower credit rating for some of its borrowings and has net current liabilities of Rs. 3,615.21 crore.

As disclosed in the assessment of liquidity risk in note 52 to the consolidated Ind AS financial statements, the Group has financial liabilities of Rs. 11,761.28 crore to be settled within one year from March 31, 2019.

The Group has prepared cash flow forecast for next twelve months which involves judgement and estimation around sources of funds to meet the financial obligations and cash flow requirements over the next twelve months.

Considering the above, we have identified the assessment of going concern assumption as a key audit matter considering that the Group has a net current labilities.</td><td>Our audit procedures included the following:
• We have obtained an understanding of the process of management assessment of going concern and also assessed the same.
• We read the management assessment in Note 1.1 which states:
Management is taking various initiatives including monetisation of assets, sale of stake in certain assets, raising finances from financial institutions and strategic investors, refinancing of existing debt and other strategic initiatives for reduction of debt. Pursuant to such initiatives the Group had successfully divested its stake in certain assets in the highway sector, airport sector and energy sector in last few years. Further, as detailed in note 45(xvii), the management has signed a binding term sheet with certain investors to divest equity stake in GMR Airport Limited (GAL) on a fully diluted basis for a consideration of Rs 8,000 crore. The divestment is subject to obtaining requisite approvals as stated in the aforesaid note and once successfully completed will enable the Group to meet their financial obligations and cash flow requirements.
• We have obtained the future cash flows of the Group, which are largely based on the expected proceeds upon the successful closure of divestment of equity stake in GAL for which a binding term sheet has already been signed. We have considered the same for our assessment of the Group's capability to meet its financial obligation falling due within next twelve months.
• We have reviewed the binding term sheet to divest the stake in GAL as detailed in note 45(xvii) to the financial statement to meet the cash flow requirement of the Group.
• We have assessed the disclosures made by the Group in relation to this matter.</td></tr>
<tr><td colspan="2">Impairment testing carried out for carrying value of investments in joint venture and associates, investment property under construction and carriage-ways grouped under other intangible assets of the group (as described in note 38 of the consolidated Ind AS financial statements other than those referred in basis of qualified opinion paragraph)</td></tr>
<tr><td>The Group has total investment in joint venture and associates amounting to ₹ 7,659.94 crore, investment property under construction amounting to ₹ 3,139.79 crore and carriage-ways grouped under other intangible assets amounting to ₹ 2,447.33 crore.

The determination of recoverable amounts of the carrying value of investments in joint venture and associates, investment property under construction and carriage-ways grouped under other intangible assets of the group relies on management's estimates of future cash flows and their judgment with respect 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 investments in entities in the energy business, estimation of passenger and vehicle traffic and rates and favourable outcomes of litigations etc. in the airport and expressway business. Significant judgements are required to determine the key assumptions used in the discounted cash flow models. Due to the uncertainty of forecasting and discounting future cash flows, being inherently subjective, the level of management's judgement involved and the significance of the carrying value of investments in joint venture and associates, investment property under construction and carriage-ways grouped under other intangible assets of the group as at March 31, 2019, we have considered this as a key audit matter.</td><td>Our audit procedures to assess the impairment included the following:
• We have carried out assessment of forecasts of future cash flows prepared by the management, evaluating the assumptions and comparing the estimates to externally available industry, economic and financial data;
• We have evaluated the Group's valuation methodology in determining the impact of impairment testing. In making this assessment, we also assessed the professional competence, objectivity and capabilities of the valuation specialist engaged by the management;
• We also assessed the key assumptions adopted in the cash flow forecasts with the support of our in-house valuation experts and performed sensitivity analysis on aforesaid key assumptions;
• We have carried out discussions with management on the performance of the these assets as compared to previous year in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.
• Evaluating the legal opinion obtained by management with regards to litigations going on in these projects.
• We tested the arithmetical accuracy of the models.
• We have reviewed the related disclosures in the consolidated Ind AS financial statements as required by the relevant accounting standards.</td></tr>
</table>

Key audit matters	How our audit addressed the key audit matter
Utilisation of Minimum Alternate Tax ('MAT') Credit (as described in note 37 of the consolidated Ind AS financial statements)	
The Group has accumulated MAT credit entitlement of ₹ 514.37 crore as at March 31, 2019, accounted primarily in GHIAL ₹ 405.41 crore and GIL ₹ 97.23 crore. GHIAL is under tax holiday period upto financial year 2021-22 and the utilization of MAT credit depends on the ability of the respective entities to earn adequate profits. In order to assess the utilization of MAT credit, the respective entites has prepared revenue and profit projections which involves judgements and estimations. The projections are based on management's input of key variables and market conditions including the tariff as per the consultation paper issued by AERA for the second control period in case of GHIAL. The forecasted profit has been determined using estimations of projected income and expenses of the respective businesses. We have identified this as a key audit matter, due to the judgement and estimation involved in the preparation of the forecasted profits for the utilization of MAT credit.	In respect of the key audit matter reported to us by the joint auditors of GHIAL, we have performed inquiry of the audit procedure performed by them to address the key audit matter. We have also performed our audit procedures in regard to GIL and also, as reported to us by the subsidiary joint auditors, the following procedure have been performed by them: • assessed the eligibility of MAT credit recognized and the judgements applied to determine the forecasted taxable income to support the recognition of MAT credit entitlement; • tested the inputs and assumptions used in the preparation of forecasted taxable income against historical levels of taxable profits. • performed sensitivity analysis of the assumptions and judgements made by the management in those forecasts; • We have assessed the related disclosures in note 37 to the consolidated Ind AS financial statements.
Valuation of Derivative Financial Instruments in relation to DIAL/GHIAL (as described in note 38(a)(ii) of the consolidated Ind AS financial statements)	
The Group has purchased derivative financial instruments, to hedge its foreign currency risks relating to the long-term debt in DIAL/GHIAL issued in foreign currency. Management has designated these derivative financial instruments and the aforesaid debt at initial recognition as cash flow hedge relationship as per Ind AS 109. The valuation of hedging instrument is complex, and necessitates a sophisticated system to record and track each contract and calculate the related valuations at each financial reporting date. Since valuation of hedging instruments and consideration of hedge effectiveness involves both 'significant assumptions and judgements' and involvement of management's expert, and therefore, is subject to an inherent risk of error. We have identified valuation of hedging instruments as a key audit matter in view of the significant judgements, estimates and complexity involved.	Our audit procedures included the following: • In respect of the key audit matter reported to us by the joint auditors of DIAL and GHIAL, we have performed inquiry of the audit procedure performed by them to address the key audit matter. As reported to us by the subsidiary joint auditors, the following procedure have been performed by them: • assessed the design, implementation and operating effectiveness of management' s key internal controls over derivative financial instruments and the related hedge accounting; • assessed the documentation for the designated hedge instrument which defines the nature of hedge relationship; • considered the consistent application of the accounting policies and assessing the hedge accounting methodologies applied and comparing these to the requirements of the relevant accounting standards; • assessed the reasonability of the inputs and assumptions used, while valuing the hedging instruments; • involved a specialist in testing the fair values of derivative financial instruments and compared the results to management's results; • assessed the related disclosures in note 38(a)(ii) and note 51 to the consolidated Ind AS financial statements.
Valuation and disclosure of accrual estimates for legal claims, litigation matters and Contingencies (as described in note 41 of the consolidated Ind AS financial statements)	
The Group has ongoing litigations with various authorities and third parties which could have a significant impact on the consolidated Ind AS financial statements, if the potential exposures were to materialise. 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. Claims against the Group are disclosed in the consolidated Ind AS financial statements by the Group. We have identified the valuation and disclosure for litigations matters and contingencies as a key audit matter, because the outcome of such legal claims and litigation is uncertain and the position taken by management involves significant judgment and estimation to determine the likelihood and/or timing of cash outflows and the interpretation of preliminary and pending court rulings.	Our audit procedures included the following: • We have obtained an understanding of management's process and evaluated design, implementation and operating effectiveness of management's key internal controls over assessment of legal claims, litigations and various other contingencies and completeness of disclosures; • We have obtained and read the summary of litigation matters provided by management, tested the supporting documentation on sample basis and held discussions with the management of the Group; • For claims/matters/disputes settled during the year if any, we have read the related orders/directions issued by the courts/ settlement agreements in order to verify whether the settlements were appropriately accounted for/disclosed;

Key audit matters	How our audit addressed the key audit matter
	• involved direct and indirect tax specialist to to assess relevant historical and recent judgements passed by the appropriate authorities in order to assess the basis used for the accounting treatment and resulting disclosures for entities audited by us; • We have evaluated the legal opinion obtained by management; • We have assessed the financial statements of the components with regards to the disclosures pertaining to the various legal claims, litigation matters and contingencies; • We have assessed the related disclosures in note 41 to the consolidated Ind AS financial statements as required by the relevant accounting standards.
Non consideration of certain incomes/ credits for calculation of Monthly Annual Fees(MAF) / Concession Fee(CF) payable to Airport Authority of India(AAI) / Ministry of Civil Aviation(MoCA) (as described in note 45(xi) of the consolidated Ind AS financial statements)	
As per the Operations, Management and Development Agreement/ Concession Agreement entered with AAI and MoCA, DIAL and GHIAL are required to pay certain percentage of the revenue as MAF/CF. Per the management; certain incomes / credits primarily arising on adoption of Ind AS were not in contemplation of parties when the concession agreements were executed, and they do not represent receipts from business operations or from any external sources, and therefore these incomes / credits should not form part of Revenue for the purpose of calculation of MAF/CF payable to AAI/MoCA. Therefore, the Group, based on legal opinion, has provided MAF/CF to AAI/ MoCA based on Revenue as per Ind AS Financial Statements after adjusting such incomes/credits. The non-consideration of these incomes/credits for calculation of MAF/ CF payable to AAI/MoCA has been considered as a key audit matter by the auditors of respective subsidiaries, because of its significance to the financial statements and it involves significant management judgements.	In respect of the key audit matter reported to us by the joint auditors of DIAL and GHIAL, we have performed inquiry of the audit procedure performed by them to address the key audit matter. As reported to us by the subsidiaries joint auditors, the following procedure have been performed by them : • assessed the design, implementation and operating effectiveness of management's key internal controls over MAF/CF payable and related accounting; • evaluated the legal opinion obtained by management; • verified the exclusions made by DIAL/GHIAL on the basis of legal opinion; • verified representations made by the DIAL and GHIAL to AAI/MoCA containing these exclusions; • We have reviewed the related disclosures in note 45(xi) to the consolidated Ind AS financial statements with respect to these significant judgements for calculating MAF/CF.
Revenue recognition and measurement of upfront losses on Long-term construction contracts (as described in note 38(iv) of the consolidated Ind AS financial statements)	
For the year ended March 31, 2019, the Holding Company recognized revenue from Engineering, procurement and construction (EPC) contracts of ₹ 763.04 crore and has made provisions for upfront losses amounting to ₹ 148.06 crore as at March 31, 2019. Revenue from these 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, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Holding Company'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. Accuracy of revenues, onerous obligations and profits/losses may deviate significantly on account of change in judgements and estimates. For this reason, we identified revenue recognition and provision for upfront losses from EPC contracts as a key audit matter.	Our audit procedures included the following: • We evaluated the Holding Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115- Revenue from Contracts with Customers. • We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls. • The measurement of revenue recognition requires management's estimates in respect of revenue, budgeted costs as well as the percentage of completion for construction works. In our testing of the revenue recognition and provision for upfront losses for the reporting period, we selected EPC contracts on a sample basis and; • Discussed with management and the respective project teams about the progress of the projects; • Reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td></td><td>assessed management's estimates of the impact to revenue and budgeted costs arising from scope changes made to the original contracts, claims, disputes and liquidation damages with reference to supporting documents including variation orders and correspondence between the Holding Company and the customers;
tested on a sample basis the actual costs incurred on construction works during the reporting period;
recalculated the revised percentage of completion based on the latest budgeted final costs and the total actual costs incurred;
recalculated the revenue recognised based on the revised percentage of completion;
We have assessed the related disclosures in the consolidated Ind AS financial statements as required by the relevant accounting standards.</td></tr>
<tr><td colspan="2">Revenue from Airport Charges (as described in note 45(i), 45(ii), 45(iv) and 45(v) of the consolidated Ind AS financial statements)</td></tr>
<tr><td>The Aeronautical revenue of DIAL and GHIAL is regulated by Airport Economic Regulatory Authority (“AERA”).

AERA passed Aeronautical tariff orders in respect of respective control period for these entities. As more fully explained in note 45(ii) and 45(v), the Group had filed an appeal, challenging various aspects of the aforesaid order for determination of its tariff which is pending with various judicial forums.

We have identified this as a key audit matter as tariff determination is a matter of litigation involving complex judgements and the regulatory considerations relating to the disallowances made by AERA which may impact the profitability and cash flows of the Group thereby having a consequential impact on the projected revenues and other items in the financial statements.</td><td>In respect of the key audit matter reported to us by the joint auditors of DIAL and GHIAL, we have performed inquiry of the audit procedure performed by them to address the key audit matter. As reported to us by the subsidiaries joint auditors, the following procedure have been performed by them :
read and assessed the Group's revenue recognition accounting policies and its compliance with the tariff order and the policies in terms of Ind AS 115;
read the revenue process and tested the internal controls over the liquidity assessment, and preparation of the cash flow forecast based on reasonable and supportable assumptions and inputs to the model used to estimate the future cash flows based on tariff considered as per the Consultation paper issued by AERA for the second control period and other relevant regulatory correspondences;
tested the inputs and assumptions used in the cash flow forecast against historical performance, economic and industry indicators, publicly available information and GHIAL’s and DIAL’s strategic plans;
We assessed the disclosures in note 45(i), 45(ii), 45(iv) and 45(v) to the financial statements relating to the tariff order.</td></tr>
</table>

Information Other than the Financial Statements and Auditor’s Report thereon

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor’s report thereon. The other information is expected to be made available to us after the date of this auditor’s report.

Our opinion on the consolidated Ind AS 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 Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available to us and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the consolidated Ind AS financial statements

The Holding Company’s Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates, joint ventures and jointly controlled operations in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates, joint ventures and jointly controlled operations are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates, joint ventures and jointly controlled operations 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 the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates, joint ventures and jointly controlled operations are responsible for assessing the ability of the Group and of its associates, joint ventures and jointly controlled operations to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates, joint ventures and jointly controlled operations are also responsible for overseeing the financial reporting process of the Group and of its associates, joint ventures and jointly controlled operations.

Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 system 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates, joint ventures and jointly controlled operations 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 consolidated Ind AS 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, joint ventures and jointly controlled operations to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates, joint ventures and jointly controlled operations of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by 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.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019 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

a) The financial statements and other financial information of 2 subsidiaries, with total assets of Rs. 17,144.92 crore and total revenue (including other income) of Rs. 5,362.70 crore and net cash outflows of Rs 339.23 crore (before adjustments for consolidation) for the year ended March 31, 2019 have been audited by us jointly with other auditors.

b) We did not audit the financial statements and other financial information, in respect of 85 subsidiaries (including 12 subsidiary consolidated for the year ended December 31, 2018, with a quarter lag and 4 subsidiaries consolidated for the period April 1, 2018 to August 31, 2018), and 1 jointly controlled operation consolidated for the year ended December 31, 2018, with a quarter lag, whose Ind AS financial statements include total assets of Rs 34,997.99 crore as at March 31, 2019, and total revenues of Rs 4,534.50 crore and net cash outflows of Rs 367.92 crore (before adjustments for consolidation) for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of total profit of ₹ 132.66 crore for the year ended March 31, 2019, as considered in the consolidated Ind AS financial statements, in respect of 54 joint ventures / associates (including 26 joint ventures / associates consolidated for the year ended December 31, 2018 , and 4 joint ventures consolidated for the period September 01, 2018 to December 31, 2018 with a quarter lag), whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures, jointly controlled operations and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures, jointly controlled operations and associates, is based solely on the report(s) of such other auditors.

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

(c) The accompanying consolidated Ind AS financial statements include unaudited financial statements and other unaudited financial information in respect of 5 subsidiary (including 2 subsidiary consolidated for the year ended December 31, 2018, with a quarter lag), whose financial statements and other financial information reflect total assets of ₹ 404.45 crore as at March 31, 2019, and total revenues (including other income) of ₹ 13.88 crore and net cash outflows of ₹ 0.02 crore (before adjustments for consolidation) for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of total profit of ₹ 0.54 crore for the year ended March 31, 2019 (before adjustments for consolidation), as considered in the consolidated Ind AS financial statements, in respect of 4 joint ventures / associates (including 1 joint venture consolidated for the year ended December 31, 2018, with a quarter lag), whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, joint ventures and jointly controlled operations and associates, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, joint ventures and jointly controlled operations and associates, is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates, joint ventures and jointly controlled operations, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) Except for the matters described in the Basis for Qualified Opinion paragraph, we/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

(b) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books and reports of the other auditors;

(c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) The matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs above, and Qualified Opinion paragraph of "Annexure I" to this report, in our opinion, may have an adverse effect on the functioning of the Group and its associates, joint ventures and jointly controlled operations;

(f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies, joint ventures and jointly controlled operations, none of the directors of the Group's companies, its associates and joint ventures/jointly controlled operations incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;

(h) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiaries, associates and joint ventures and jointly controlled operations incorporated in India, refer to our separate Report in "Annexure 1" to this report;

(i) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associates and joint ventures and jointly controlled operations incorporated in India, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company, its subsidiaries, associates, joint ventures and jointly controlled operations incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(j) 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 as also the other financial information of the subsidiaries, associates, joint ventures and jointly controlled operations, as noted in the 'Other matter' paragraph.

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associates, joint ventures and jointly controlled operations in its consolidated Ind AS financial statements – Refer Note 8A,8B,41,44,45,46,47 and 48 to the consolidated Ind AS financial statements;

ii. The Group, its associates, joint ventures and jointly controlled operations has made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts including derivative contracts during the year ended March 31, 2019;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associates, joint ventures and jointly controlled operations incorporated in India during the year ended March 31, 2019.

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

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

Annexure I to the Independent auditor's report of even date on the Consolidated Ind AS financial statements of GMR Infrastructure Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated Ind AS financial statements of GMR Infrastructure Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of GMR Infrastructure Limited (hereinafter referred to as the 'Holding Company' or 'GIL'), its subsidiaries, joint ventures and associates (together referred to as the 'Covered entities' in this report), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Covered entities, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Holding 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 ("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 its business, including adherence to the respective 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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both 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 over financial reporting with reference to these consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

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 Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the Holding Company's internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated IND AS Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of these consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of these consolidated Ind AS 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 these consolidated Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated Ind AS 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 over financial reporting with reference to these consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on the report issued by other auditors on internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements in case of its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, the following material weakness has been identified in the operating effectiveness of the Holding Company's internal financial control over financial reporting with reference to these consolidated Ind AS financial statements as at March 31, 2019.

The Holding Company's internal financial control with regard to assessment of carrying value of investments in certain associates and joint ventures as more fully explained in note 8B(m)(iv) to these consolidated Ind AS financial statements were not operating effectively and could potentially result in the Group not providing for adjustments that may be required to be made to the carrying value of such investments.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Holding Company's annual consolidated Ind AS financial statements will not be prevented or detected on a timely basis.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on internal financial controls over financial reporting of the subsidiaries, associates and joint ventures, the Covered entities has, in all material respects, maintained adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Covered entities internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements were operating effectively as at March 31, 2019.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements, insofar as it relates to these 72 subsidiaries, 4 associates and 18 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associates and joint ventures incorporated in India and in so far as it relates to 2 subsidiaries, jointly audited by us with other auditors, which are companies incorporated in India, is based on the reports of the joint auditors.

We also have audited, in accordance with the Standards on Auditing issued by the ICAI as specified under section 143(10) of the Act, the consolidated Ind AS financial statements of the Holding Company, which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive income, Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. The material weakness referred to in the Qualified opinion paragraph above, was considered in determining the nature, timing and extent of audit tests applied in our audit of the March 31, 2019 Consolidated Ind AS financial statements of the Company and this report affect our report dated May 29, 2019, which expressed a qualified opinion on those Consolidated Ind AS financial statements.

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

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

Consolidated Balance sheet as at March 31, 2019

	Notes	March 31, 2019 (₹ in crore)	March 31, 2018 (₹ in crore)
Assets			
Non-current assets			
Property, plant and equipment	3	9,614.42	9,422.35
Capital work-in-progress	4	857.03	587.84
Investment property under construction	5	3,139.79	2,804.61
Goodwill on consolidation	6	458.56	458.56
Other intangible assets	7	2,867.05	2,957.95
Intangible assets under development		1.25	1.21
Financial assets			
Investment in joint ventures and associates	8A, 8B	7,659.94	8,736.14
Other Investments	8C	105.13	95.43
Trade receivables	9	109.22	81.63
Loans	10	276.83	145.24
Other financial assets	11	2,038.01	1,720.07
Non-current tax assets (net)		293.99	243.76
Deferred tax assets (net)	37	593.06	388.93
Other non-current assets	12	1,791.31	340.05
		29,805.59	**27,983.77**
Current assets			
Inventories	13	112.57	104.19
Financial assets			
Investments	14	2,350.34	4,039.31
Trade receivables	9	1,447.37	1,769.65
Loans	10	109.78	481.88
Cash and cash equivalents	15	918.66	1,647.16
Bank balances other than cash and cash equivalents	15	710.99	331.91
Other financial assets	11	4,685.27	733.09
Other current assets	12	234.52	253.26
		10,569.50	**9,360.45**
Assets classified as held for disposal	36	28.91	942.77
		10,598.41	**10,303.22**
Total assets		**40,404.00**	**38,286.99**
Equity and liabilities			
Equity			
Equity share capital	16	603.59	603.59
Other equity	17	(1,423.65)	3,214.75
Equity attributable to the equity holders of the parent		(820.06)	3,818.34
Non-controlling interests		2,061.95	1,826.47
Total equity		**1,241.89**	**5,644.81**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	21,663.81	20,552.95
Other financial liabilities	20	722.19	643.56
Provisions	21	123.33	178.12
Deferred tax liabilities (net)	37	328.52	400.06
Other non-current liabilities	22	2,079.46	1,824.39
		24,917.31	**23,599.08**
Current liabilities			
Financial liabilities			
Borrowings	23	2,298.59	542.37
Trade payables	19	1,959.86	1,957.24
Other current financial liabilities	20	7,488.93	3,596.58
Provisions	21	1,059.96	1,061.62
Other current liabilities	22	1,312.57	1,299.17
Liabilities for current tax (net)		64.81	55.32
		14,184.72	**8,512.30**
Liabilities directly associated with assets classified as held for disposal	36	60.08	530.80
		14,244.80	**9,043.10**
Total liabilities		**39,162.11**	**32,642.18**
Total equity and liabilities		**40,404.00**	**38,286.99**
Summary of significant accounting policies	2.4		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Place: New Delhi
Date: May 29, 2019

Consolidated statement of profit and loss for the year ended March 31, 2019

	Notes	March 31, 2019 (₹ in crore)	March 31, 2018 (₹ in crore)
Continuing Operations			
Income			
Revenue from operations	24	7,102.03	8,225.19
Other operating income	25	297.69	331.30
Finance Income	26	165.16	164.72
Other income	27	719.84	553.04
Total income		**8,284.72**	**9,274.25**
Expenses			
Revenue share paid / payable to concessionaire grantors		1,764.75	1,911.50
Cost of material consumed	28	348.16	388.33
Purchase of traded goods	29	606.08	1,530.20
Decrease / (Increase) in stock in trade	30	1.82	(0.07)
Sub-contracting expenses		516.37	528.89
Employee benefit expenses	31	759.88	690.35
Other expenses	32	1,873.19	1,486.11
Depreciation and amortisation expenses	33	983.96	1,028.40
Finance cost	34	2,684.15	2,316.34
Total expenses		**9,538.36**	**9,880.05**
(Loss) / profit before share of (Loss) / profit of associate and joint ventures, exceptional items and tax expenses from continuing operations		**(1,253.64)**	**(605.80)**
Share of (loss) / profit of associates and joint ventures (net)		(87.89)	(431.36)
(Loss) / profit before exceptional items and tax expenses from continuing operations		**(1,341.53)**	**(1,037.16)**
Exceptional items			
Loss on impairment of investments in associates/joint ventures (net)		(2,212.30)	-
(Loss) / profit before tax from continuing operations		**(3,553.83)**	**(1,037.16)**
Tax expenses of continuing operations			
Current tax	37	223.52	195.35
Adjustments of tax relating to earlier periods	37	0.44	(9.15)
Deferred tax			
a) Minimum Alternate tax ('MAT') credit entitlement	37	(132.11)	(110.36)
b) Deferred tax (credit) / expense	37	(179.27)	(30.35)
(Loss) / profit after tax from continuing operations		**(3,466.41)**	**(1,082.65)**
Discontinued operations			
Profit / (loss) from discontinued operations before tax expenses	36	117.84	(31.96)
Tax expense of discontinued operations			
Current tax	36	7.32	-
Adjustments of tax relating to earlier periods	36	0.41	-
Deferred tax (credit) / expense	36	(0.01)	(0.02)
Profit / (loss) after tax from discontinued operations		**110.12**	**(31.94)**
(Loss) / profit for the year (A)		**(3,356.29)**	**(1,114.59)**
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		163.30	(134.68)
Income tax effect		-	-
Total		**163.30**	**(134.68)**

Consolidated statement of profit and loss for the year ended March 31, 2019

	Notes	March 31, 2019 (₹ in crore)	March 31, 2018 (₹ in crore)
Net movement on cash flow hedges		27.41	33.62
Income tax effect		14.73	6.53
Total		**12.68**	**27.09**
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**175.98**	**(107.59)**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gain / (loss) on post employment defined benefit plans		(2.70)	(2.86)
Income tax effect		(0.35)	0.24
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**(2.35)**	**(3.10)**
Other comprehensive income for the year, net of tax (B)		**173.63**	**(110.69)**
(Loss) / profit for the year		**(3,356.29)**	**(1,114.59)**
Attributable to			
a) Equity holders of the parent		(3,580.58)	(1,363.86)
b) Non-controlling interests		224.29	249.27
Other comprehensive income for the year		**173.63**	**(110.69)**
Attributable to			
a) Equity holders of the parent		160.29	(118.37)
b) Non-controlling interests		13.34	7.68
Total comprehensive income for the year (A+B)		**(3,182.66)**	**(1,225.28)**
Attributable to			
a) Equity holders of the parent		(3,420.29)	(1,482.22)
b) Non-controlling interests		237.63	256.95
Earnings per equity share (₹) from continuing operations 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)	35	(6.14)	(2.24)
Earnings per equity share (₹) from discontinued operations 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)	35	0.19	(0.03)
Earnings per equity share (₹) from continuing and discontinued operations Basic and diluted, computed on the basis of profit attributable to equity holders of the parent (per equity share of ₹ 1 each)	35	(5.95)	(2.27)
Summary of significant accounting policies	2.4		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Consolidated statement of changes in Equity for the year ended March 31, 2019

Consolidated statement of changes in Equity for the year ended March 31, 2019

(₹ in crore)

	Attributable to the equity holders																
					Reserves and surplus									Items of OCI			
	Equity share capital (refer note 16)	Equity component of preference shares (refer note 17)	Equity component of Optionally Convertible Debentures ('OCD') (refer note 17)	Treasury shares (refer note 17)	Securities premium (refer note 17)	Debenture redemption reserve (refer note 17)	Capital reserve on consolidation (refer note 17)	Capital reserve on acquisition (refer note 17)	Capital reserve on government grant (refer note 17)	Capital reserve on forfeiture (refer note 17)	Foreign currency monetary translation difference account (refer note 17)	Special Reserve u/s 45-IC of Reserve Bank of India ('RBI') Act (refer note 17)	Retained earnings (refer note 17)	Foreign Currency Translation Reserve (refer note 17)	Cash Flow Hedge Reserve (refer note 17)	Non-controlling interest (refer note 39)	Total equity
For the year ended March 31, 2019																	
As at April 01, 2018	**603.59**	**373.15**	**-**	**(101.54)**	**11,115.80**	**181.32**	**(162.07)**	**3.41**	**67.41**	**141.75**	**40.40**	**70.46**	**(8,450.83)**	**(70.92)**	**6.41**	**1,826.47**	**5,644.81**
Profit/ (loss) for the year	-	-	-	-	-	-	-	-	-	-	-	-	(3,580.58)			224.29	(3,356.29)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	(2.35)	155.16	7.48	13.34	173.63
Total comprehensive income													**(12,033.76)**	**84.24**	**13.89**	**2,064.09**	**2,462.15**
Exchange difference on foreign currency convertible bond ('FCCB') recognised during the year	-	-	-	-	-	-	-	-	-	-	(114.50)	-	-	-	-	-	(114.50)
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	-	-	5.79	-	-	-	-	-	5.79
Purchase of CCPS A of GAL held by non controlling shareholders (refer note 45(xii))	-	(373.15)	-	-	(1,104.82)	-	(0.20)	-	(3.96)	-	-	(3.87)	(2,251.21)	-	3.53	173.69	(3,560.00)
Put option Obligation for purchase of minority shareholding of GAL	-	-	-	-	-	-	-	-	-	-	-	-	(996.20)	-	-	-	(996.20)
Sale of shares shown as receivable under current financial assets (refer note 45(xii))	-	-	-	-	-	-	-	-	-	-	-	-	3,613.08	-	-	-	3,613.08
Acquisition of additional stake in subsidiary company	-	-	-	-	-	-	-	-	-	-	-	-	25.19	-	-	(84.94)	(59.75)
Equity component recognised on OCD's	-	-	45.92	-	-	-	-	-	-	-	-	-	-	-	-	-	45.92
Amount transferred from the surplus balance in the consolidated statement of profit and loss	-	-	-	-	-	38.44	-	-	-	-	-	-	(38.44)	-	-	-	-
Amount transferred to the surplus balance in the consolidated statement of profit and loss	-	-	-	-	-	(32.34)	-	-	-	-	-	-	32.34	-	-	-	-
Adjustment on account of dilution of stake in APFT	-	-	-	-	-	-	-	-	-	-	-	-	(0.83)		-	0.83	-
Adjustment on account of change in useful life of PPE due to AERA order	-	-	-	-	-	-	-	-	-	-	-	-	(27.46)	-	-	(16.77)	(44.23)
Adjustment due to application of Ind AS 115 'Revenue from contracts with customers'	-	-	-	-	-	-	-	-	-	-	-	-	(10.56)	-	-	(2.66)	(13.22)
Preference share dividend declared by a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(59.97)	(59.97)
Dividend distribution tax on dividend declared by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(24.85)	-	-	(12.32)	(37.17)
As at March 31, 2019	**603.59**	**-**	**45.92**	**(101.54)**	**10,010.98**	**187.42**	**(162.27)**	**3.41**	**63.45**	**141.75**	**(68.31)**	**66.59**	**(11,712.70)**	**84.24**	**17.42**	**2,061.94**	**1,241.89**
For the year ended March 31, 2018																	
As at April 01, 2017	**603.59**	**507.09**	**-**	**(101.54)**	**11,115.80**	**181.32**	**(162.07)**	**3.41**	**67.41**	**141.75**	**33.43**	**26.64**	**(7,125.31)**	**61.54**	**(10.78)**	**1,713.55**	**7,055.83**
Profit/ (loss) for the year	-	-	-	-	-	-	-	-	-	-	-	-	(1,363.86)	-	-	249.27	(1,114.59)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	(3.10)	(132.46)	17.19	7.68	(110.69)
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(8,492.27)**	**(70.92)**	**6.41**	**1,970.50**	**5,830.55**
Amount transferred from the surplus balance in the consolidated statement of profit and loss	-	-	-	-	-	-	-	-	-	-	-	43.82	(43.82)	-	-	-	-
Amount transferred to the surplus in the consolidated statement of profit and loss	-	(133.94)	-	-	-	-	-	-	-	-	-	-	133.94	-	-	-	-
Exchange difference on foreign currency convertible bond ('FCCB') recognised during the year	-	-	-	-	-	-	-	-	-	-	7.80	-	-	-	-	-	7.80
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	-	-	(0.83)	-	-	-	-	-	(0.83)
Preference share dividend declared by a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(3.77)	-	-	-	(3.77)
Dividend distribution tax on preference share dividend declared by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(0.77)	-	-	-	(0.77)
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(119.05)	(119.05)
Dividend distribution tax on dividend declared by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(44.14)	-	-	(24.98)	(69.12)
As at March 31, 2018	**603.59**	**373.15**	**-**	**(101.54)**	**11,115.80**	**181.32**	**(162.07)**	**3.41**	**67.41**	**141.75**	**40.40**	**70.46**	**(8,450.83)**	**(70.92)**	**6.41**	**1,826.47**	**5,644.81**

Summary of significant accounting policies 2.4

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W / E300004

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Consolidated statement of cash flows for the year ended March 31, 2019

	March 31, 2019 (₹ in crore)	March 31, 2018 (₹ in crore)
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES		
(Loss) / profit before tax from continuing operations	(3,553.83)	(1,037.16)
Profit/ (loss) before tax from discontinued operations	117.84	(31.96)
Profit / (loss) before tax expenses	**(3,435.99)**	**(1,069.12)**
Adjustments to reconcile (loss) / profit before tax to net cash flows		
Depreciation of property, plant and equipment, investment properties and amortization of intangible assets	985.13	1,049.08
Income from Government grant	(5.26)	(4.11)
Adjustments to the carrying amount of investments	4.82	2.42
Provisions no longer required, written back	(68.45)	(4.72)
Profit on sale / dilution of subsidiaries / joint ventures / associates	(124.64)	-
Loss on impairment of assets in subsidiaries / joint venture's and associates (net)	2,212.30	-
Unrealised exchange (gains) / losses	99.54	(71.74)
Fixed assets written off / loss / (profit) on sale of fixed assets (net)	(10.35)	(23.38)
Provision / write off of doubtful advances and trade receivables	184.14	24.26
Net gain on sale or fair valuation of investments	(184.72)	(222.84)
Gain on fair valuation of derivative instruments	(1.78)	(16.81)
Finance cost	2,687.82	2,320.72
Finance income	(536.54)	(338.50)
Share of (loss) / profit of associates and joint ventures	87.89	431.36
Operating profit before working capital changes	**1,893.91**	**2,076.62**
Movements in working capital :		
Increase / (decrease) in trade payables and financial/other liabilities and provisions	404.68	477.29
(Increase) / decrease in non-current/current financial and other assets	22.87	(43.14)
Cash generated from operations	**2,321.46**	**2,510.77**
Direct taxes paid	(269.21)	(163.56)
Net cash flow from operating activities (A)	**2,052.25**	**2,347.21**
CASH FLOW (USED IN) / FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, intangible assets, investment properties and cost incurred towards such assets under construction / development	(2,847.06)	(714.76)
Proceeds from sale of property, plant and equipments and intangible assets	12.58	40.64
Proceeds from sale of stake in a subsidiary	466.91	-
Sale / (purchase) of investments (net)	1,873.76	(845.37)
Loans (given to) / repaid by others	237.93	(25.50)
Purchase consideration paid on acquisition /additional stake in subsidiary companies / joint ventures / associates	(3,637.57)	(108.33)
(Investments) / redemption of bank deposits (net) (having original maturity of more than three months)	(421.49)	74.61
Dividend Received from associates and Joint ventures	218.41	246.48
Finance income received	491.51	318.07
Net cash flow used in investing activities (B)	**(3,605.02)**	**(1,014.16)**
CASH FLOW (USED IN) / FROM FINANCING ACTIVITIES		
Proceeds from borrowings	4,934.10	6,206.34
Repayment of borrowings	(1,594.48)	(4,472.77)
Finance cost paid	(2,426.68)	(2,732.20)
Dividend paid (including dividend distribution taxes)	(97.14)	(192.53)
Net cash flow from / (used in) financing activities (C)	**815.80**	**(1,191.16)**
Net (decrease) / increase in cash and cash equivalents (A + B + C)	(736.96)	141.89
Cash and cash equivalents as at April 1,	1,649.58	1,455.57
Cash and cash equivalents on account of additional stake purchase / (disposal) of entities during the year	(5.43)	59.76
Effect of exchange differences on cash and cash equivalents held in foreign currency	5.82	(7.64)
Cash and cash equivalents as at March 31,	**913.01**	**1,649.58**

Consolidated statement of cash flows for the year ended March 31, 2019

	March 31, 2019 (₹ in crore)	March 31, 2018 (₹ in crore)
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Balances with banks:		
- On current accounts	239.83	709.69
Deposits with original maturity of less than three months	670.28	928.01
Cheques / drafts on hand	1.74	5.66
Cash on hand / credit card collection	6.81	3.80
Cash at bank and short term deposits attributable to entities held for sale	0.59	3.39
Less: Bank overdraft	(6.23)	(0.97)
Total cash and cash equivalents	**913.01**	**1,649.58**

Changes in liabilities arising from financing activities :- **(₹ in crore)**

Particulars	**Liabilities arising from Financing Activities**
	Borrowings
As at April 01, 2018	23,338.78
Cash Flows	
Proceeds from borrowings	4,934.10
Repayment of borrowings	(1,594.48)
Processing Fees paid	(18.13)
Non Cash Changes	
Foreign Exchange Fluctuation	733.25
Reduction in borrowing on account of sale of subsidiary	(227.18)
Optionally convertible debentures issued against payable to capital creditors	402.00
Changes in Fair Values	(5.02)
Others	10.34
As at March 31, 2019	**27,573.66**
As at April 01, 2017	21,778.16
Cash Flows	
Proceeds from borrowings	6,206.34
Repayment of borrowings	(4,472.77)
Processing Fees paid	(178.62)
Non Cash Changes	
Foreign Exchange Fluctuation	(47.17)
Changes in Fair Values	53.31
Others	(0.47)
As at March 31, 2018	**23,338.78**

Summary of significant accounting policies 2.4

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Notes to the consolidated financial statements for the year ended March 31, 2019

1. Corporate information

GMR Infrastructure Limited ('GIL' or 'the 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, Opp.Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

The 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, Nagpur, Bhagapuram (Vizag) and Goa and modernisation, maintenance and operation of international airports at Delhi, Cebu and Crete 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.

The consolidated Ind AS financial statements were approved by the Board of Directors and authorised for issue in accordance with a resolution of the directors on May 29, 2019.

1.1 Going concern

The Group has incurred losses primarily on account of losses in the energy and highway sector as detailed in notes 8B(m), 46(i) and 46(ii), above with a consequent erosion of its networth and lower credit ratings for some of its borrowings. Management is taking various initiatives including monetisation of assets, sale of stake in certain assets, raising finances from financial institutions and strategic investors, refinancing of existing debt and other strategic initiatives for reduction of debt. Pursuant to such initiatives the Group had successfully divested its stake in certain assets in the highway sector, airport sector and energy sector in last few years. Further as detailed in note 45 (xvii), the management has signed a definitive agreement with certain investors to divest equity stake in GAL on a fully diluted basis for a consideration of Rs 8,000 crore. The divestment is subject to obtaining requisite approvals as stated in the aforesaid note and once successfully completed will enable the Group to meet its financial obligations and its cash flow requirements. Accordingly, the financial results continue to be prepared on a going concern basis which contemplates realisation of current assets and settlement of current liabilities in an orderly manner.

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, 2019

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 ('Rs') which is the currency of the primary economic environment in which the Group operates.

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2019. 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 the parent 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 occur between the date of those financial statements and 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 fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements.

Notes to the consolidated financial statements for the year ended March 31, 2019

(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 Parent 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. Changes in accounting policies and disclosures

New and amended standards and interpretations

The Group applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in March 2019, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards or amendments that have been issued but are not yet effective.

a. Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 was notified by the Ministry of Corporate Affairs on March 28, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 is effective from reporting periods beginning on or after April 01, 2018.

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. It also requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The standard permits two possible methods of transition:

- Retrospective approach – Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach). The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 01, 2018.

The Group adopted Ind AS 115 using the modified retrospective method of adoption with the date of initial application of 01 April 2018. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group elected to apply the standard to all contracts as at 01 April 2018.

The cumulative effect of initially applying Ind AS 115 is recognised at the date of initial application as an adjustment to the opening balance of retained earnings. Therefore, the comparative information was not restated and continues to be reported under Ind AS 11 and Ind AS 18.

The Group has applied the modified retrospective approach and debited the retained earnings at April 01, 2018 by ₹ 13.22 crores, net of tax effect. Due to the application of Ind AS 115, revenue for the period is lower by ₹ 1,210.55 crore, other expenses are lower by ₹ 1,210.59 crore, tax expense is lower by ₹ 0.81 crore and loss after tax is lower by ₹ 0.77 crore, vis-à-vis the amounts if replaced standards were applicable. The application of Ind AS 115 did not have any significant impact on the basic and diluted EPS for the period.

b. Amendment to Ind AS 20 Government grant related to non-monetary asset

The amendment clarifies that where the government grant related to asset, including non-monetary grant at fair value, shall be presented in balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset. Prior to the amendment, Ind AS 20 did not allow the option to present asset related grant by deducting the grant from the carrying amount of the asset. These amendments do not have any impact on the consolidated financial statements as the Group continues to present grant relating to asset by setting up the grant as deferred income.

c. Amendment to Ind AS 38 Intangible asset acquired free of charge

The amendment clarifies that in some cases, an intangible asset may be acquired free of charge, or for nominal consideration, by way of a government grant. In accordance with Ind AS 20 Accounting for Government Grants and Disclosure of Government Assistance, an entity may choose to recognise both the intangible asset and the grant initially at fair value. If an entity chooses not to recognise the asset initially at fair value, the entity recognises the asset initially at a nominal amount plus any expenditure that is directly attributable to preparing the asset for its intended use. The amendment also clarifies that revaluation model can be applied for asset which is received as government grant and measured at nominal value. These amendments do not have any impact on the Group's consolidated financial statements.

d. Appendix B to Ind AS 21 Foreign Currency Transactions and Advance Considerations

The appendix clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine the date of the transactions for each payment or receipt of advance consideration. This Interpretation does not have any impact on the Group's consolidated financial statements.

e. Amendments to Ind AS 40 Transfers of Investment Property

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. These amendments do not have any impact on the Group's consolidated financial statements.

f. Amendments to Ind AS 28 Investments in Associates and Joint Ventures – Clarification that measuring investees at fair value through profit or loss is an investment-by-investment choice

The amendments clarify that an entity that is a venture capital organisation, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. If an entity that is not itself an investment entity, has an interest in an associate or joint venture that is an investment entity, then it may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which: (a) the investment entity associate or joint venture is initially recognised; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. These amendments do not have any impact on the Group's consolidated financial statements.

g. Amendments to Ind AS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the

Notes to the consolidated financial statements for the year ended March 31, 2019

opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact.

These amendments do not have any impact on the Group as the Group has no deductible temporary differences or assets that are in the scope of the amendments.

2.3. Changes in estimates

Depreciation on Property, plant and equipment with respect to Airport sector

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 (except in case of airport assets which are prescribed by AERA as mentioned below), which coincides with the lives prescribed under Schedule II of the Companies Act, 2013. 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.

On June 12, 2014, the Airport Economic Regulatory Authority ("the Authority") 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, for such asset 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 the provisions of Part B of Schedule II of the Companies Act, 2013, the Authority has issued Order no. 35/2017-18 on January 12, 2018 which is further amended on April 09, 2018, in the matter of Determination of Useful life of Airport Assets, which is effective from April 01, 2018 ("AERA Order").

Accordingly, the management has adopted useful life in respect of airport assets as prescribed in the aforesaid order with effect from April 01, 2018.

In order to align the useful life of Furniture and Fixtures, Trolleys, boundary wall and cost of resurfacing the Runway to the useful life specified in the AERA Order, the Group has revised the useful life and charged the depreciation of ₹ 44.23 crore related to the assets whose life were expired on March 31, 2018 to opening equity as at April 01, 2018 as per the AERA Order.

2.4. 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 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.

Notes to the consolidated financial statements for the year ended March 31, 2019

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.

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 profit or 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 Parent Company and its subsidiaries are combined for consolidation. Interests in joint operations are included in the segments to which they relate.

Notes to the consolidated financial statements for the year ended March 31, 2019

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 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.

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.

e. 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.

Fair value measurement of financial instruments

The Group 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 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.

Notes to the consolidated financial statements for the year ended March 31, 2019

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 is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. 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.

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

A 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')

Notes to the consolidated financial statements for the year ended March 31, 2019

(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.

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 & 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 hotel operations 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 statement of profit and loss.

For Construction business entities

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 profit or loss to the extent the carrying amount of the contract asset exceeds the remaining amount of consideration that the Group expects to receive towards remaining performance obligations (after deducting the costs that relate directly to fulfill such remaining performance obligations). In addition, the Group 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.

   Revenue for the periods upto June 30, 2017 includes excise duty collected from customers. Revenue from July 1, 2017 onwards is exclusive of goods and service tax (GST) which subsumed excise duty. Revenue also 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.

   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.

Interest income

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 statement of profit and

Notes to the consolidated financial statements for the year ended March 31, 2019

loss depending upon the nature of operations of the entity in which such revenue is recognised.

Dividends

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

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 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 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 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 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

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 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.

Notes to the consolidated financial statements for the year ended March 31, 2019

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 as a single amount as profit or loss after tax from discontinued operations 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 or 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 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.

l. 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 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.

Notes to the consolidated financial statements for the year ended March 31, 2019

Airport sector

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 (except in case of airport assets which are prescribed by AERA as mentioned below), which coincides with the lives prescribed under Schedule II of the Companies Act, 2013. 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.

On June 12, 2014, the Airport Economic Regulatory Authority (”the Authority”) 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, for such asset 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 the provisions of Part B of Schedule II of the Companies Act, 2013, the Authority has issued Order no. 35/2017-18 on January 12, 2018 which is further amended on April 09, 2018, in the matter of Determination of Useful life of Airport Assets, which is effective from April 01, 2018 (“AERA Order”).

Accordingly, the management has adopted useful. life in respect of airport assets as prescribed in the aforesaid order with effect from April 01, 2018.

In order to align the useful life of Furniture and Fixtures, Trolleys, boundary wall and cost of resurfacing the Runway to the useful life specified in the AERA Order.

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 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.

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

Notes to the consolidated financial statements for the year ended March 31, 2019

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 of 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.

n. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of 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 intangible assets

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 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.

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.

Intangible assets representing power plant concessionaire rights, carriageways and airport concessionaire rights are amortized over the

Notes to the consolidated financial statements for the year ended March 31, 2019

concession period, ranging from 23 to 40 years, 17.5 to 25 years and 25 to 30 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 statement of profit and loss when the asset is derecognised.

p. Exploration and evaluation expenditure / mining properties under construction and production

Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred for potential mineral reserves and related to the project are recognised and classified as part of 'intangible assets under development' when one of the below conditions are met:

i. Such costs are expected to be either recouped in full through successful exploration and development of the area of interest or alternatively by its sale, or

ii. When exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically available reserves and active and significant operations in relation to the area are continuing or are planned for future.

These expenditure include materials and fuel used, surveying costs, drilling, general investigation, administration and license, geology and geophysics expenditure, stripping costs and payments made to contractors before the commencement of production stage.

Ultimate recoupment of the exploration expenditure carried forward is dependent upon a successful development and commercial exploitation, or alternatively, sale of the respective area. Deferred exploration costs shall be assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

Exploration and evaluation assets are transferred to 'Mines under construction' in the 'Mines properties' account after the mines are determined to be economically viable to be developed.

Expenditure on mines under construction

Expenditure for mines under construction and costs incurred in developing an area of interest subsequent to the transfer from exploration and evaluation assets but prior to the commencement of production stage in the respective area, are capitalised to 'Mines under construction' as long as they meet the capitalization criteria.

Producing mines

The Group assesses the stage of each mine under construction to determine when a mine reaches the production phase. This occurs when the mine is substantially complete and ready for its intended use. Upon completion of mine construction and commencement of production stage, the 'Mines under construction' are transferred to 'Mining properties', which are stated at cost, less accumulated amortization and accumulated impairment losses.

Intangible assets under development include expenditure incurred on exploration and evaluation of assets, expenditure incurred on mines under construction.

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

Notes to the consolidated financial statements for the year ended March 31, 2019

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

A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased asset or, at the present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the consolidated statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs.

Operating lease payments are recognised as an expense in the consolidated statement of profit and loss on a straight-line basis over the lease term unless either:

a. another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis; or

b. the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

Group as a lessor:

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

Notes to the consolidated financial statements for the year ended March 31, 2019

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 PPE, investment properties, intangible assets and 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 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.

Notes to the consolidated financial statements for the year ended March 31, 2019

Decommissioning liability:

Decommissioning costs are provided at the present value 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

Notes to the consolidated financial statements for the year ended March 31, 2019

the consolidated statement of profit and loss. In case of 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 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 consolidated statement of profit or 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

Notes to the consolidated financial statements for the year ended March 31, 2019

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.

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

Notes to the consolidated financial statements for the year ended March 31, 2019

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 deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to the consolidated financial statements for the year ended March 31, 2019

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 Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the 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 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 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. Treasury shares

The Company has created a Staff welfare Trust ('SWT') for providing staff welfare to its employees. The Company treats SWT as its extension and shares held by SWT are treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve.

ee. 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, 2019

2.5. 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, 2019	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		Net Assets, i.e, total assets minus total liabilities*				Share in total comprehensive income*			
								March 31, 2019		March 31, 2018		March 31, 2019		March 31, 2018	
				March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	As % of consolidated net assets	₹ in crore	As % of consolidated net assets	₹ in crore	As % of total comprehensive income	₹ in crore	As % of total comprehensive income	₹ in crore
Parent															
1	GMR Infrastructure Limited (GIL)	India	Holding Company					35.28%	11,701.15	40.95%	17,113.85	48.77%	(5,349.90)	37.09%	(3,165.07)
Subsidiaries															
Indian															
2	GMR Energy Trading Limited (GETL)	India	Subsidiary	81.00%	81.00%	81.00%	81.00%	0.18%	59.64	0.16%	65.51	0.05%	(5.87)	-0.03%	2.48
3	GMR Power Corporation Limited (GPCL)	India	Subsidiary	51.00%	51.00%	51.00%	51.00%	0.82%	273.09	0.65%	272.17	-0.01%	0.92	-0.32%	27.54
4	GMR Coastal Energy Private Limited (GCEPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(0.17)	0.00%	(0.14)	0.00%	(0.03)	0.00%	(0.02)
5	GMR Londa Hydropower Private Limited (GLHPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.22%	(73.64)	-0.03%	(10.73)	0.57%	(62.91)	0.07%	(5.73)
6	GMR Kakinada Energy Private Limited (GKEPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(0.12)	0.00%	(0.09)	0.00%	(0.03)	0.00%	(0.02)
7	SJK Powergen Limited (SJK)	India	Subsidiary	70.00%	70.00%	70.00%	70.00%	-0.97%	(322.91)	-0.49%	(206.27)	1.06%	(116.64)	0.05%	(4.56)
8	GMR Genco Assets Limited (GGEAL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(0.75)	-0.01%	(5.51)	0.00%	(0.31)	0.01%	(0.83)
9	GMR Generation Assets Limited (GGAL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.48%	160.53	2.40%	1,004.56	7.69%	(844.03)	61.40%	(5,239.50)
10	GMR Power Infra Limited (GPIL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.01%	(4.87)	-0.01%	(3.52)	0.01%	(1.35)	0.02%	(1.29)
11	GMR Highways Limited (GMRHL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	3.30%	1,092.96	2.69%	1,123.58	0.28%	(30.62)	0.80%	(68.04)
12	GMR Tambaram Tindivanam Expressways Limited (GTTEL)	India	Subsidiary	86.77%	86.77%	100.00%	100.00%	0.71%	233.87	0.52%	217.47	-0.15%	16.40	-0.18%	15.39
13	GMR Tuni Anakapalli Expressways Limited (GTAEL)	India	Subsidiary	86.77%	86.77%	100.00%	100.00%	0.38%	126.22	0.27%	113.56	-0.12%	12.66	-0.15%	13.13
14	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.46%	(151.85)	-0.21%	(87.33)	0.49%	(53.63)	0.60%	(50.82)
15	GMR Pochanpalli Expressways Limited (GPEL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.66%	218.44	0.52%	218.23	-0.05%	5.76	-0.13%	11.05
16	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	India	Subsidiary	90.00%	90.00%	90.00%	90.00%	-1.36%	(452.33)	-0.81%	(339.53)	1.03%	(112.80)	2.29%	(194.99)
17	GMR Chennai Outer Ring Road Private Limited (GCORRPL)	India	Subsidiary	90.00%	90.00%	90.00%	90.00%	0.20%	66.93	0.17%	72.92	0.05%	(5.32)	0.00%	(0.13)
18	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.42%	140.74	0.31%	131.24	-0.16%	17.38	0.00%	(0.12)
19	GMR Hyderabad International Airport Limited (GHIAL)	India	Subsidiary[2]	59.31%	63.00%	63.00%	63.00%	5.02%	1,665.81	2.69%	1,122.42	-6.83%	749.05	-7.24%	617.62
20	Gateways for India Airports Private Limited (GFIAL)	India	Subsidiary	86.49%	86.49%	86.49%	86.49%	0.01%	2.52	0.01%	2.43	0.00%	0.09	0.00%	0.09
21	GMR Hyderabad Air Cargo and Logistics Private Limited (formerly known as Hyderabad Menzies Air Cargo Private Limited) (GHACLPL)	India	Subsidiary[2,3]	59.31%	32.13%	100.00%	51.00%	0.32%	105.53	0.24%	99.62	-0.08%	8.58	-0.30%	25.45
22	Hyderabad Airport Security Services Limited (HASSL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	0.04%	13.22	0.03%	13.22	0.00%	-	0.00%	0.01
23	Asia Pacific Flight Training Academy Limited (APFT)	India	NA[4,7]	-	63.00%	-	100.00%	-	NA	-0.01%	(4.79)	-0.02%	2.12	0.01%	(0.76)
24	GMR Aerostructure Services Limited (GASL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.23%	(76.72)	-0.06%	(23.40)	0.49%	(53.32)	0.27%	(23.38)
25	GMR Logistics Park Private Limited (GLPPL)	India	Subsidiary[5]	59.31%	NA	100.00%	NA	0.00%	(0.05)	NA	NA	0.00%	(0.06)	NA	NA
26	GMR Hyderabad Aerotropolis Limited (HAPL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	0.14%	46.94	0.12%	50.83	0.04%	(3.89)	0.04%	(3.04)
27	GMR Hyderabad Aviation SEZ Limited (GHASL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	0.16%	51.70	0.13%	55.44	0.03%	(3.74)	0.05%	(4.08)
28	GMR Aerospace Engineering Limited (GAEL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	1.01%	334.41	0.76%	316.42	0.00%	(0.50)	0.07%	(6.00)

Notes to the consolidated financial statements for the year ended March 31, 2019

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2019	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		Net Assets, i.e, total assets minus total liabilities*				Share in total comprehensive income*			
								March 31, 2019		March 31, 2018		March 31, 2019		March 31, 2018	
				March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	As % of consolidated net assets	₹ in crore	As % of consolidated net assets	₹ in crore	As % of total comprehensive income	₹ in crore	As % of total comprehensive income	₹ in crore
29	GMR Aero Technic Limited (GATL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	-0.74%	(245.57)	-0.62%	(258.65)	0.05%	(5.44)	0.68%	(57.79)
30	GMR Airport Developers Limited (GADL)	India	Subsidiary[2]	94.14%	100.00%	100.00%	100.00%	0.15%	50.01	0.13%	52.29	-0.04%	3.87	-0.10%	8.59
31	GMR Hospitality and Retail Limited (GHRL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	0.06%	21.10	-0.03%	(12.04)	-0.04%	3.96	-0.06%	4.84
32	GMR Hyderabad Airport Power Distribution Limited (GHAPDL)	India	Subsidiary[2]	59.31%	63.00%	100.00%	100.00%	0.00%	0.03	0.00%	0.03	0.00%	-	0.00%	-
33	Delhi International Airport Limited (DIAL)	India	Subsidiary[2]	60.25%	64.00%	64.00%	64.00%	8.20%	2,718.04	6.86%	2,868.12	1.11%	(121.89)	-0.60%	51.10
34	Delhi Aerotropolis Private Limited (DAPL)	India	Subsidiary[2]	60.25%	64.00%	100.00%	100.00%	0.00%	(0.06)	0.00%	(0.06)	0.00%	-	0.00%	-
35	Delhi Airport Parking Services Private Limited (DAPSL)	India	Subsidiary[2]	67.81%	72.04%	90.00%	90.00%	0.28%	91.32	0.23%	97.70	-0.19%	20.62	-0.35%	29.76
36	GMR Airports Limited (GAL)	India	Subsidiary[2]	94.14%	100.00%	94.14%	100.00%	6.72%	2,230.15	5.52%	2,305.35	0.69%	(75.20)	-2.53%	215.50
37	GMR Aviation Private Limited (GAPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.40%	134.29	0.33%	138.01	0.03%	(3.72)	0.07%	(6.08)
38	GMR Krishnagiri SIR Limited (GKSIR)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.35%	115.03	0.28%	118.37	0.02%	(2.71)	0.02%	(1.94)
39	Advika Properties Private Limited (APPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.73	0.02%	7.19	0.00%	(0.14)	0.00%	(0.06)
40	Aklima Properties Private Limited (AKPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.81	0.01%	4.25	0.00%	(0.08)	0.00%	(0.04)
41	Amartya Properties Private Limited (AMPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.82	0.02%	7.86	0.00%	(0.06)	0.00%	(0.21)
42	Baruni Properties Private Limited (BPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.90	0.01%	6.21	0.00%	0.03	0.00%	(0.05)
43	Bougainvillea Properties Private Limited (BOPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.01%	1.69	0.01%	5.72	0.00%	(0.02)	0.00%	(0.04)
44	Camelia Properties Private Limited (CPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.40	0.01%	5.83	0.00%	(0.01)	0.00%	(0.05)
45	Deepesh Properties Private Limited (DPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.01%	2.52	0.03%	12.63	0.00%	(0.11)	0.00%	(0.11)
46	Eila Properties Private Limited (EPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.78	0.02%	8.54	0.00%	(0.01)	0.00%	(0.14)
47	Gerbera Properties Private Limited (GPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.56	0.02%	6.70	0.00%	(0.02)	0.00%	(0.05)
48	Lakshmi Priya Properties Private Limited (LPPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.85	0.02%	7.16	0.00%	(0.02)	0.00%	(0.06)
49	Honeysuckle Properties Private Limited (HPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	1.12	0.02%	9.68	0.00%	(0.06)	0.00%	(0.07)
50	Idika Properties Private Limited (IPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.79	0.02%	6.48	0.00%	(0.03)	0.00%	(0.11)
51	Krishnapriya Properties Private Limited (KPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.80	0.02%	6.55	0.00%	(0.01)	0.00%	(0.06)
52	Larkspur Properties Private Limited (LAPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	1.47	0.02%	6.43	0.00%	(0.01)	0.00%	(0.04)
53	Nadira Properties Private Limited (NPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	1.03	0.01%	5.05	0.00%	(0.03)	0.00%	(0.10)
54	Padmapriya Properties Private Limited (PAPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.61	0.00%	0.45	0.00%	0.16	0.00%	(0.03)
55	Prakalpa Properties Private Limited (PPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.78	0.02%	6.56	0.00%	(0.01)	0.00%	(0.02)
56	Purnachandra Properties Private Limited (PUPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.73	0.02%	7.53	0.00%	(0.02)	0.00%	(0.07)
57	Shreyadita Properties Private Limited (SPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.66	0.02%	7.88	0.00%	(0.11)	0.00%	(0.12)
58	Pranesh Properties Private Limited (PRPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.84	0.02%	7.35	0.00%	(0.01)	0.00%	(0.05)
59	Sreepa Properties Private Limited (SRPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.84	0.02%	6.36	0.00%	(0.08)	0.00%	(0.07)
60	Radhapriya Properties Private Limited (RPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.76	0.04%	16.93	0.00%	(0.02)	0.00%	(0.14)
61	Asteria Real Estates Private Limited (AREPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(0.18)	0.01%	5.09	0.00%	(0.07)	0.00%	(0.08)
62	Lantana Properies Private Limited (Lantana)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(0.69)	0.02%	9.58	0.00%	(0.07)	0.00%	(0.17)

Notes to the consolidated financial statements for the year ended March 31, 2019

Sl. No.	Name of the entity	Country of incorpo-ration	Relationship as at March 31, 2019	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		Net Assets, i.e, total assets minus total liabilities*				Share in total comprehensive income*			
								March 31, 2019		March 31, 2018		March 31, 2019		March 31, 2018	
				March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	As % of conso-lidated net assets	₹ in crore	As % of conso-lidated net assets	₹ in crore	As % of total compre-hensive income	₹ in crore	As % of total compre-hensive income	₹ in crore
63	Namitha Real Estates Private Limited (NREPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(1.59)	0.00%	(1.36)	0.00%	(0.23)	0.00%	(0.12)
64	Honey Flower Estates Private Limited (HFEPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.11%	37.90	0.09%	37.14	-0.01%	0.76	-0.03%	2.86
65	GMR SEZ & Port Holdings Limited (GSPHL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.59%	195.39	0.55%	228.05	0.30%	(32.66)	0.24%	(20.82)
66	East Godavari Power Distribution Company Private Limited (EGPDCPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	-	0.00%	-	0.00%	(0.01)	0.00%	-
67	Suzone Properties Private Limited (SUPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.01%	(2.43)	0.01%	4.59	0.00%	(0.47)	0.01%	(0.79)
68	GMR Utilities Private Limited (GUPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	-	0.00%	-	0.00%	-	0.00%	-
69	Lilliam Properties Private Limited (LPPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.01%	(1.80)	0.01%	2.53	0.00%	(0.29)	0.01%	(0.51)
70	GMR Corporate Affairs Private Limited (GCAPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.04%	(13.62)	-0.02%	(6.39)	0.07%	(7.23)	0.08%	(6.47)
71	Dhruvi Securities Private Limited (DSPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	1.01%	334.47	0.81%	338.40	0.03%	(3.38)	0.05%	(4.61)
72	Kakinada SEZ Limited (KSL)	India	Subsidiary	51.00%	51.00%	51.00%	51.00%	0.25%	81.57	0.19%	79.74	-0.02%	1.83	0.05%	(4.46)
73	GMR Business Process and Services Private Limited (GBPSPL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.04%	(11.92)	-0.02%	(8.98)	0.03%	(2.94)	0.02%	(2.04)
74	Raxa Security Services Limited (RSSL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.17%	56.33	0.12%	50.43	-0.05%	5.90	-0.01%	0.49
75	GMR Infra Services Limited (GISL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	5.69%	1,888.33	0.00%	0.04	1.57%	(171.71)	0.00%	-
76	Kakinada Gateway Port Limted (KGPL)	India	Subsidiary	51.00%	51.00%	100.00%	100.00%	0.46%	154.01	0.00%	0.01	0.00%	-	0.00%	-
77	GMR Goa International Airport Limited (GIAL)	India	Subsidiary[2]	94.13%	99.99%	99.99%	99.99%	0.35%	116.50	0.26%	108.71	0.02%	(2.21)	0.05%	(4.02)
78	GMR Infra Developers Limited (GIDL)	India	Subsidiary	100.00%	100.00%	100.00%	100.00%	6.21%	2,060.03	0.00%	0.05	0.00%	(0.02)	0.00%	-
	Foreign														
79	GMR Energy (Cyprus) Limited (GECL)	Cyprus	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.40%	(131.92)	-0.17%	(71.59)	0.59%	(64.98)	0.87%	(74.12)
80	GMR Energy (Netherlands) B.V. (GENBV)	Netherlands	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.73%	243.46	0.63%	262.41	0.39%	(43.05)	0.05%	(4.06)
81	PT Dwikarya Sejati Utma (PTDSU)	Indonesia	NA[6,7]	NA	100.00%	NA	100.00%	0.00%	NA	0.03%	10.83	0.06%	(6.25)	0.02%	(1.43)
82	PT Duta Sarana Internusa (PTDSI)	Indonesia	NA[6,7]	NA	100.00%	NA	100.00%	0.00%	NA	0.00%	-	0.00%	NA	0.00%	-
83	PT Barasentosa Lestari (PTBSL)	Indonesia	NA[6,7]	NA	100.00%	NA	100.00%	0.00%	NA	0.00%	-	0.00%	NA	0.00%	-
84	PT Unsoco (PT)	Indonesia	NA[6,7]	NA	100.00%	NA	100.00%	0.00%	NA	0.00%	0.58	0.00%	-	0.00%	-
85	GMR Energy Projects (Mauritius) Limited (GEPML)	Mauritius	Subsidiary	100.00%	100.00%	100.00%	100.00%	-4.86%	(1,611.34)	-2.69%	(1,125.44)	4.43%	(486.19)	2.33%	(198.77)
86	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Singapore	Subsidiary	100.00%	100.00%	100.00%	100.00%	4.52%	1,498.05	2.23%	933.26	-8.06%	884.47	0.07%	(6.17)
87	GMR Coal Resources Pte Limited (GCRPL)	Singapore	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.58%	(193.58)	-0.29%	(120.64)	1.07%	(117.58)	0.09%	(7.85)
88	GADL International Limited (GADLIL)	Isle of Man	Subsidiary[2]	94.14%	100.00%	100.00%	100.00%	-0.05%	(16.47)	-0.04%	(16.46)	0.00%	(0.01)	-0.10%	8.75
89	GADL (Mauritius) Limited (GADLML)	Mauritius	Subsidiary[2]	94.14%	100.00%	100.00%	100.00%	0.00%	(0.04)	0.00%	0.05	0.00%	(0.16)	0.00%	(0.21)
90	GMR Male International Airport Private Limited (GMIAL)	Maldives	Subsidiary	76.87%	76.87%	76.87%	76.87%	2.02%	668.92	1.52%	633.87	-0.18%	20.09	0.60%	(51.52)
91	GMR Airports International B.V. (GAIBV)	Netherlands	Subsidiary[5]	94.14%	NA	100.00%	NA	-0.07%	(21.61)	0.00%	-	0.26%	(28.57)	0.00%	-
92	GMR Airports (Mauritius) Limited (GAML)	Mauritius	Subsidiary[2]	94.14%	100.00%	100.00%	100.00%	0.01%	3.24	0.01%	3.34	0.00%	(0.17)	0.00%	(0.29)
93	GMR Infrastructure (Mauritius) Limited (GIML)	Mauritius	Subsidiary	100.00%	100.00%	100.00%	100.00%	2.30%	762.59	5.35%	2,236.47	0.63%	(69.63)	-4.08%	348.49
94	GMR Infrastructure (Cyprus) Limited (GICL)	Cyprus	Subsidiary	100.00%	100.00%	100.00%	100.00%	-0.06%	(21.25)	-0.05%	(22.33)	0.51%	(55.71)	-0.05%	4.30
95	GMR Infrastructure Overseas Limited, Malta (GIOL)	Malta	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.13%	41.46	1.75%	732.35	6.30%	(691.14)	-1.22%	103.77

Notes to the consolidated financial statements for the year ended March 31, 2019

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2019	Percentage of effective ownership interest held (directly and indirectly) as at		Percentage of voting rights held as at		Net Assets, i.e, total assets minus total liabilities*				Share in total comprehensive income*			
								March 31, 2019		March 31, 2018		March 31, 2019		March 31, 2018	
				March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	As % of consolidated net assets	₹ in crore	As % of consolidated net assets	₹ in crore	As % of total comprehensive income	₹ in crore	As % of total comprehensive income	₹ in crore
96	GMR Infrastructure (UK) Limited (GIUL)	United Kingdom	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	1.35	0.01%	3.98	-0.02%	2.28	0.04%	(3.38)
97	GMR Infrastructure (Global) Limited (GIGL)	Isle of Man	Subsidiary	100.00%	100.00%	100.00%	100.00%	3.08%	1,020.81	2.29%	955.93	-0.04%	4.15	0.01%	(0.55)
98	GMR Energy (Global) Limited (GEGL)	Isle of Man	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	(0.21)	0.00%	(0.12)	0.59%	(65.03)	0.00%	(0.18)
99	Indo Tausch Trading DMCC (Indo Tausch)	United Arab Emirates	Subsidiary	100.00%	100.00%	100.00%	100.00%	0.00%	0.94	0.00%	1.25	0.00%	(0.31)	0.00%	(0.27)
100	GMR Infrastructure (Overseas) Limited (GI(O)L)	Mauritius	Subsidiary	100.00%	100.00%	100.00%	100.00%	-4.18%	(1,386.49)	4.06%	1,695.73	15.92%	(1,745.80)	0.00%	0.17
Joint ventures (investment as per equity method)															
101	GMR Energy Limited (GEL)	India	Joint Venture[1,9]	69.58%	51.73%	69.58%	51.73%	9.31%	3,087.96	7.53%	3,145.66	11.40%	(1,250.13)	1.49%	(127.39)
102	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	India	Joint Venture[10]	12.57%	13.35%	20.86%	20.86%	0.38%	124.45	0.30%	125.27	0.01%	(0.82)	-0.20%	17.10
103	Laqshya Hyderabad Airport Media Private Limited (Laqshya)	India	Joint Venture[2]	29.06%	30.87%	49.00%	49.00%	0.05%	18.21	0.03%	14.48	-0.03%	3.73	-0.05%	4.03
104	Delhi Aviation Services Private Limited (DASPL)	India	Joint Venture[2]	30.12%	32.00%	50.00%	50.00%	0.06%	20.57	0.05%	20.28	-0.04%	4.04	-0.07%	5.63
105	Delhi Aviation Fuel Facility Private Limited (DAFF)	India	Joint Venture[2]	15.66%	16.64%	26.00%	26.00%	0.19%	63.98	0.13%	53.30	-0.12%	12.81	-0.13%	10.99
106	WAISL Limited (formerly known as Wipro Airport IT Services Limited) (WAISL)	India	Joint Venture[2]	15.66%	16.64%	26.00%	26.00%	0.01%	4.78	0.00%	1.43	-0.03%	3.35	0.02%	(2.03)
107	GMR Mining & Energy Private Limited (GMEL)	India	Joint Venture	40.00%	40.00%	40.00%	40.00%	0.00%	(0.74)	0.00%	(0.73)	0.00%	(0.02)	0.00%	(0.01)
108	Delhi Duty Free Services Private Limited (DDFS)	India	Joint Venture[2]	46.10%	48.97%	66.93%	66.93%	0.91%	300.16	0.61%	256.52	-0.84%	91.82	-0.80%	68.23
Foreign															
109	GMR Megawide Cebu Airport Corporation (GMCAC)	Philippines	Joint Venture[2]	37.66%	40.00%	40.00%	40.00%	1.41%	466.60	0.93%	390.25	-0.45%	48.99	-0.68%	58.04
110	Limak GMR Joint Venture (CJV)	Turkey	Joint Venture	50.00%	50.00%	50.00%	50.00%	0.00%	(0.23)	0.00%	(0.78)	0.00%	0.54	0.00%	(0.25)
111	Megawide GISPL Construction Joint Venture (MGCJV)	Philippines	Jointly Controlled Operations	50.00%	50.00%	50.00%	50.00%	0.08%	27.38	0.08%	32.20	-0.25%	27.08	-0.25%	21.18
112	Megawide GMR Construction JV, Inc. (MGCJV Inc.)	Philippines	Joint Venture[5]	45.00%	NA	45.00%	NA	0.06%	20.55	0.00%	-	0.03%	9.59	0.00%	-
113	PT Golden Energy Mines Tbk (PTGEMS)	Indonesia	Joint Venture[8]	30.00%	30.00%	30.00%	30.00%	10.38%	3,443.26	7.54%	3,151.65	-1.84%	202.35	-2.71%	231.48
114	Heraklion Crete International Airport SA (Crete)	Greece	Joint Venture[5]	9.41%	NA	10.00%	NA	0.01%	4.04	0.00%	NA	0.00%	-	0.00%	NA
Associates															
115	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	India	Associate[2]	15.66%	16.64%	26.00%	26.00%	0.17%	57.99	0.12%	52.24	-0.05%	5.75	-0.06%	4.93
116	Travel Food Services (Delhi Terminal 3) Private Limited (TFS)	India	Associate[2]	24.10%	25.60%	40.00%	40.00%	0.02%	5.96	0.01%	4.42	-0.01%	1.55	-0.01%	0.71
117	TIM Delhi Airport Advertising Private Limited (TIM)	India	Associate[2]	30.06%	31.94%	49.90%	49.90%	0.12%	39.47	0.09%	36.90	-0.12%	13.18	-0.16%	13.48
118	GMR Chhattisgarh Energy Limited (GCEL)	India	Associate	47.62%	47.62%	47.62%	47.62%	0.00%	-	3.55%	1,485.25	13.54%	(1,485.25)	6.38%	(544.14)
119	GMR Rajahmundry Energy Limited (GREL)	India	Associate	45.00%	45.00%	45.00%	45.00%	-1.86%	(615.34)	-1.71%	(715.28)	-0.29%	32.00	6.54%	(557.86)
120	DIGI Yatra Foundation (DIGI)	India	Associate[5]	22.29%	NA	37.00%	NA	0.00%	-	0.00%	NA	0.00%	-	0.00%	NA
	Sub Total							**100.00%**	**33,164.38**	**100.00%**	**41,794.78**	**100.00%**	**(10,969.00)**	**100.00%**	**(8,533.27)**
	Add/ Less: Non controlling interests in all subsidiaries								(2,061.95)		(1,826.47)		(237.63)		(256.95)
	Consolidation adjustments/eliminations**								(29,860.54)		(34,323.50)		7,786.34		7,308.00
	Total								**1,241.89**		**5,644.81**		**(3,420.29)**		**(1,482.22)**

Notes to the consolidated financial statements for the year ended March 31, 2019

*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 Sl. No 79 to 100) and foreign joint ventures (refer Sl. No 109 to 114) whose financial statements for the year ended on and as at December 31, 2018 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, 2019.

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, 2019.

2 Change in holding % of GAL on account of CCPS settlement during the year. Refer note 45 (xii) for additional details.

3 Additional stake acquired in subsidiary during the year.

4 Disposed during the year ended March 31, 2019.

5 Incorporated during the year ended March 31, 2019.

6 Ceased to be a subsidiary and became joint venture with effect from August 31, 2018.

7 The amounts disclosed with respect to net profit / (loss) in the table above comprises of the net profit / (loss) from the operations of such entities till the date of disposal and net profit / (loss) from such disposal.

8 The amounts for net assets / (liabilities) and net profit / (loss) of PTGEMS and its joint ventures have been presented on a consolidated basis.

9 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.

10 During the year ended March 31, 2018, GEL has entered into a share subscription-cum-shareholders' agreement with DIAL whereby DIAL has subscribed for 20.86% equity shares of GBHHPL.

11 The joint ventures consolidated with GEL are listed below:

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2019	Percentage of effective ownership interest held (directly and indirectly) by GIL as at	
				March 31, 2019	March 31, 2018
1	GMR Vemagiri Power Generation Limited (GVPGL)	India	Joint Venture	69.58%	51.73%
2	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)	India	Joint Venture	69.61%	51.73%
3	GMR Warora Energy Limited (GWEL)	India	Joint Venture	69.58%	51.73%
4	GMR Gujarat Solar Power Limited (GGSPL)	India	Joint Venture	69.58%	51.73%
5	GMR Bundelkhand Energy Private Limited (GBEPL)	India	Joint Venture	69.58%	51.73%
6	GMR Tenaga Operations and Maintenance Private Limited (GTOM)	India	Joint Venture	34.79%	NA
7	GMR Maharashtra Energy Limited (GMAEL)	India	Joint Venture	69.58%	51.73%
8	GMR Rajam Solar Power Private Limited (GRSPPL)	India	Joint Venture	69.58%	51.73%
9	GMR Indo-Nepal Power Corridors Limited (GINPCL)	India	Joint Venture	69.58%	51.73%
10	GMR Indo-Nepal Energy Links Limited (GINELL)	India	Joint Venture	69.58%	51.73%
11	GMR Consulting Services Limited (GCSL)	India	Joint Venture	69.58%	51.73%
12	GMR Kamalanga Energy Limited (GKEL)	India	Joint Venture	60.83%	45.22%
13	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	India	Joint Venture	67.63%	54.29%
14	Rampia Coal Mine and Energy Private Limited (RCMEPL)	India	Joint Venture	12.10%	9.00%
15	GMR Energy (Mauritius) Limited (GEML)	Mauritius	Joint Venture	71.10%	54.14%
16	Karnali Transmission Company Private Limited (KTCPL)	Nepal	Joint Venture	71.10%	54.14%
17	Marsyangdi Transmission Company Private Limited (MTCPL)	Nepal	Joint Venture	71.10%	54.14%
18	GMR Lion Energy Limited (GLEL)	Mauritius	Joint Venture	71.10%	54.14%
19	GMR Upper Karnali Hydropower Limited (GUKPL)	Nepal	Joint Venture	51.90%	39.52%
20	Himtal Hydro Power Company Private Limited (HHPPL)	Nepal	Disposed during the year	NA	42.42%

Notes to the consolidated financial statements for the year ended March 31, 2019

12 The joint ventures consolidated with PTGEMS are listed below:

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2019	Percentage of effective ownership interest held (directly and indirectly) by GIL as at	
				March 31, 2019	March 31, 2018
1	PT Roundhill Capital Indonesia (RCI)	Indonesia	Joint Venture	29.70%	29.70%
2	PT Borneo Indobara (BIB)	Indonesia	Joint Venture	29.43%	29.43%
3	PT Kuansing Inti Makmur (KIM)	Indonesia	Joint Venture	30.00%	30.00%
4	PT Karya Cemerlang Persada (KCP)	Indonesia	Joint Venture	30.00%	30.00%
5	PT Bungo Bara Utama (BBU)	Indonesia	Joint Venture	30.00%	30.00%
6	PT Bara Harmonis Batang Asam (BHBA)	Indonesia	Joint Venture	30.00%	30.00%
7	PT Berkat Nusantara Permai (BNP)	Indonesia	Joint Venture	30.00%	30.00%
8	PT Tanjung Belit Bara Utama (TBBU)	Indonesia	Joint Venture	30.00%	30.00%
9	PT Trisula Kencana Sakti (TKS)	Indonesia	Joint Venture	21.00%	21.00%
10	PT Era Mitra Selaras (EMS)	Indonesia	Joint Venture	30.00%	30.00%
11	PT Wahana Rimba Lestari (WRL)	Indonesia	Joint Venture	30.00%	30.00%
12	PT Berkat Satria Abadi (BSA)	Indonesia	Joint Venture	30.00%	30.00%
13	GEMS Trading Resources Pte Limited (GEMSCR)	Singapore	Joint Venture	30.00%	30.00%
14	PT Karya Mining Solution (KMS)	Indonesia	Joint Venture	30.00%	30.00%
15	PT Kuansing Inti Sejahtera (KIS)	Indonesia	Joint Venture	30.00%	30.00%
16	PT Bungo Bara Makmur (BBM)	Indonesia	Joint Venture	30.00%	30.00%
17	PT GEMS Energy Indonesia (PTGEI)	Indonesia	Joint Venture	30.00%	30.00%
18	Shanghai Jingguang Energy Co Ltd (SJECL)	China	Disposed during the year	NA	30.00%
19	PT Dwikarya Sejati Utma (PTDSU)	Indonesia	Joint Venture	30.00%	NA
20	PT Unsoco (Unsoco)	Indonesia	Joint Venture	30.00%	NA
21	PT Barasentosa Lestari (PTBSL)	Indonesia	Joint Venture	30.00%	NA
22	PT Duta Sarana Internusa (PTDSI)	Indonesia	Joint Venture	30.00%	NA

13 The joint ventures consolidated with GMCAC are listed below:

Sl. No.	Name of the entity	Country of incorporation	Relationship as at March 31, 2019	Percentage of effective ownership interest held (directly and indirectly) by GIL as at	
				March 31, 2019	March 31, 2018
1	Mactan Travel Retail Group Co. (MTRGC)	Philippines	Joint Venture	23.54%	NA
2	SSP-Mactan Cebu Corporation (SMCC)	Philippines	Joint Venture	23.54%	NA

Notes to the consolidated financial statements for the year ended March 31, 2019

3. Property, plant and equipment

(₹ in crore)

Particulars	Freehold land	Leasehold 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
Gross block											
At Cost/Deemed Cost											
As at April 01, 2017	**38.06**	**0.12**	**2,100.28**	**5,563.17**	**322.65**	**2,492.66**	**152.83**	**76.91**	**1,098.97**	**231.09**	**12,076.74**
Additions	-	-	9.30	105.33	0.32	108.71	9.57	31.12	41.76	13.59	319.70
Additions on inclusion of subsidiary companies	-	-	-	-	-	1.18	0.54	0.55	0.35	-	2.62
Disposals	-	-	-	(15.95)	-	(73.71)	(0.07)	(5.75)	(2.43)	(0.59)	(98.50)
Exchange differences	-	-	(9.21)	(19.87)	-	(9.39)	-	(0.03)	(3.65)	-	(42.15)
Reclassifications	-	-	-	6.59	-	(0.72)	-	(0.01)	(5.86)	-	-
Transferred to assets held for sale	-	-	-	-	-	(32.92)	-	-	-	-	(32.92)
Other adjustments	-	(0.12)	(0.77)	(12.56)	-	(3.03)	-	(0.35)	(0.69)	-	(17.52)
As at March 31, 2018	**38.06**	**-**	**2,099.60**	**5,626.71**	**322.97**	**2,482.78**	**162.87**	**102.44**	**1,128.45**	**244.09**	**12,207.97**
Additions	0.11	-	187.24	323.43	0.01	359.21	16.15	58.01	133.58	8.77	1,086.51
Disposals	-	-	-	-	-	(0.54)	(2.36)	(0.39)	(0.53)	(1.62)	(5.44)
Exchange differences	-	-	6.56	14.09	-	6.74	-	-	2.67	-	30.06
Other adjustments	-	-	3.00	(0.88)	-	(1.68)	(0.54)	(0.18)	(0.15)	-	(0.43)
As at March 31, 2019	**38.17**	**-**	**2,296.40**	**5,963.35**	**322.98**	**2,846.51**	**176.12**	**159.88**	**1,264.02**	**251.24**	**13,318.67**
Accumulated Depreciation											
As at April 01, 2017	**-**	**-**	**220.60**	**583.46**	**26.56**	**601.61**	**25.06**	**28.32**	**412.55**	**38.97**	**1,937.13**
Reclassification	-	-	-	0.08	-	(0.01)	-	-	(0.07)	-	-
Additions on inclusion of subsidiary companies	-	-	-	-	-	0.51	0.28	0.19	0.10	-	1.08
Charge for the year	-	-	110.80	281.89	13.31	303.81	9.35	16.34	207.15	16.12	958.77
Disposals	-	-	-	(15.94)	-	(60.11)	(0.03)	(4.69)	(0.32)	(0.52)	(81.61)
Transferred to assets held for sale	-	-	-	-	-	(29.75)	-	-	-	-	(29.75)
As at March 31, 2018	**-**	**-**	**331.40**	**849.49**	**39.87**	**816.06**	**34.66**	**40.16**	**619.41**	**54.57**	**2,785.62**
Charge for the year	-	-	117.54	264.69	13.35	281.03	13.93	24.38	146.79	16.99	878.70
Disposals	-	-	-	-	-	(0.20)	(0.91)	(0.37)	(0.46)	(1.62)	(3.56)
Adjustment on account of changes in useful life in PPE due to AERA Order	-	-	-	17.30	-	8.16	-	-	18.77	-	44.23
Other adjustments	-	-	-	-	-	(0.44)	(0.13)	(0.04)	-	-	(0.61)
As at March 31, 2019	**-**	**-**	**448.94**	**1,131.48**	**53.22**	**1,104.61**	**47.55**	**64.13**	**784.51**	**69.94**	**3,704.38**
Net Block											
As at March 31, 2018	**38.06**	**-**	**1,768.20**	**4,777.22**	**283.10**	**1,666.72**	**128.21**	**62.28**	**509.04**	**189.52**	**9,422.35**
As at March 31, 2019	**38.17**	**-**	**1,847.46**	**4,832.00**	**269.76**	**1,741.90**	**128.57**	**95.75**	**479.51**	**181.30**	**9,614.42**

Notes:

1. The Group during the year ended March 31, 2017 had adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Group had availed the exemption available under Ind AS 101, wherein the carrying value of property, plant and equipment has been carried forward at the amount as determined under the previous GAAP as at April 01, 2015.

Notes to the consolidated financial statements for the year ended March 31, 2019

2. Buildings (including roads) with gross block of ₹ 5,819.87 crore (March 31, 2018: ₹ 5,485.42 crore), runways, taxiways, aprons, bridges, culverts, bunders etc. are on leasehold land.

3. **Foreign exchange differences in gross block**:

   a. Foreign exchange gain of ₹ 0.02 crore (March 31, 2018 : loss of ₹ 0.01 crore) on account of translating the financial statement items of foreign entities using the exchange rate at the balance sheet date.

   b. 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, Foreign exchange loss of ₹ 30.06 crore (March 31, 2018: gain of ₹ 42.15 crore) in respect of exchange differences arising on foreign currency monetary items relating to the acquisition of depreciable assets have been adjusted against property, plant and equipment.

4. Also, refer note 36 with regard to asset transferred to held for sale.

5. Depreciation for the year of ₹0.38 crore (March 31, 2018 : ₹6.75 crore) relating to certain consolidated entities in the project stage, which are included in capital work-in-progress in Note 4.

6. The property, plant and equipment of the Group has been pledged for the borrowing taken by the Group. Also refer note 18 and note 23.

7. Other Adjustments includes reversal of outstanding liabilities of GHIAL and DIAL amounting to ₹ 2.99 Crore (March 31, 2018: ₹17.52 crores) pertaining to project construction which are no longer payable now. It also includes capitalisation of interest of GHIAL amounting to ₹5.11 crore (March 31, 2018: NIL).

8. On account of change in useful life of asset as per Airport Economic Regulatory Authority order no. 35/2017-18 dated January 12, 2018 and amended on April 09, 2018 in the matter of determination of useful life of airport assets, effective from April 01, 2018, additional depreciation of ₹ 44.23 crore has been charged in the retained earnings.

9. Also refer note 45(i).

Notes to the consolidated financial statements for the year ended March 31, 2019

4. Capital work in progress

(₹ in crore)

	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Capital expenditure incurred on tangible assets	830.82	543.97
Employee benefit expenses	29.23	9.49
Interest cost	55.44	24.01
Other expenses	158.13	98.26
(i)	**1,073.62**	**675.73**
Less: Other income		
Interest income on bank deposits	1.93	0.49
Net gain on sale of current investments	14.33	13.60
Miscellaneous income [net of expenses directly attributable to such income ₹ Nil (March 31, 2018 : ₹ Nil)]	0.58	0.58
(ii)	**16.84**	**14.67**
Total (iii) = (i) - (ii)	**1,056.78**	**661.06**
Less: Apportioned over the cost of tangible assets	199.75	73.22
(iv)	**199.75**	**73.22**
Total - (v) = (iii) - (iv)	**857.03**	**587.84**

Notes :

1. The Group during the year ended March 31, 2017 had adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Group had availed the exemption available under Ind AS 101, wherein the carrying value of capital work in progress has been carried forward at the amount as determined under the previous GAAP as at April 01, 2015

5 Investment property under construction

(₹ in crore)

Particulars	Investment property under construction	Total
Cost		
As at 01 April 2017	**2,521.81**	**2,521.81**
Acquisitions during the year	1.01	1.01
Expenses capitalised during the year	284.16	284.16
Disposals	(0.36)	(0.36)
As at March 31, 2018	**2,806.62**	**2,806.62**
Acquisitions during the year	0.25	0.25
Expenses capitalised during the year	336.37	336.37
Disposals	(0.56)	(0.56)
As at March 31, 2019	**3,142.68**	**3,142.68**
Accumulated depreciation		
As at April 01, 2017	**1.13**	**1.13**
Charge for the year	0.88	0.88
Disposals	-	-
As at March 31, 2018	**2.01**	**2.01**
Charge for the year	0.88	0.88
Disposals	-	-
As at March 31, 2019	**2.89**	**2.89**
Net block		
As at March 31, 2018	**2,804.61**	**2,804.61**
As at March 31, 2019	**3,139.79**	**3,139.79**

Notes to the consolidated financial statements for the year ended March 31, 2019

Notes :

(a) Information regarding income and expenditure of Investment property (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Rental income derived from investment property	7.36	7.94
Less: Direct operating expenses (including repairs and maintenance) generating rental income	(3.33)	(4.85)
Less: Direct operating expenses (including repairs and maintenance) that did not generate rental income	(2.90)	(2.60)
Profit / (loss) arising from investment properties before depreciation	**1.13**	**0.49**
Less: Depreciation for the year	(0.88)	(0.88)
Profit / (loss) arising from investment properties	**0.25**	**(0.39)**

(b) Investment property under construction as at March 31, 2019 represents 10,862 acres (March 31, 2018 : 10,826 acres) of land held by the Group consisting of 8,240 acres (March 31, 2018 : 8,240 acres) of land held by KSL for the purpose of SEZ and industrial in Kakinada, 1,323 acres (March 31, 2018 : 1,284 acres) of land held by GKSIR for the purpose of SEZ at Krishnagiri and 1,299 acres (March 31, 2018 : 1,302 acres) of land held by various other entities.

(c) State Industries Promotion Corporation of Tamil Nadu (SIPCOT) has issued notification / notice for acquisition of 592 acres (March 31, 2018 : 592 acres) of land for industrial purpose. The management of the Group does not foresee any financial loss arising out of such notification / notice.

(d) Investment property of the Group has been pledged for the borrowing taken by the Group. Refer note 18 and note 23.

(e) Fair value hierarchy disclosures for investment properties have been provided in Note 52.

6. Goodwill on Consolidation (₹ in crore)

Particulars	
Cost	
As at April 01, 2017	459.96
Disposals	(1.40)
As at March 31, 2018	**458.56**
Disposals	-
As at March 31, 2019	**458.56**
Accumulated impairment	
As at April 01, 2017	**-**
Charge for the year	**-**
As at March 31, 2018	**-**
Charge for the year	**-**
As at March 31, 2019	**-**
Net book value	
As at April 01, 2017	**459.96**
As at March 31, 2018	**458.56**
As at March 31, 2019	**458.56**

7. Other intangible assets

(₹ in crore)

Particulars	Airport concessionaire rights	Capitalised software	Carriage-ways	Technical know-how	Power Plant concessionaire rights	Right to Cargo facility	Total
Gross block							
At Cost/Deemed cost							
As at April 01, 2017	**430.47**	**19.92**	**2,736.72**	**8.98**	**14.82**	**18.93**	**3,229.84**
Additions	-	0.78	1.86	-	-	2.95	5.59
Other adjustments (refer note 7(3))	-	-	(9.60)	-	-	(0.85)	(10.45)
As at March 31, 2018	**430.47**	**20.70**	**2,728.98**	**8.98**	**14.82**	**21.03**	**3,224.98**
Additions	-	4.61	3.71	-	-	5.66	13.98

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	Airport concessionaire rights	Capitalised software	Carriageways	Technical know-how	Power Plant concessionaire rights	Right to Cargo facility	Total
Disposals	-	-	-	-	-	(0.35)	(0.35)
As at March 31, 2019	**430.47**	**25.31**	**2,732.69**	**8.98**	**14.82**	**26.34**	**3,238.61**
Accumulated amortisation and impairment							
As at April 01, 2017	**28.70**	**10.71**	**501.81**	**8.98**	**4.38**	**4.31**	**558.89**
Charge for the year	8.20	2.36	81.62	-	0.92	3.08	96.18
Impairment reversed during the year (refer note 7(2))	-	-	(385.70)	-	-	-	(385.70)
Other adjustments (refer note 7(3))	-	-	(1.52)	-	-	(0.82)	(2.34)
As at March 31, 2018	**36.90**	**13.07**	**196.21**	**8.98**	**5.30**	**6.57**	**267.03**
Charge for the year	8.20	2.67	89.04	-	0.92	3.93	104.76
Disposals	-	-	-	-		(0.23)	(0.23)
As at March 31, 2019	**45.10**	**15.74**	**285.25**	**8.98**	**6.22**	**10.27**	**371.56**
Net Block							
As at March 31, 2018	**393.57**	**7.63**	**2,532.77**	**-**	**9.52**	**14.46**	**2,957.95**
As at March 31, 2019	**385.37**	**9.57**	**2,447.44**	**-**	**8.60**	**16.07**	**2,867.05**

Notes:

1. The Group during the year ended March 31, 2017 had adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Group had availed the exemption available under Ind AS 101, wherein the carrying value of other intangible assets has been carried forward at the amount as determined under the previous GAAP as at April 01, 2015.
2. Based on an internal assessment and valuation carried out by an external expert during the year ended March 31, 2017, the management of the Group had made a provision for impairment of ₹ 385.70 crore towards the carrying value of carriageways of GHVEPL and reversed the provision in the year ended March 31, 2018.
3. Other adjustments includes reversal of retention money of GHVEPL amounting to ₹ 9.60 crore as at pertaining to project construction which are no longer payable now and reversal of depreciation thereon amounting to ₹ 1.52 crore under depreciation charge for the year ended March 31, 2018.

8A. Interest in Joint ventures

(a) 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, 2019	March 31, 2018	March 31, 2019	March 31, 2018		
a) **Material Joint Ventures :** GMR Megawide Cebu Airport Corporation (GMCAC) [8, 3]	Philippines	37.66%	40.00%	40.00%	40.00%	Operates the Mactan Cebu International Airport.	Equity Method
Delhi Duty Free Services Private Limited (DDFS)[3]	India	46.10%	48.97%	66.93%	66.93%	Operates Duty free shop at Indira Gandhi International Airport, New Delhi.	Equity Method
GMR Energy Limited (GEL) and its components [4]	India	69.58%	51.73%	51.73%	51.73%	Owns a barge mounted gas based power plant. Owns / operates / constructs thermal, solar and hydro power plants through its subsidiaries and joint ventures.	Equity Method

Notes to the consolidated financial statements for the year ended March 31, 2019

Name of the Entity	Country of incorpora-tion / 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, 2019	March 31, 2018	March 31, 2019	March 31, 2018		
PT Golden Energy Mines TBK (PTGEMS) and its components [8]	Indonesia	30.00%	30.00%	30.00%	30.00%	Coal mining and trading operations in Indonesia .	Equity Method
b) Others : Delhi Aviation Services Private Limited (DASPL) [3]	India	30.12%	32.00%	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) [3]	India	15.66%	16.64%	26.00%	26.00%	Operates aircraft refuelling facility at Indira Gandhi International Airport, New Delhi.	Equity Method
WAISL Limited (formerly known as Wipro Airport IT Services Limited) (WAISL) [3]	India	15.66%	16.64%	26.00%	26.00%	Provides IT infrastructure services at Indira Gandhi International Airport, New Delhi.	Equity Method
Laqshya Hyderabad Airport Media Private Limited (Laqshya)[3]	India	29.06%	30.87%	49.00%	49.00%	Provides media services for display of advertisement at Hyderabad Airport.	Equity Method
GMR Bajoli Holi Hydropower Private Limited (GBHHPL) [3, 6]	India	12.57%	13.35%	20.86%	20.86%	180 MW hydro based power project under construction	Equity Method
Limak GMR Joint Venture (Limak) [8]	Turkey	50.00%	50.00%	50.00%	50.00%	Joint venture formed for construction of ISG airport, Turkey.	Equity Method
GMR Mining & Energy Private Limited (GMEL) [7]	India	40.0%	40.00%	40.00%	40.00%	Engaged in mining.	Equity Method
Megawide GMR Construction JV, Inc. (MGCJV Inc.) [5, 8]	Philippines	45.00%	NA	45.00%	NA	Joint ventures formed for construction of Clark Airport, Phillipines.	Equity Method
Heraklion Crete International Airport S.A. (Crete) [5, 8]	Greece	9.41%	NA	10.00%	NA	Develop, construct, operate and management of the New Heraklion Airport.	Equity Method

Notes :

1. Aggregate amount of unquoted investment in joint ventures - ₹ 4,113,19 crore (March 31, 2018 : ₹ 4,005.69 crore).
2. Aggregate amount of quoted investment in joint ventures - ₹ 3,443.26 crore (March 31, 2018 : ₹ 3,151.65 crore). ; Market value of quoted investments in joint ventures : December 31, 2018 : ₹ 2,139.71 crore (IDR 441,176.50) (December 31, 2017 : ₹2,280.88 crore (IDR 485,294.15)) based on last trading. The trading of shares is suspended since January, 2018. Also refer Note 8B(m)(iii).
3 Change in holding % of GAL on account of CCPS settlement during the year. Refer note 45(xii) for additional details.
4 During the year ended March 31, 2019, the Group has accounted for the obligation to acquire additional 17.85% stake from investors of 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, 2019. Also refer note 8B(m)(i) and 20(2).
5 Incorporated during the year ended March 31, 2019.
6 Shareholding excludes the shares held by GEL in GBHHPL.
7 Shareholding excludes the shares held by GCEL in GMEL.
8 The reporting dates of the joint ventures entities coincide with the parent Company except in case of GMCAC, PTGEMS and its components, Limak, MGCJV Inc. and Crete whose financial statements for the year ended on and as at December 31, 2017 and December 31, 2018, 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 are prepared as per calendar year i.e. January to December.

Notes to the consolidated financial statements for the year ended March 31, 2019

(b) Summarised financial information for material joint ventures

(₹ in crore)

Particulars	GEL and its components**		DDFS		GMCAC		PTGEMS and its components		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Current assets										
Cash & cash equivalents	15.66	33.19	20.01	28.25	253.94	197.10	549.12	1,134.29	838.73	1,392.83
Current tax assets	-	-	-	-	-	-	3.47	4.18	3.47	4.18
Other assets	1,012.45	1,079.47	269.11	191.54	130.71	73.83	1,733.07	1,549.32	3,145.34	2,894.16
Total current assets	**1,028.11**	**1,112.66**	**289.12**	**219.79**	**384.65**	**270.93**	**2,285.66**	**2,687.79**	**3,987.54**	**4,291.17**
Non-current assets										
Non-current tax assets	16.85	22.69	0.71	-	-	-	-	-	17.56	22.69
Deferred tax assets	247.24	-	11.67	15.70	-	-	42.00	30.24	300.91	45.94
Other non-current assets	6,012.73	6,283.62	297.16	273.10	4,247.65	3,683.53	2,563.89	1,108.21	13,121.43	11,348.46
Total non-current assets	**6,276.82**	**6,306.31**	**309.54**	**288.80**	**4,247.65**	**3,683.53**	**2,605.89**	**1,138.45**	**13,439.90**	**11,417.09**
Current liabilities										
Financial liabilities (excluding trade payable)	2,180.54	1,704.56	111.88	56.42	12.36	33.56	477.43	514.70	2,782.21	2,309.24
Current tax liabilities	27.76	1.48	2.25	2.57	-	-	33.62	276.21	63.63	280.26
Other liabilities (including trade payable)	389.16	390.70	109.05	113.59	127.86	239.26	1,220.92	806.76	1,846.99	1,550.31
Total current liabilities	**2,597.46**	**2,096.74**	**223.18**	**172.58**	**140.22**	**272.82**	**1,731.97**	**1,597.67**	**4,692.83**	**4,139.81**
Non-current liabilities										
Financial liabilities (excluding trade payable)	2,972.22	3,712.60	41.64	68.44	3,209.80	2,622.14	756.93	257.73	6,980.59	6,660.91
Deferred tax liabilities	0.50	0.26	-	-	45.62	21.85	164.38	49.07	210.50	71.18
Other liabilities (including trade payable)	177.15	159.07	4.94	3.87	70.17	62.02	34.70	28.19	286.96	253.15
Total non-current liabilities	**3,149.87**	**3,871.93**	**46.58**	**72.31**	**3,325.59**	**2,706.01**	**956.01**	**334.99**	**7,478.05**	**6,985.24**
Less : Non-controlling interest	**(14.02)**	**(19.21)**	**-**	**-**	**-**	**-**	**(8.45)**	**(8.66)**	**(22.47)**	**(27.87)**
Net assets	**1,543.58**	**1,431.09**	**328.89**	**263.70**	**1,166.49**	**975.63**	**2,195.12**	**1,884.92**	**5,234.09**	**4,555.34**

** Refer Note 8A(a)(4)

Notes to the consolidated financial statements for the year ended March 31, 2019

(c) Reconciliation of carrying amounts of material joint ventures

(₹ in crore)

Particulars	GEL and its components**		DDFS		GMCAC		PTGEMS and its components		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Opening net assets	1,431.09	1,677.34	263.70	227.76	975.63	889.32	1,884.92	1,819.73	4,555.34	4,614.15
Profit / (loss) for the year	(4.20)	(245.07)	152.17	124.09	122.07	144.83	674.86	777.68	944.90	801.53
Other Comprehensive income	2.35	(1.18)	(0.18)	(8.71)	0.41	0.28	(0.36)	(6.09)	2.22	(15.70)
Additional issues of shares during the year	-	-	-	-	35.42	-	-	-	35.42	-
Dividends paid	-	-	(72.00)	(66.00)	-	-	(512.45)	(592.13)	(584.45)	(658.13)
Dividend distribution tax	-	-	(14.80)	(13.44)	-	-	-	-	(14.80)	(13.44)
Foreign currency translation difference account	-	-	-	-	32.96	(58.80)	148.15	(114.27)	181.11	(173.07)
Other Adjustment	114.34	-	-	-	-	-	-	-	114.34	-
Closing net assets	**1,543.58**	**1,431.09**	**328.89**	**263.70**	**1,166.49**	**975.63**	**2,195.12**	**1,884.92**	**5,234.08**	**4,555.34**
Proportion of the group's ownership**	69.58%	51.73%	66.93%	66.93%	40.00%	40.00%	30.00%	30.00%		
Group's share	1,074.02	740.30	220.13	176.49	466.60	390.25	658.54	565.48	2,419.29	1,872.52
Adjustments to the equity values										
a) Fair valuation of Investments	2,862.53	2,405.36	-	-	-	-	-	-	2,862.53	2,405.36
b) Goodwill	-	-	80.03	80.03	-	-	2,784.72	2,586.17	2,864.75	2,666.20
c) Additional Impairment Charge shown under exceptional item (refer note 8B(m)(ii))	(1,242.72)	-	-	-	-	-	-		(1,242.72)	-
d) Acquisition of 17.85% stake	400.25	-	-	-	-	-	-		400.25	-
e) Other adjustments	(6.12)	-	-	-	-	-	-	-	(6.12)	-
Carrying amount of the investment	**3,087.96**	**3,145.66**	**300.16**	**256.52**	**466.60**	**390.25**	**3,443.26**	**3,151.65**	**7,297.98**	**6,944.08**

** Refer Note 8A(a)(4)

(d) Summarised statement of profit & loss for material joint ventures

(₹ in crore)

Particulars	GEL and its components		DDFS		GMCAC		PTGEMS and its components		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Revenue from operations	1,932.42	1,810.86	1,358.30	1,118.09	388.61	298.55	7,140.50	5,017.04	10,819.83	8,244.54
Interest income	57.95	48.10	43.10	16.43	3.06	0.70	53.48	48.44	157.59	113.67
Depreciation and amortisation expenses	172.34	180.47	24.91	20.09	5.49	3.21	54.57	29.62	257.31	233.39
Finance Cost	659.17	638.42	9.32	11.12	72.26	27.68	35.96	29.53	776.71	706.75
Other expenses (net of other income)	1,270.13	1,288.97	1,129.58	917.03	169.43	120.84	6,173.23	3,897.43	8,742.37	6,224.27
Tax expenses / (income)	(221.31)	(3.83)	85.42	62.19	22.42	2.69	243.21	315.46	129.74	376.51
Profit / (loss) from continuing operations	96.54	(73.96)	152.17	124.09	122.07	144.83	687.01	793.44	1,057.79	988.40
Profit / (loss) from discontinued operations	13.50	(171.11)	-	-	-	-	-	-	13.50	(171.11)
Profit / (loss) for the year	110.04	(245.07)	152.17	124.09	122.07	144.83	687.01	793.44	1,071.29	817.29
Less : Non controlling interest	0.07	-	-	-	-	-	(12.15)	(15.76)	(12.08)	(15.76)
Profit / (loss) for the year attributable to parent	110.11	(245.07)	152.17	124.09	122.07	144.83	674.86	777.68	1,059.21	801.53
Other comprehensive income	2.35	(1.26)	(0.18)	(8.71)	0.41	0.28	(0.42)	(6.53)	2.16	(16.22)
Less : Non controlling interest	-	0.08	-	-	-	-	(0.06)	(0.44)	(0.06)	(0.52)
Other comprehensive income attributable to parent	2.35	(1.18)	(0.18)	(8.71)	0.41	0.28	(0.36)	(6.09)	2.22	(15.70)
Total comprehensive income to parent	112.46	(246.25)	151.99	115.38	122.48	145.11	674.50	771.59	1,061.43	785.83
Less : DDT paid	-	-	(14.80)	(13.44)	-	-	-	-	(14.80)	(13.44)
Total comprehensive income to parent net of DDT	112.46	(246.25)	137.19	101.94	122.48	145.11	674.50	771.59	1,046.63	772.39
Less : Profit on sale of Himtal attributable to recovery of Goodwill	(114.31)	-	-	-	-	-	-	-	(114.31)	-
Total comprehensive income to parent net of DDT and other adjustments	(1.85)	(246.25)	137.19	101.94	122.48	145.11	674.50	771.59	932.32	772.39
Group share of profit / (loss) for the year	(1.29)	(127.39)	91.82	68.23	48.99	58.04	202.35	231.48	341.87	230.36
Additional (Loss) / profit shown under exceptional item	(1,242.72)	-	-	-	-	-	-	-	(1,242.72)	-
Dividend received by Group from joint ventures	-	-	48.18	44.17	-	-	153.73	177.64	201.91	221.81

Notes to the consolidated financial statements for the year ended March 31, 2019

(e) Financial information in respect of oher joint ventures

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Aggregate carrying amount of investments in individually immaterial joint ventures	258.47	213.26
Aggregate amount of group's share of :		
- Profit / (loss) for the year from continuing operations	34.59	38.22
- Other comprehensive income for the year	(0.03)	(0.01)
- Total comprehensive income for the year	34.56	38.21
- Less : DDT paid	(1.21)	(2.76)
- Total comprehensive income for the year (net of DDT)	33.35	35.45

(f) Contingent liabilities in respect of joint ventures (Group's share)

a) Contingent liabilities (Group's share)

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Contingent Liabilities		
Corporate guarantees	1,015.87	760.76
Bank guarantees outstanding / Letter of credit outstanding	278.95	229.31
Disputed entry tax liabilities	102.67	83.24
Claims against the Group not acknowledged as debts	1,425.01	1,059.11
Disputed arrears of electricity charges	61.25	45.54
Matters relating to income tax under dispute	61.10	45.43
Matters relating to indirect taxes duty under dispute	60.37	31.11
Disputed demand for deposit of fund setup by water resource department	36.50	27.13
Total	**3,041.72**	**2,281.63**

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 49(b) with regard to corporate guarantee provided by the Group on behalf of joint ventures.

iii) A search under section 132 of the IT Act was carried out at the premises of the GEL and certain entities of the GEL 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. During the year ended March 31, 2015 and March 31, 2016, block assessments have been completed for some of the companies of the Group and appeals have been filed with the income tax department against the disallowances made in the assessment orders. The management of the Group believes that it has complied with all the applicable provisions of the IT Act with respect to its operations.

iv) GKEL had appointed SEPCO Electric Power Construction Corporation (SEPCO) as the engineering, procurement and construction contractor for the power project pursuant to an international competitive bidding process. Subsequently GKEL and SEPCO have initiated arbitration proceedings towards settlement of disputed dues / claims of both the parties. GKEL invoked the bank guarantees of its EPC contractors amounting to Rs. 579.30 crores on November 12, 2014 for liquidated damages, non-payment of debit notes issued by the GKEL and outstanding liabilities to sub-contractors of EPC contractor. The EPC contractors have filed a claim approximately of ₹ 1,967.00 crores (group's share is ₹ 1196.46 crores) in Singapore International Arbitration Counsel. GKEL has also filed its reply to the statement of claims and have filed counter claims approximating of ₹1,660.03 crores (Group's share is ₹ 1,009.74 crores). Based on internal assessments and an external legal opinion, the management of the Group believes that the claim of the EPC contractor is not tenable and the said litigation will not have any impact on the consolidated financial statements of the Group.

Notes to the consolidated financial statements for the year ended March 31, 2019

v) GKEL has entered into a Bulk Power Transmission Agreement ('BPTA') with Power Grid Corporation of India Limited ('PGCIL') for availing Long Term Access ('LTA') for inter-state transmission of 800MW of power from its three units of generating station on long term basis. During the earlier year, one of the unit was subsequently connected with the Odisha State Transmission System thereby resulting in the reduction in connectivity upto 647 MW. PGCIL failed to make necessary corrections in the LTA/BPTA on account of reduction in connectivity and allocation remain unchanged to GKEL despite repeated requests to modify the same thus making GKEL liable for relinquishment charges. GKEL filed petition before CERC seeking relief on relinquishment charges which was rejected by CERC. Further GKEL filed petition before APTEL against the impunged CERC order. GKEL till date has not received any demand for monthly payments on the relinquished capacity nor any waiver towards relinquishment charges. The management of the Group is of the opinion that the grant of LTA is beyond the generation capacity of the plant and requirement of reduction of LTA was not on GKEL's own accord but was forced due to reasons attributable to implementing agencies. GKEL is hopeful of getting relief as requested in his petition before APTEL and does not forsee any financial implication that requires any adjustments to the consolidated financial statements of the Group.

vi) GKEL has entered into a BPTA with PGCIL for availing Long Term Open Access ('LTOA') for inter-state transmission of 220MW of power to western region from its fourth unit of generating station on long term basis in future and had provided bank guarantees of ₹ 11.00 crores. However, in absence of long term or medium term PPA for the generation of 4th Unit it has surrendered the transmission facility under force majeure conditions. GKEL filed petition before CERC seeking relief on relinquishment charges which was rejected by CERC. The management of the Group is of the opinion that the requirement of reduction of LTOA was not on GKEL's own accord but was due to force majeure conditions. GKEL is hopeful of getting relief as requested in his petition before CERC and does not forsee any financial implication that requires any adjustments to the consolidated financial statements of the Group.

vii) GKEL and GWEL has been made a party to various litigation in relation to land acquired and other matters for their power project. The compensation award has already been deposited with the Government and the possession of all these lands have already been handed over to GKEL/GWEL. In all these matters there are no adverse interim orders as at March 31, 2019. The management of the Group believes that the claims filed against GKEL/GWEL are not tenable and does not have any adverse impact on the consolidated financial statements.

viii) 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.

ix) In case of GBHHPL, 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.

Notes to the consolidated financial statements for the year ended March 31, 2019

8B. Interest in Associates

(a) 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, 2019	March 31, 2018	March 31, 2019	March 31, 2018		
a)	**Material associates :** GMR Chhattisgarh Energy Limited (GCEL)	India	47.62%	47.62%	47.62%	47.62%	Owns and operates 1,370 MW coal based thermal power plant in Raipur district of Chattisgarh.	Equity Method
	GMR Rajahmundry Energy Limited (GREL)	India	45.00%	45.00%	45.00%	45.00%	Owns and operates 768 MW combined cycle gas based power plant at Rajahmundry, Andhra Pradesh.	Equity Method
b)	**Immaterial associates :** TIM Delhi Airport Advertising Private Limited (TIMDAA) [2]	India	30.06%	31.94%	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) [2]	India	15.66%	16.64%	26.00%	26.00%	Provides Cargo services at Indira Gandhi International Airport, New Delhi.	Equity Method
	Travel Food Services (Delhi Terminal 3) Private Limited (TFS) [2]	India	24.10%	25.60%	40.00%	40.00%	Provides food & beverages services at Indira Gandhi International Airport, New Delhi.	Equity Method
	DIGI Yatra Foundation (Digi) [3]	India	22.29%	NA	37.00%	NA	Central platform for identity management of passengers. Is a Joint Venture of private airport operators and Airport Authority of India.	Equity Method

Notes :

1. Aggregate amount of unquoted investment in associates - ₹ 103.49 crore (March 31, 2018 : ₹ 1,578.80 crore).
2. Change in holding % of GAL on account of CCPS settlement during the year. Refer note 45(xii) for additional details.
3. Incorporated during the year ended March 31, 2019.

(b) Summarised financial information for material associates (₹ in crore)

Particulars	GCEL		GREL		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Current assets						
Cash and cash equivalents	15.93	9.62	58.21	1.79	74.14	11.41
Current tax assets	-	-	0.42	0.34	0.42	0.34
Other assets	206.64	206.35	56.46	52.91	263.10	259.26
Total current assets	**222.57**	**215.97**	**115.09**	**55.04**	**337.66**	**271.01**
Non current assets						
Non-current tax assets	0.68	0.31	-	-	0.68	0.31
Deferred tax assets	-	-	-	-	-	-
Other non-current assets	9,720.21	10,080.64	2,168.53	2,271.16	11,888.74	12,351.80
Total non-current assets	**9,720.89**	**10,080.95**	**2,168.53**	**2,271.16**	**11,889.42**	**12,352.11**

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	GCEL		GREL		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Current liabilities						
Financial liabilities (excluding trade payable)	3,008.75	1,936.41	493.57	552.31	3,502.32	2,488.72
Current tax liabilities	-	-	0.31	0.31	0.31	0.31
Other liabilities (including trade payable)	171.79	159.89	64.56	63.37	236.35	223.26
Total current liabilities	**3,180.54**	**2,096.30**	**558.44**	**615.99**	**3,738.98**	**2,712.29**
Non current liabilities						
Financial liabilities (excluding trade payable)	4,686.12	5,036.15	2,135.35	2,343.33	6,821.47	7,379.48
Deferred tax liabilities	-	-	0.45	0.45	0.45	0.45
Other liabilities (including trade payable)	40.72	45.51	12.31	11.41	53.03	56.92
Total non-current liabilities	**4,726.84**	**5,081.66**	**2,148.11**	**2,355.19**	**6,874.95**	**7,436.85**
Net assets	**2,036.08**	**3,118.96**	**(422.93)**	**(644.98)**	**1,613.15**	**2,473.98**

(c) Reconciliation of carrying amounts of material associates (₹ in crore)

Particulars	GCEL		GREL		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Opening net assets	3,118.96	4,261.64	(644.98)	594.70	2,473.98	4,856.34
Profit /(loss) for the year	(1,083.04)	(1,142.80)	221.98	(1,267.19)	(861.06)	(2,409.99)
Other Comprehensive income	0.16	0.12	0.07	27.51	0.23	27.63
Closing net assets	**2,036.08**	**3,118.96**	**(422.93)**	**(644.98)**	**1,613.15**	**2,473.98**
Proportion of the group's ownership	47.62%	47.62%	45.00%	45.00%		
Group's share	969.58	1,485.25	(190.32)	(290.24)	779.26	1,195.01
Adjustments to the equity values						
a) Additional impairment charge (Refer Note 8B(m)(ii) and (v))	(969.58)	-	(425.04)	(425.04)	(1,394.62)	(425.04)
b) Amount shown under provisions (note 21) *	-	-	615.36	715.28	615.36	715.28
Carrying amount of the investment	**-**	**1,485.25**	**-**	**-**	**-**	**1,485.25**

* The Group continues to recognise the liability beyond its investment value on account of its constructive obligation in GREL towards guarantee given to the lenders.

(d) Summarised Statement of Profit & Loss for material associates (₹ in crore)

Particulars	GCEL		GREL		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue from operations	800.88	368.30	-	-	800.88	368.30
Interest income	7.43	7.94	0.67	0.58	8.10	8.52
Depreciation and amortisation expenses	361.40	366.28	98.83	178.50	460.23	544.78
Finance Cost	795.30	777.36	68.40	274.32	863.70	1,051.68
Other expenses (net of other income)	734.73	375.93	11.82	828.63	746.55	1,204.56
Tax expenses / (income)	(0.08)	(0.53)	-	(13.68)	(0.08)	(14.21)
Exceptional /Prior period items	-	-	400.36	-	400.36	-
Profit / (loss) for the year	(1,083.04)	(1,142.80)	221.98	(1,267.19)	(861.06)	(2,409.99)
Other comprehensive income	0.16	0.12	0.07	27.51	0.23	27.63
Total comprehensive income	(1,082.88)	(1,142.68)	222.05	(1,239.68)	(860.83)	(2,382.36)
Total comprehensive income to parent net of DDT	(1,082.88)	(1,142.68)	222.05	(1,239.68)	(860.83)	(2,382.36)
Group share of profit / (loss) for the year	(515.67)	(544.14)	99.92	(557.86)	(415.75)	(1,102.00)
Impairment Loss shown under exceptional item	-	-	-	(385.70)	-	(385.70)
Additional loans given which has been impaired	-	-	(67.92)	-	(67.92)	-
Net Group share of profit / (loss) for the year	(515.67)	(544.14)	32.00	(172.16)	(483.67)	(716.30)
Additional (Loss) / profit shown under exceptional item	(969.58)	-	-	(385.70)	(969.58)	(385.70)

Notes to the consolidated financial statements for the year ended March 31, 2019

(e) Financial information in respect of other associates (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Aggregate carrying amount of investments in individually immaterial associates	103.49	93.55
Aggregate amount of group's share of :		
- Profit / (loss) for the year from continuing operations	22.70	21.46
- Other comprehensive income for the year	0.04	(0.07)
- Total comprehensive income for the year	22.74	21.39
- Less : DDT paid	(2.18)	(2.26)
- Total comprehensive income for the year (net of DDT)	20.56	19.13

(f) Carrying amount of investments in joint ventures, associates and others (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Material joint ventures (refer note - 8A)	7,297.98	6,944.08
Material associates (refer note - 8B)	-	1,485.25
Other joint ventures (refer note - 8A)	258.47	213.26
Other associates (refer note - 8B)	103.49	93.55
Other non-current investments (refer note - 8C)	105.13	95.43
Total	**7,765.07**	**8,831.57**

(g) Share in profits / (loss) of joint ventures / associates (net) (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Material joint ventures	341.87	230.36
Material associates	(483.67)	(716.30)
Other joint ventures	33.35	35.45
Other associates	20.56	19.13
Total	**(87.89)**	**(431.36)**

(h) Share of exceptional items (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Material joint ventures and associates (refer note - 8B(m)(ii) and 8B(m)(v))	(2,212.30)	(385.70)
Total	**(2,212.30)**	**(385.70)**

(i) Contingent liabilities in respect of associates (Group's share) (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Bank guarantees outstanding	1,021.24	1,015.29
Claims against the Group not acknowledged as debts	31.08	1.49
Matters relating to income tax under dispute	0.02	0.13
Matters relating to indirect taxes duty under dispute	0.02	0.02
Total	**1,052.36**	**1,016.93**

Notes:

i) Refer note 49(b) with regard to corporate guarantee provided by the Group on behalf of associates.

ii) The environmental clearance for Talabira – 1 Coal Mine vested to the Group from Hindalco Industries Limited ('prior allotee') in terms of the Vesting Order received from the Nominated Authority, Ministry of Coal, GOI has been challenged at the National Green Tribunal, Eastern Bench, Kolkata. The said dispute is continuing from the time of Hindalco industries Limited and is pending as on the date. However, the management of the Group is of the opinion that both the disputes raised do not have any legal validity and accordingly no adjustments are required to be made in these consolidated financial statements for the year ended March 31, 2019.

iii) Also refer note 8B(m)(v).

Notes to the consolidated financial statements for the year ended March 31, 2019

(j) Capital Commitments in respect of joint ventures and associates

i) Capital commitments in respect of joint ventures

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Estimated value of contracts remaining to be executed on capital account, not provided for (net of advances)	394.43	681.96

ii) Capital commitments in respect of associates

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Estimated value of contracts remaining to be executed on capital account, not provided for (net of advances)	18.28	19.51

(k) Other Commitments of / towards joint ventures and associates

i) Certain entities in power sector have entered into PPAs with customers, pursuant to which these entities have committed to sell power of contracted capacity as defined in the respective PPAs, make available minimum Power Load Factor (PLF) over the period of tariff year as defined in the respective PPAs. The PPAs contain provision for disincentives and penalties in case of certain defaults.

ii) Certain entities in power sector have entered into fuel supply agreements with suppliers whereby these entities have committed to purchase and suppliers have committed to sell contracted quantity of fuel for defined period as defined in the respective fuel supply agreements, including the fuel obtained through the suppliers outside India.

iii) One of the overseas entities in power sector and the Government of Indonesia (Government) have entered into coal sale agreement for a defined period pursuant to which the entity is required to pay to the Government, amount equivalent to a specified percentage of proceeds from sale of the coal by the entity. Further, based on a regulation of the Government, all Companies holding mining rights have an obligation to pay an exploitation fee equivalent to certain percentage, ranging from 3% - 5% of sales, net of selling expenses and in certain cases, it is required to pay fixed payment (deadrent) to the Government based on total area of land in accordance with the rates stipulated therein.

iv) One of the overseas entities in power sector (as the buyer) and its joint ventures (as the seller) in power sector have entered into a coal sale agreement for sale and purchase of coal, whereby the buyer entity and seller entity have committed to, respectively, take delivery and to deliver, minimum specified percentage of the annual tonnage as specified in the agreement for each delivery year, based on the agreed pricing mechanism. The buyer entity is also committed to use the coal for the agreed use, provided that it shall not sell any coal to any person domiciled or incorporated in the country in which the seller entity operates.

v) One of the overseas entities in power sector has entered into a Cooperation Agreement with a third party whereby the entity is required to pay Land management fee from USD 1/ton up to USD 4.75/ton based on the provision stated in the agreement.

vi) One of the overseas entities in power sector has entered into a Road Maintenance Agreement with third parties whereby the entity is required to maintain the road during the road usage period.

vii) Certain entities in the power sector have entered into long term assured parts supply and maintenance agreements with sub-contractors whereby these entities have committed to pay fixed charges in addition to variable charges based on operating performance as defined in the agreements. The entities have also committed to pay incentives on attainment of certain parameters by the sub-contractors.

viii) GEL has provided commitment to subsidiaries and joint ventures 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.

ix) One of the entities in airports sector has entered into a tripartite Master Service Agreement ('MSA') with the service provider and the holding company of the service provider, whereby this entity is committed to pay annually to the service provider if the receivable of the service provider falls short of subsistence level (as defined in the said MSA). This agreement was amended vide addendum number 17, dated April 05, 2018 to include Antariksh Softech Private Limited. Also in case of delay in payment of dues from customers to the service provider, this entity would fund the deficit on a temporary basis till the time the service provider collects the dues from aforementioned customers.

x) 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.

xi) 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.

xii) Shares of the certain joint ventures have been pledged as security towards loan facilities sanctioned to the Group. Refer note 18 and 23.

xiii) The Group has committed to provide continued financial support to some of the joint ventures and associates, to ensure that these entities are

Notes to the consolidated financial statements for the year ended March 31, 2019

able to meet their debts and liabilities as they fall due and they continue as going concerns.

xiv) Certain entities in power sector have made a commitment towards expenditure on corporate social responsibility activities amounting to ₹ 73.91 crores (March 31, 2018 : 54.52 crores).

xv) GEL has entered into a Share Subscription and Share Holding Agreement with Infrastructure Development Finance Company Limited ('shareholder') in which it has committed to the shareholder that either GEL directly, or indirectly (along with the other group Companies as defined in the shareholding agreement) will hold at least 51% of the paid up equity share capital of GKEL.

xvi) Certain joint ventures and associates of the Group have restrictions on their ability to transfer funds to the Group in the form of cash dividends, or to repay loans or advances made by the Group resulting from borrowing arrangements, regulatory requirements or contractual arrangements entered by the Group.

(l) Trade and other receivables in respect of joint ventures and associates

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

In view of the favorable Order from APTEL, rejection of stay petition of MSEDCL by the Hon'ble Supreme Court of India, receipt of substantial amount towards reimbursement of transmission charges and also considering the legal opinion received from legal counsel that GWEL has tenable case with respect to the appeal filed by MSEDCL against the said Order which is pending before Hon'ble Supreme Court of India, GWEL has recognized the reimbursement of transmission charges of ₹ 414.09 crore (Group's share is ₹ 288.12 crore) relating to the period from March 17, 2014 to March 31, 2019 (including ₹ 103.05 crore (Group's share is ₹ 71.70 crore) for the year ended March 31, 2019) in the consolidated statement of profit and loss.

(m) Others

i) The Group entered into a Subscription and Shareholders Agreement with Tenaga Nasional Berhad (Tenaga) and its affiliate, Power and Energy International (Mauritius) Limited ('Investors') whereby the investors have acquired a 30% equity stake in a select portfolio of GEL assets on a fully diluted basis for a consideration of USD 30.00 crore through primary issuance of equity shares of GEL. The transaction was completed on November 4, 2016 and GEL allotted equity shares to the Investors for the said consideration of USD 30.00 crore. As per the conditions precedent to the completion of the transaction, GEL's investment in certain entities was transferred from GEL to other subsidiaries of the Company along with novation of loans taken from the Company to GMR Generation Assets Limited ('GGAL') (formerly 'GMR Renewable Energy Limited') towards discharge of the purchase consideration.

Pursuant to the aforesaid transaction, GEL and its underlying entities ceased to be subsidiaries of the Company and have been considered as joint ventures as per the requirements of Ind AS -28.

ii) The Group has investments of ₹ 3,087.96 crore in GEL, a joint venture of the Group as at March 31, 2019. GEL has certain underlying subsidiaries / joint ventures which are engaged in energy sector. GEL and some of its underlying subsidiaries / joint ventures as further detailed in notes (iv), (vii) and (viii) below have been incurring losses. Based on the valuation assessment by an external expert during the year ended March 31, 2019 and the sensitivity analysis carried out for some of the aforesaid assumptions, the value so determined after discounting the projected cash flows using discount rate ranging from 11.30% to 18.00% across various entities, the management has accounted for an impairment loss of ₹ 1,242.72 crore in the value of Group's investment in GEL and its subsidiaries/joint ventures which has been disclosed as an exceptional item in the consolidated financial statement of the Group for the year ended March 31, 2019.

iii) The Group has investments of ₹ 3,443.26 crore in PTGEMS, a joint venture of the Group as at March 31, 2019. PTGEMS along with its subsidiaries is engaged in the business of coal mining and trading activities. The cost of investments made by the Group is significantly higher than the book value of assets of PTGEMS and includes certain future benefits including Coal Supply Agreement ('CSA') of GCRPL with PTGEMS whereby the Group is entitled to offtake stated quantity of coal as per the terms of the CSA at an agreed discount other than profit from mining operations. The

Notes to the consolidated financial statements for the year ended March 31, 2019

Group has not significantly commenced the offtake of the coal under the CSA. Though the shares of PTGEMS are listed on the overseas exchanges, the management is of the view that the quoted prices are not reflective of the underlying value of the mines as in the past few years the shares have been very thinly traded. Based on profitable mining operations, ramp up of production volumes and other assumptions around off take at a discounted price and trading thereof in valuation assessment carried out by an external expert during the year ended March 31, 2019, the management of the Group believes that the carrying value of aforesaid investments in PTGEMS as at March 31, 2019 is appropriate.

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

GREL had not commenced commercial operations pending linkages of natural gas supply from the Ministry of Petroleum and Natural Gas till the period ended September 30, 2015. As a result, the consortium of lenders of GREL decided to implement Strategic Debt Restructuring Scheme, under the Framework of Reserve Bank of India for Revitalizing Distressed Assets in the Economy, whereby the lenders have to collectively hold 51% or more of the equity share capital in such assets by converting part of the debt outstanding into equity and to undertake flexible structuring of balance debt post conversion as a Corrective Action Plan for improving viability and revival of the project. Pursuant to the scheme, borrowings aggregating to ₹ 1,308.57 crore and interest accrued thereon amounting to ₹ 105.42 crore was converted into equity shares of GREL for 55% stake in equity share capital of GREL and the Group had given a guarantee of ₹ 2,571.71 crore to the lenders against the remaining debt. Under the SDR Scheme, the bankers had to find new promoters for GREL within the period as prescribed under the scheme, which expired during the year ended March 31, 2018.

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

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

During the year ended March 31, 2018, pursuant to the appeal filed by APDISCOMs, the Hon'ble Supreme Court held that RLNG is not natural gas 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 2009 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 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 present dispute. The matter is pending to be heard before the CERC.

Presently, the management of the Company is actively identifying the customers for the barge mount plant held by GEL.
The management of the Group is evaluating various approaches / alternatives to deal with the situation and is confident that Government of India ('GoI') would take further necessary steps / initiatives in this regard to improve the situation regarding availability of natural gas from alternate sources in the foreseeable future. The management of the Group carried out a valuation assessment of GVPGL and GREL during the year ended March 31, 2019 which includes certain assumptions relating to availability and pricing of domestic and imported gas, future tariff, tying up of PPA, realization of claims for losses incurred in earlier periods from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The business plan of GREL considered for valuation assessment has been approved by the consortium of lenders at the time of execution of the resolution plan. The management of the Group will monitor these aspects closely and take actions as are considered appropriate and is confident that these gas based entities will be able to generate sufficient profits in future years and meet their financial obligations as they arise. Based on the aforementioned reasons and business plans, the management is of the view that the carrying value of the investment of ₹ 771.00 crore of GEL and GVPGL as at March 31, 2019 is appropriate. The Group has provided for its investment in full in GREL and the management is confident that no further impairment would arise post the implementation of the resolution plan with the lenders for the guarantees amounting to ₹ 2,571.71 crore provided to the lenders against the remaining debt.

v) "GCEL is engaged in development and operation of 2*685 MW, coal based power project and declared commercial operations of Unit I on November 1, 2015 and Unit II on March 31, 2016 of its 1,370 MW coal based thermal power plant at Raipur district, Chhattisgarh.

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

Notes to the consolidated financial statements for the year ended March 31, 2019

generation has commenced and will be continuing till June 30, 2019. GCEL does not have any long-term PPAs currently and has been incurring losses since the commencement of its commercial operations and has accumulated losses of ₹ 4,228.51 crore as at March 31, 2019.

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

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

GCEL has experienced certain delays and incurred cost overruns in the completion of the project including receipt of additional claims from the EPC contractors. The claims of the key EPC contractor of USD 14.36 crore, Doosan Power Systems India Private Limited ('DPS') was under arbitration in the Singapore International Arbitration Centre (SIAC). During the year ended March 31 2019, Final Settlement Agreement has been entered into between the Company, GGAL and GCEL with DPS wherein all the parties have agreed to withdraw respective claims arising out of the EPC Agreements. As per the settlement agreement, the final liability payable to DPS is settled at ₹ 573.52 crore.

Further, GCEL was allotted two coal mines at Ganeshpur and Talabira to meet its fuel requirements. During the period ended September 30, 2017, GCEL has filed writ petition with Delhi High Court for surrendering both the coal blocks allotted during the year ended March 31, 2015. The Delhi High court subsequent to balance sheet date, on April 15, 2019 has passed an order rejecting the writ petitions filed by GCEL. GCEL is in the process of filing a Special Leave Petition at the Supreme Court against the order of the Delhi High Court. Based on the legal opinion, the management is of the opinion that no adjustments will be required to the accompanying consolidated financial statements of the Group in connection with the surrender of mines.

GCEL had entered into Bulk Power Transmission Agreement ('BPTA') with Power Grid Corporation of India Limited ('PGCIL'), per which GCEL was granted Long Term Access (LTA) of 386MW in Western Region and 430MW in Northern Region. GCEL has written letters to PGCIL for surrendering these transmission lines and has filed a petition before Central Electricity Regulatory Commission ('CERC') for acceding to GCEL's request. During the year ended March 31, 2018, PGCIL operationalized the LTA and issued two letters calling upon the GCEL to schedule the transfer of power against LTA and establish a letter of credit failing ·which regulatory action would be initiated. GCEL has filed a petition before the Delhi High Court against the letters issued by PGCIL. The Delhi High Court issued an interim order during the year ended March 31, 2018 staying the operation of the impugned letters till GCEL has the opportunity to approach CERC for such relief and accordingly GCEL has submitted an application with CERC on October 21, 2017 to restrain PGCIL from operationalizing LTA and consequently raising the bill for the same. GCEL had requested the CERC to continue the interim protection granted by CERC till the last date of hearing, which has been accepted by the CERC. The CERC has passed the order in case of 92/MP /2015 dated March 08, 2019 wherein CERC has held that relinquishment charges are payable in certain circumstances using the methodology for such computation as specified in the Order. The CERC further ordered PGCIL to assess the transmission capacity which is likely to be stranded due to relinquishment of LTA. GCEL based on an legal opinion is of the view that the factors adversely impacting the supply of power by GCEL is ""Force Majeure"" as per BPTA and accordingly, believes that this will not have financial implications on GCEL.

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

The management has accounted for an impairment loss of ₹ 969.58 crore in the value of Group's investment in GCEL which has been disclosed as an exceptional item in the consolidated financial statements of the Group for the year ended March 31, 2019 and has completely provided for the investment in GCEL. Further the Group has accounted ₹ 515.67 crore as its share of loss of associates and joint venture during the year ended March 31, 2019. The management of the Group is of the view that the no consequential liability would arise, on account of aforesaid matters in view of bidding process and negotiations being in the final stages.

vi) 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

Notes to the consolidated financial statements for the year ended March 31, 2019

undertaken by the 24 projects coming up on the Alaknanda and Bhagirathi basins until further orders. Further, during the year ended March 31, 2016, Ministry of Environment Forest and Climate Change (‘MoEF’) has represented to the Supreme Court of India that of the six hydro projects in Uttarakhand, two projects including GBHPL requires certain design modifications as per the policy stipulations. During the year ended March 31, 2018, the validity of Environmental Clearance ('EC') granted to GBHPL by the MoEF ceased to exist. Pursuant to an application made by GBHPL, the MoEF vide its letter dated April 17, 2018, proposed to extend the EC granted to GBHPL for a period of 3 years, subject to the final outcome of the matter pending before the Court. Based on its internal assessment and a legal opinion, the management of the Group is confident of obtaining the requisite clearances and based on business plan and a valuation assessment carried out by an external expert during the year ended March 31, 2019, the management of the Group is of the view that the carrying value of net assets of GBHPL by GEL as at March 31, 2019 is appropriate.

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

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

ix) There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated 28th February, 2019. As a matter of caution, the Group has evaluated the same for provision on a prospective basis from the date of the SC order. The Group will update its provision, on receiving further clarity on the subject.

x) GWEL, a joint venture of the Group is entitled to claim tax holiday for any 10 consecutive years out of 15 years, from the year of commencement of commercial operations in 2013-14, under Section 80-IA of the Income Tax Act, 1961, with regard to income from generation of electrical energy. The management based on internal assessment, and based on certain favourable interim regulatory orders mentioned in the Note (vii) believes that there is a certainty with convincing evidence of availability of such future taxable income which ensure a reasonable rate of return to GWEL. Accordingly, during the current year, GWEL has recognised deferred tax asset of ₹ 247.24 crores (Group's share is ₹ 172.03 crores) on entire unabsorbed depreciation and carried forward losses as at March 31, 2019.

xi) Also refer Note 20(2).

8C. Financial Assets - Non-current investments (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Investments carried at fair value through consolidated statement of profit or loss		
In equity shares of other companies	0.56	0.56
Investments at amortised cost		
Investment in Debentures[1]	100.00	93.64
In other securities	4.57	1.23
	105.13	**95.43**
Aggregate book value of quoted investments	**-**	**-**
Aggregate market value of quoted investments	**-**	**-**
Aggregate value of unquoted investments	**105.13**	**95.43**

1. During the year ended March 31, 2011, GSPHPL had invested ₹ 100.00 crore in Kakinada Infrastructure Holding Private Limited (KIHPL), a shareholder in KSPL, through cumulative optionally convertible debentures with coupon rate of 0.10% p.a. GSPHPL is entitled to exercise the option of conversion of the aforesaid debentures into equity shares of KIHPL at a mutually agreed valuation at any time not exceeding 36 months

Notes to the consolidated financial statements for the year ended March 31, 2019

from the date of execution of the debenture agreement (March 18, 2011). This period had been extended by 18 months with effect from March 18, 2014. During the year ended March 31, 2016, this period has been further extended by 36 months from September 18, 2015. During the year ended March 31, 2019 this period has been further extended for 12 months. In the event GSPHPL does not exercise the option to convert the debentures into shares within the said period, the debentures shall be compulsorily converted by KIHPL into equity shares on expiry of the aforementioned period. The investment in KIHPL of ₹ 100.00 crore has been carried at amortised cost as per Ind AS 109.

9. Trade receivables

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Trade Receivables from external parties	109.22	81.63	1,328.20	1,438.47
Receivables from joint ventures and associates (Note 49)	-	-	112.65	255.61
Receivables from other related parties (Note 49)	-	-	6.52	75.57
Total	**109.22**	**81.63**	**1,447.37**	**1,769.65**
Break-up for security details:				
Unsecured, considered good	109.22	81.63	1,447.37	1,769.65
Unsecured, credit impaired	25.18	10.35	9.40	23.11
	134.40	**91.98**	**1,456.77**	**1,792.76**
Less: Allowance for doubtful receivables including allowance for expected credit loss	(25.18)	(10.35)	(9.40)	(23.11)
Total	**109.22**	**81.63**	**1,447.37**	**1,769.65**

(i) Refer Note 49 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.

(ii) Trade receivables are non-interest bearing, except receivables of GHIAL amounting to ₹ 129.47 crore (March 31, 2018: ₹88.61 crore) which is at 18%.

(iii) Includes retention money deducted by customer 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.

10. Loans

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Security Deposit				
Unsecured, considered good				
Security deposit includes deposits with related parties (refer note below)	0.11	0.11	5.30	31.09
Security deposit with others	24.18	26.81	11.73	7.70
Unsecured- credit impaired	0.20	0.20	-	-
	24.49	27.12	17.03	38.79
Provision for doubtful deposits	(0.20)	(0.20)	-	-
Total (A)	**24.29**	**26.92**	**17.03**	**38.79**
Other loans				
Unsecured, considered good				
Loan to related parties (refer note below)	211.58	81.52	82.72	437.61
Loan to employees	1.75	0.58	5.20	2.38
Loan to others	39.21	36.22	4.83	3.10
	252.54	**118.32**	**92.75**	**443.09**

Notes to the consolidated financial statements for the year ended March 31, 2019

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Unsecured- credit impaired				
Loan to others	100.00	0.59	-	
Loan to associates/ joint ventures	270.17	214.82	-	-
	370.17	215.41	-	-
Provision for doubtful loans	(370.17)	(215.41)	-	-
Total (B)	**252.54**	**118.32**	**92.75**	**443.09**
Total (A+B)	**276.83**	**145.24**	**109.78**	**481.88**
Security deposit includes deposits with related parties:				
GMR Family Fund Trust ('GFFT')	-	-	4.28	31.09
GREPL	-	-	1.02	-
Others	0.11	0.11	-	-
	0.11	**0.11**	**5.30**	**31.09**
Loan to related parties considered good include:				
GMR Enterprises Private Limited ('GEPL')	-	-	2.40	373.40
GMR Holding Overseas Limited ('GHOL')	-	-	3.38	-
GFFT	-	-	4.61	-
Laqshya	-	2.65	-	-
MGCJV	-	10.04	-	-
PTDSI	173.36	-	-	-
PTBSL	-	-	27.91	-
GKEL	1.44	1.44	1.97	14.42
GVPGL	-	1.59	1.34	9.76
GBHPL	-	16.30	3.15	3.15
GMCAC	-	17.85	-	-
GREL	-	-	0.36	0.36
GWEL	-	1.44	17.73	14.84
GEL	-	-	1.48	1.68
GCHEPL	2.48	3.66	0.10	2.54
GGSPPL	-	-	0.24	-
GBHHPL	-	-	-	2.55
TIMDAA	-	0.75	-	-
WAISL	-	-	11.25	8.09
AAI	-	-	6.80	6.80
GMEL	-	-	-	0.02
GBEPL	34.30	25.80	-	-
	211.58	**81.52**	**82.72**	**437.61**
Loan to associates / joint ventures- credit impaired:				
GKEL	212.00	212.00	-	-
WAISL	2.82	2.82	-	-
GVPGL	16.30	-	-	-
GBHHPL	39.06	-	-	-
	270.18	**214.82**	**-**	**-**

1. Loans are non-derivative financial instruments which generate a fixed or variable interest income for the Group. The carrying value may be afftected by the changes in the credit risk of the counter parties.

Notes to the consolidated financial statements for the year ended March 31, 2019

11. Other financial assets

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Unsecured, considered good unless stated otherwise				
Non-current bank balances (refer note 15)	454.00	401.60	-	-
Total (A)	**454.00**	**401.60**	**-**	**-**
Derivative instruments at fair value through OCI				
Derivatives designated as hedge				
Cross currency swap (refer note 51)	239.23	71.69	-	-
Call spread option (refer note 51)	94.88	-	-	-
Total (B)	**334.11**	**71.69**	**-**	**-**
Derivative instruments at fair value through profit or loss				
Derivatives not designated as hedge				
Interest rate swap	-	-	1.73	-
Call spread option (refer note 51)	99.75	19.80	-	-
Total (C)	**99.75**	**19.80**	**1.73**	**-**
Unsecured, considered good unless stated otherwise				
Receivable against service concession arrangements	960.82	1,172.95	216.02	113.11
Unbilled revenue (refer note 49)	37.56	54.03	526.37	474.90
Interest accrued on fixed deposits	0.00	-	42.81	32.00
Interest accrued on long term investments including loans to group Companies (refer note 49)	17.07	-	8.72	11.99
Non trade receivable (refer note 49)	134.70	-	276.54	101.09
Receivable on account of proposed sale of stake in subsidiary (refer note 45 (xii))	-	-	3,613.08	-
Total (D)	**1,150.15**	**1,226.98**	**4,683.54**	**733.09**
Total (A+B+C+D)	**2,038.01**	**1,720.07**	**4,685.27**	**733.09**

12. Other assets

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Capital advances				
Unsecured, considered good				
Capital advances to related parties (refer note below)	279.59	72.90	-	-
Capital advances to others	1,318.67	160.11	-	-
Total (A)	**1,598.26**	**233.01**	**-**	**-**
Advances other than capital advances				
Unsecured, considered good				
Advances other than capital (refer not 49)	7.55	8.03	127.13	170.92
Passenger service fee (Security Component) [Refer note 45(iv)]	25.65	24.74	-	-
Unsecured, considered doubtful	0.04	0.04	-	-
	33.24	32.81	127.13	170.92
Provision for doubtful advances	(0.04)	(0.04)	-	-
Total (B)	**33.20**	**32.77**	**127.13**	**170.92**
Other advances				
Prepaid expenses[1]	102.88	8.93	43.30	44.29
Deposit/ balances with statutory/ government authorities	56.97	65.34	53.28	31.27
Other receivable	-	-	10.81	6.78
Total (C)	**159.85**	**74.27**	**107.39**	**82.34**
Total (A+B+C)	**1,791.31**	**340.05**	**234.52**	**253.26**
Capital advances includes advances to related parties:				
GEPL	50.00	50.00	-	-
Polygon Enterprises Private Limited ('Polygon')	22.90	22.90	-	-
Megawide Construction Corporation ('MCC')	206.69	-	-	-
Total	**279.59**	**72.90**	**-**	**-**

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1. The above amount includes upfront fees paid on rupee term loan facility amounting to ₹ 4,200 crore entered by GHIAL with a bank which is pending disbursement as at reporting date.

13. Inventories

Particulars	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Raw materials (valued at lower of cost and net realizable value) (refer note 28)	45.07	38.60
Traded Goods (refer note 29)*	15.10	16.92
Consumables, Stores and Spares	52.40	48.67
Total inventories (valued at lower of cost and net realisable value)	**112.57**	**104.19**

* Includes goods in transit of ₹ 2.58 Crore (March 31, 2018: ₹ 4.09 Crore)

14. Financial Assets - Current investments

Particulars	March 31,2019 ₹ in crore	March 31, 2018 ₹ in crore
Investments carried at fair value through consolidated statement of profit or loss (unquoted)		
Investment in domestic mutual funds	1,032.81	3,172.68
Investment in overseas funds by foreign subsidiaries	161.12	225.88
Investments carried at amortised cost		
Investment in commercial papers	1,064.83	594.88
Investments in domestic other funds	91.58	45.87
	2,350.34	**4,039.31**

Notes:

1. Aggregate market value of current quoted investments - ₹ Nil (March 31, 2018: ₹ Nil)
2. Aggregate carrying amount of current unquoted investments ₹ 2,350.34 crore (March 31, 2018: ₹ 4,039.31 crore)
3. Aggregate provision for diminution in the value of current investments ₹ Nil (March 31, 2018: ₹ Nil)

15. Cash and cash equivalents

Particulars		Non-current		Current	
		March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Balances with banks					
- on current accounts[2,3,5,7]		0.28	0.28	239.83	709.69
- Deposits with original maturity of less than three months		-	-	670.28	928.01
Cheques / drafts on hand		-	-	1.74	5.66
Cash on hand / credit card collection		-	-	6.81	3.80
	(A)	**0.28**	**0.28**	**918.66**	**1,647.16**
Bank balances other than cash and cash equivalents					
- Deposits with remaining maturity for less than 12 months[7]		-	-	695.44	275.19
- Restricted balances with banks[1,4,6]		453.72	401.32	15.55	56.72
	(B)	**453.72**	**401.32**	**710.99**	**331.91**
Amount disclosed under other financial assets (refer note 11)		(454.00)	(401.60)	-	-
	(C)	**(454.00)**	**(401.60)**	**-**	**-**
Total	**(A+B+C)**	**-**	**-**	**1,629.65**	**1,979.07**

Notes:

1. Includes fixed deposits in GICL of ₹ 139.93 crore (March 31, 2018: ₹ 184.59 crore) with Eurobank, Cyprus. The Republic of Cyprus is presently facing economic difficulties. The management is of the view that in spite of such economic difficulties the amount held as fixed deposit with Eurobank is good for recovery though withdrawal of the amount from the Republic of Cyprus would be subject to restriction as may be imposed by the Central Bank of Cyprus. Accordingly, the amount of deposit has been considered as non current.

Notes to the consolidated financial statements for the year ended March 31, 2019

2. Includes balances in Exchange Earner's Foreign Currency ('EEFC') Accounts.
3. Includes unclaimed dividend of ₹ 0.27 crore (March 31, 2018 : ₹ 0.27 crore) and ₹ 0.01 crore (March 31, 2018: ₹ 0.01 crore) towards DSRA maintained by the Company with ICICI.
4. 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 long-term and short-term borrowings / hedging of FCCB interest / towards bank guarantee and letter of credit facilities availed by the Group.
5. 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.
6. Refer notes 18 and 23 as regards restriction on balances with banks arising in connections with the borrowings made by the Group.
7. Includes Marketing Fund in DIAL of ₹ 58.29 crore (March 31, 2018: ₹ 50.55 crore). Refer note 45.
8. For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Balances with banks:		
- On current accounts	239.83	709.69
Deposits with original maturity of less than three months	670.28	928.01
Cheques / drafts on hand	1.74	5.66
Cash on hand / credit card collection	6.81	3.80
Cash at bank and short term deposits attributable to entities held for sale (refer note 36)	0.59	3.39
Less: Bank overdraft*	(6.23)	(0.97)
Cash and cash equivalents for consolidated statement of cash flow	**913.02**	**1,649.58**

*Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. A characteristic of such banking arrangements is that the bank balance often fluctuates from being positive to overdrawn. Accordingly, the Group has considered only such bank overdrafts which fluctuates from being positive to overdrawn often.

16. Equity

Particulars	Equity Shares		Preference Shares	
	In Numbers	(₹ in crore)	In Numbers	(₹ in crore)
Authorised share capital:				
At April 01, 2017	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**
Increase / (decrease) during the year	-	-	-	-
At March 31, 2018	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**
Increase / (decrease) during the year	-	-	-	-
At March 31, 2019	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**

a. Issued equity capital
Equity shares of ₹ 1 each issued, subscribed and fully paid

	In Numbers	(₹ in crore)
At April 01, 2017	**6,035,945,275**	**603.59**
Changes during the year	-	-
At March 31, 2018	**6,035,945,275**	**603.59**
Changes during the year	-	-
At March 31, 2019	**6,035,945,275**	**603.59**

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 is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Notes to the consolidated financial statements for the year ended March 31, 2019

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 the shareholder	March 31, 2019		March 31, 2018	
	No. of shares held	(₹ in crore)	No. of shares held	(₹ in crore)
GMR Infra Ventures LLP ('GIVLLP'), an associate of the Holding Company Equity shares of ₹ 1 each, fully paid up	31,321,815	3.13	31,321,815	3.13
GMR Enterprises Private Limited ('GEPL'), the holding company Equity shares of ₹ 1 each, fully paid up	2,962,422,625	296.24	2,878,245,098	287.82
Welfare Trust of GMR Infra Employees ('GWT'), an associate of the Holding Company Equity shares of ₹ 1 each, fully paid up	17,999,800	1.80	17,999,800	1.80
GMR Business and Consulting LLP ('GBC'), an associate of the Holding Company Equity shares of ₹ 1 each, fully paid up	805,635,166	80.56	805,635,166	80.56
Cadence Retail Private Limited ('CRPL'), a subsidiary of the Holding Company Equity shares of ₹ 1 each, fully paid up	-	-	1,00,000	0.01

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

Name of the shareholder	March 31, 2019		March 31, 2018	
	No. of shares held	% holding in class	No. of shares held	% holding in class
Equity shares of ₹ 1 each fully paid				
GEPL	2,962,422,625	49.08%	2,878,245,098	47.69%
GBC	805,635,166	13.35%	805,635,166	13.35%
DVI Fund Mauritius Limited	505,584,900	8.38%	-	0.00%

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) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

During the year ended March 31, 2016, 5,683,351 Series A CCPS and 5,683,353 Series B CCPS of face value of ₹ 1,000 each have been converted into 359,478,241 equity shares of face value of ₹ 1 each at a price of ₹ 15.81 per equity share (including securities premium of ₹ 14.81 per equity share) and 380,666,645 equity shares of face value of ₹ 1 each at a price of ₹ 14.93 per equity share (including securities premium of ₹ 13.93 per equity share) respectively.

f) Shares reserved for issue under options

For details of shares reserved for issue on conversion of foreign currency convertible bonds ('FCCB'), please refer note 18 related to terms of conversion/ redemption of FCCB.

Notes to the consolidated financial statements for the year ended March 31, 2019

17. Other Equity

(₹ in crore)

Equity component of preference shares (refer note 45(xii))		
Balance as at April 1, 2017		507.09
Less: Amount transferred to surplus in the consolidated statement of profit and loss.		(133.94)
Balance as at March 31, 2018		373.15
Less: Converted to equity shares during the year (refer note 45(xii))		(373.15)
Balance as at March 31, 2019	**(A)**	**-**
Equity component of optionally convertible debentures ('OCD's') (refer note 18)		
Balance as at April 1, 2017		-
Balance as at March 31, 2018		-
Add: Equity component recognised on issuance of OCD's		45.92
Balance as at March 31, 2019	**(B)**	**45.92**
Treasury shares (refer note 48(i))		
Balance as at April 1, 2017		(101.54)
Balance as at March 31, 2018		(101.54)
Balance as at March 31, 2019	**(C)**	**(101.54)**
Securities premium (refer note 17(h))		
Balance as at April 01, 2017		11,115.80
Balance as at March 31, 2018		11,115.80
Less: amount transferred to retained earning during the year (refer note 45(xii))		(1,104.82)
Balance as at March 31, 2019	**(D)**	**10,010.98**
Debenture redemption reserve (refer note 17(c))		
Balance as at April 01, 2017		181.32
Balance as at March 31, 2018		181.32
Add: amount transferred from the surplus balance in the consolidated statement of profit and loss		38.44
Less: amount transferred to the surplus balance in the consolidated statement of profit and loss		(32.34)
Balance as at March 31, 2019	**(E)**	**187.42**
Capital reserve on consolidation (refer note 17 (f))		
Balance as at April 01, 2017		(162.07)
Balance as at March 31, 2018		(162.07)
Less: Minority share on account of dilution in stake in subsidiary (refer note 45(xii))		(0.20)
Balance as at March 31, 2019	**(F)**	**(162.27)**
Capital reserve on acquisition (refer note 17(a))		
Balance as at April 01, 2017		3.41
Balance as at March 31, 2018		3.41
Balance as at March 31, 2019	**(G)**	**3.41**
Capital reserve on government grant (refer note 17(d))		
Balance as at April 01, 2017		67.41
Balance as at March 31, 2018		67.41
Less: Minority share on account of dilution in stake in subsidiairy (refer note 45(xii))		(3.96)
Balance as at March 31, 2019	**(H)**	**63.45**
Capital reserve on forfeiture (Refer note 17 (e))		
Balance as at April 01, 2017		141.75
Balance as at March 31, 2018		141.75
Balance as at March 31, 2019	**(I)**	**141.75**

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Foreign currency monetary translation difference account (FCMTR) (refer note 17(g))		
Balance as at April 01, 2017		33.43
Add: Exchange differences on FCCB recognised during the year		7.80
Less: FCMTR amortisation during the year		(0.83)
Balance as at March 31, 2018		40.40
Less: Exchange differences on FCCB recognised during the year		(114.50)
Add: FCMTR amortisation during the year		5.79
Balance as at March 31, 2019	**(J)**	**(68.31)**
Special Reserve u/s 45-IC of Reserve Bank of India ('RBI') Act (refer note 17(b))		
Balance as at April 01, 2017		26.64
Add: Amount transferred from surplus / (deficit) in the consolidated statement of profit and loss		43.82
Balance as at March 31, 2018		70.46
Less: Minority share on account of dilution in stake in subsidiairy		(3.87)
Balance as at March 31, 2019	**(K)**	**66.59**
Surplus in the consolidated statement of profit and loss		
Balance as at April 01, 2017		(7,125.31)
Profit/ (Loss) for the period		(1,363.86)
Add: Amount transferred from equity component of preference shares		133.94
Less: Special Reserve u/s 45-IC of RBI Act (refer note 17(b))		(43.82)
Less: Re-measurement (losses) / gains on post employment defined benefit plans		(3.10)
Less: Preference share dividend declared by a subsidiary		(3.77)
Less: Dividend distribution tax on preference share dividend declared by subsidiaries		(0.77)
Less: Dividend distribution tax on equity share dividend declared by subsidiaries		(44.14)
Balance as at March 31, 2018		**(8,450.83)**
Profit/ (Loss) for the period		(3,580.58)
Add: Amount transferred to the surplus balance in the consolidated statement of profit and loss from debenture redemption reserve		32.34
Less: Amount transferred from the surplus balance in the consolidated statement of profit and loss to debenture redemption reserve		(38.44)
Less: Adjustment due to application of Ind AS 115 'Revenue from contracts with customers'		(10.56)
Add: Adjustment on account of change in useful life of PPE due to AERA order		(27.46)
Less: Purchase of CCPS A of GAL held by non controlling shareholders (refer note 45(xii))		(2,251.21)
Less: Put option Obligation for purchase of minority shareholding of GAL		(996.20)
Add: Sale of shares shown as receivable under current financial assets (refer note 45(xii))		3,613.08
Less: Adjustment on account of dilution of stake in APFT		(0.83)
Add: Acquisition of additional stake in subsidiary company		25.19
Less: Re-measurement (losses) / gains on post employment defined benefit plans		(2.35)
Less: Dividend distribution tax on dividend declared by subsidiaries		(24.85)
Balance as at March 31, 2019	**(L)**	**(11,712.70)**
Components of Other Comprehensive Income ('OCI')		
Foreign currency translation difference account (FCTR) (refer note 17(i))		
Balance as at April 01, 2017		61.54
Movement during the year		(134.68)
Non controlling interest		2.22
Balance as at March 31, 2018		(70.92)
Movement during the year		163.30
Non controlling interest		(8.14)
Balance as at March 31, 2019	**(M)**	**84.24**
Cash flow hedge reserve (refer note 17(j))		
Balance as at April 01, 2017		(10.78)

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Add: movement during the year		27.09
Non controlling interest		(9.90)
Balance as at March 31, 2018		6.41
Add: movement during the year		12.68
Add: Minority share on account of dilution in stake in subsidiairy		3.53
Non controlling interest		(5.20)
Balance as at March 31, 2019	**(N)**	**17.42**
Total other equity (A+B+C+D+E+F+G+H+I+J+K+L+M+N)		
Balance as at March 31, 2018		**3,214.75**
Balance as at March 31, 2019		**(1,423.64)**

a) GAPL purchased the aircraft division of GMR Industries Limited ('GIDL') 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), require the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued over the life of the debentures.

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 1, 2011 was included in Capital reserve (government grant).

e) 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 Re.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 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 positive capital reserve arising on consolidation of the entity 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 gain of ₹ 108.71 crore (March 31, 2018: exchange loss ₹ 6.97 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 profit and loss over the balance period of such long term monetary asset.

Notes to the consolidated financial statements for the year ended March 31, 2019

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, 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.

18. Long-term borrowings

(₹ in crore)

Particulars	Non - current		Current Maturities	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Debentures / Bonds				
Foreign currency convertible bonds (unsecured)	2,032.81	1,920.62	-	-
Foreign currency senior notes (secured)	7,941.58	7,488.47	-	-
Non convertible debentures (secured)	812.95	1,032.70	264.88	215.92
Non convertible debentures (unsecured)	1,176.06	-	873.94	-
Optionally convertible debentures (secured)	-	-	120.86	-
Term loans				
From banks				
Indian rupee term loans (secured)	6,221.86	6,202.78	684.37	604.80
Foreign currency loans (secured)	1,543.33	2,206.93	1,223.80	671.51
From financial institutions				
Indian rupee term loans (secured)	1,118.46	1,377.11	329.30	412.74
Indian rupee term loans (unsecured)	260.00	-	-	-
From others				
Indian rupee term loans (secured)	140.78	-	50.18	0.06
Loans from related parties (unsecured)	95.70	4.56	3.09	-
Liability component of compound financial instrument				
Convertible preference shares (unsecured)	5.23	4.73	-	-
Other loans				
Finance lease obligation (secured)	-	-	0.66	0.66
Negative grant (unsecured)	-	-	66.41	66.41
From the State Government of Telangana ('GoT') (unsecured)	315.05	315.05	-	-
	21,663.81	**20,552.95**	**3,617.49**	**1,972.10**
The above amount includes				
Secured borrowings	17,778.96	18,307.99	2,674.05	1,905.69
Unsecured borrowings	3,884.85	2,244.96	943.45	66.41
Amount disclosed under the head 'Other current financial liabilities' (Refer note 20)				
- current maturities of long term borrowings	-	-	(3,616.83)	(1,971.44)
- current maturities of finance lease obligations	-	-	(0.66)	(0.66)
Net amount	**21,663.81**	**20,552.95**	**-**	**-**

Notes to the consolidated financial statements for the year ended March 31, 2019

A. Terms of security

The aforementioned borrowings 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, performance bond, corporate guarantees given by the Group, 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). Further, out of the above, borrowings of ₹ 940.82 crore (March 31, 2018: ₹ 733.28 crore) have been secured against some of the personal assets of certain directors and assets held / corporate guarantee given by the holding company / fellow subsidiaries.

B. Terms of repayment

(₹ in crore)

Particulars	Interest rates range (p.a)	Amount outstanding as at March 31, 2019	Repayable within		
			1 year	1 to 5 years	>5 years
Debentures / Bonds					
Foreign currency convertible bonds (unsecured)	7.50%	2,074.65	-	-	2,074.65
Foreign currency senior notes (secured)	4.25% - 6.125%	8,031.32	-	1,996.85	6,034.47
Non convertible debentures (secured)	8.55% - 13.35%	1,080.27	265.59	391.63	423.05
Non convertible debentures (unsecured)	15%	2,050.00	873.94	1,176.06	-
Optionally convertible debentures (secured)	0%	129.24	129.24	-	-
Term loans					
From banks					
Indian rupee term loans (secured)	9% - 13.70%	7,100.31	712.73	3,545.95	2,841.63
Foreign currency loans (secured)	6 month USD Libor + 5.25% / 3 month USD Libor + 2.25%	2,770.14	1,223.80	1,546.34	-
From financial institutions					
Indian rupee term loans (secured)	9.50% - 14.05%	1,452.62	330.24	975.08	147.30
Indian rupee term loans (unsecured)	9.75% - 11.25%	260.00	-	75.00	185.00
From others					
Indian rupee term loans (secured)	0%	229.68	57.42	172.26	-
Loans from related parties (unsecured)	12.25%	98.79	3.09	95.70	-
Liability component of compound financial instrument					
Convertible preference shares (unsecured)	6%	5.23	-	-	5.23
Other loans					
Finance lease obligation (secured)	10%	0.66	0.66	-	-
Negative grant (unsecured)	NA	66.41	66.41	-	-
From the State Government of Telangana ('GoT') (unsecured)	0%	315.05	-	63.01	252.04
		25,664.37	**3,663.12**	**10,037.88**	**11,963.37**

Note:

i) Reconciliation with carrying amount

(₹ in crore)

Total Amount repayable as per repayment terms	25,664.37
Less: Impact of recognition of borrowing at amortised cost using effective interest method	383.07
Net Carrying Value	**25,281.30**

Notes to the consolidated financial statements for the year ended March 31, 2019

ii) The period and amount of default as on the balance sheet date with respect to abovementioned borrowings are as follows:

S No.	Nature	Particulars	March 31, 2019 ₹ in crore	Period of delay (No. of Days)	March 31, 2018 ₹ in crore	Period of delay (No. of Days)
1	Payment of principal	Indian rupee term loan from banks and financial institutions	59.21	0-90	2.92	0-90
2	Payment of principal/ premium	Non convertible debentures	59.24	0-30	-	-
3	Payment of interest	Interest on Foreign currency convertible bonds (FCCB's)*	159.15	0-120	-	-
		Interest on Indian rupee term loan from banks and financial institutions	56.06	0-90	45.35	0-90
		Total	**333.66**		**48.27**	

* The Company has a one time contractual option to delay payment of interest for a year.

C. Other notes

1. Pursuant to the approval of the Management Committee of the Board of Directors dated December 10, 2015, the Company had issued 7.50% Unlisted FCCBs of USD 30.00 crore to Kuwait Investment Authority with a maturity period of 60 years. The Subscriber can exercise the conversion option on and after 18 months from the closing date up to close of business on maturity date. Interest is payable on an annual basis. The FCCBs are convertible at ₹ 18 per share which can be adjusted downwards at the discretion of the Company, subject to the regulatory floor price. The exchange rate for conversion of FCCBs is fixed at ₹ 66.745/USD. As at March 31, 2019, The FCCB holders have not exercised the conversion option. The Company needs to take necessary steps in case the bondholders direct the Company to list the FCCBs on the Singapore Exchange Trading Limited.
2. 6% Redeemable, Convertible, Non-Cumulative Preference Shares of ₹ 100 each fully paid up issued by GCORRPL, are redeemable at par on June 1, 2026. These preference shares can be redeemed at the option of GCORRPL at any time, as may be determined by the Board of Directors of GCORRPL with one month prior notice to the preference shareholders. These preference shares have been classified as financial liability by GCORRPL and are measured at amortised cost of ₹ 5.27 crore (March 31, 2018: ₹ 4.73 crore).
3. Against a secured Indian rupee term loan from bank taken by GACEPL, it has agreed to pay an additional interest of 0.60% p.a. on the loan from August, 2010 onwards if the claim submitted by GACEPL is awarded in favour of GACEPL during arbitration proceedings.
4. In case of certain secured Indian rupee term loans from a bank of the Company, the bank has a put option for full or part of the facility amount at the end of certain months from the date of first disbursement and every three months thereafter.
5. Negative grant of ₹ 66.41 crore (March 31, 2018: ₹ 66.41 crore) of GACEPL is interest free and recorded at amortised cost. Negative grant is repayable in unequal yearly instalments over the next 5 years. As at March 31, 2019, an amount of ₹ 66.41 crore (March 31, 2018: ₹ 66.41 crore) is due and GACEPL has obtained an interim stay order from the arbitration tribunal against the recovery of the negative grant till further orders. In accordance with the terms of the Concession agreement entered into with NHAI by GACEPL dated November 16, 2005, GACEPL has an obligation to pay an amount of ₹ 174.75 crore by way of Negative Grant to NHAI. GACEPL has paid an amount of ₹ 108.34 crore till March 31, 2019 (March 31, 2018: ₹ 108.34 crore).
6. In case of certain loans from banks and financial institutions, the lenders have certain mandatory prepayment rights as per the terms of the agreements.

19 Trade payables

Particulars	Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Trade payables[1]	1,959.86	1,957.24
	1,959.86	**1,957.24**

1. 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 52
   - The dues to related parties are unsecured, refer note 49

Notes to the consolidated financial statements for the year ended March 31, 2019

20. Financial liabilities

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Financial liabilities at fair value through profit or loss				
Derivatives not designated as hedge				
Foreign exchange forward contracts (refer note 51)	-	-	-	0.31
Financial liabilities at fair value through OCI				
Derivatives designated as hedge				
Call spread option (refer note 51)	-	18.83	-	-
Total (A)	**-**	**18.83**	**-**	**0.31**
Other financial liabilities at amortized cost				
Security deposit from concessionaires / customers	363.65	329.38	266.12	189.23
Security deposit from commercial property developers ('CPD')	13.02	7.48	-	116.75
Concession fee payable	192.54	212.01	84.08	22.15
Non-trade payable (including retention money)[1]	17.83	12.34	526.30	921.50
Liability towards non controlling interest / preference shareholders of subsidiaries / joint ventures (refer note 2 below and note 45 (xii))	-	-	2,186.38	-
Liability for voluntary retirement scheme	-	1.35	1.35	15.47
Interest / premium / processing fees payable on redemption of debenture/ loan	85.58	-	791.45	352.97
Current maturities of long term borrowings (refer note 18)	-	-	3,616.83	1,971.44
Current maturities of finance lease obligations (refer note 18)	-	-	0.66	0.66
Total (B)	**672.62**	**562.56**	**7,473.17**	**3,590.17**
Financial guarantees	49.57	62.17	15.76	6.10
Total (C)	**49.57**	**62.17**	**15.76**	**6.10**
Total (A+B+C)	**722.19**	**643.56**	**7,488.93**	**3,596.58**

1. 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.

2. In July 2010, IDFC and Temasek ('PE investors') had made certain investments through preference shares in GMR Energy Limited (GEL). There were certain amendments to the original arrangement between the Company, GEL and the PE investors. As per the latest amended Subscription and Shareholder Agreement executed in May 2016, preference shares held by the PE investors were converted into equity shares of GEL. Post conversion, the PE investors held 17.85% of equity shares in GEL with an exit option within the timelines as defined in the aforesaid amended agreement. As the said timelines have expired during the current year and the PE investors have sort for an exit without any further extensions, the Group has recognized the financial liability of ₹ 1,192.43 crore in the consolidated financial statements with corresponding investment in joint ventures and associates. Further, the Company based on the valuation assessment carried by an external expert as at March 31, 2019 has made a provision for diminution in the value of such investment of ₹ 400.25 crore.

21. Provisions

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Provision for employee benefits				
Provision for gratuity (refer note 40)	12.54	12.68	6.39	9.33
Provision for compensated absences	-	-	84.57	62.52
Provision for other employee benefits	-	-	9.88	11.13
Total (A)	**12.54**	**12.68**	**100.84**	**82.98**

Notes to the consolidated financial statements for the year ended March 31, 2019

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Other provisions				
Provision for operation and maintenance (refer note 43)	103.35	164.89	256.31	190.59
Provision for rehabilitation and settlement (refer note 43)	-	-	42.86	-
Provision for asset retirement obligation / decommissioning liability (refer note 43)	-	-	-	7.70
Provision for power banking arrangment (refer note 43)	-	-	44.45	64.67
Provision against standard assets (refer note 43)	7.44	0.55	0.14	0.40
Provision for loss in an associate (refer note 8 b)	-	-	615.36	715.28
Total (B)	**110.79**	**165.44**	**959.12**	**978.64**
Total (A+B)	**123.33**	**178.12**	**1,059.96**	**1,061.62**

22. Other liabilities

Particulars	Non-current		Current	
	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Advance received from customers and CPD's	73.60	134.84	884.08	881.63
Deferred / unearned revenue	1,964.96	1,643.42	145.34	199.91
Statutory dues payable	-	-	161.12	116.58
Marketing fund liability (refer note 45(vii))	-	-	58.29	51.51
Government Grants	40.87	46.13	5.27	5.27
Other Liabilities	0.03	-	58.48	44.27
Total	**2,079.46**	**1,824.39**	**1,312.58**	**1,299.17**

23. Short-term borrowings

Particulars	Interest rates range (p.a)	March 31, 2019 ₹ in crore	March 31, 2018 ₹ in crore
Secured			
Cash credit and overdraft from banks	10.85%-14.25%	421.78	205.73
Indian rupee short term loans from banks	12.60%	1,502.35	7.97
Non convertible debentures	19%	200.00	-
Unsecured			
Indian rupee short term loans from financial institutions	9.75%	-	185.00
Indian rupee short term loans from related parties	9.75%-12.25%	87.48	143.67
Foreign currency loan from related parties	0%	65.48	-
Indian rupee short term loans from others	11%-13%	21.50	-
		2,298.59	**542.37**
The above amount includes			
Secured borrowings		2,124.13	213.70
Unsecured borrowings		174.46	328.67
		2,298.59	**542.37**

Notes:

i) The aforementioned borrowings are secured against by way of first charge on the current assets including book debts, current assets, fixed assets, equipments, bank accounts including, without limitation, the TRA / Escrow account, lien/ pledge of various fixed deposits placed by certain entities of the Group, operating cash flows, receivables, revenues whatsoever in nature, present and future, pledge over certain shares of certain entities of the group and unconditional and irrevocable corporate guarantee by the certain entities of the Group.

ii) Indian rupee short term loans from others of ₹ 12.69 crore including interest of ₹ 1.19 crore (March 31, 2018: ₹ Nil) is overdue for payment for a period upto 45 days.

Notes to the consolidated financial statements for the year ended March 31, 2019

24. Sales / income from operations

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Sale of products		
Power segment:		
Income from sale of electrical energy	2.41	3.56
	2.41	**3.56**
Traded goods		
Power segment:		
Income from sale of electrical energy	350.99	1,267.86
Income from coal trading	239.68	261.70
	590.67	**1,529.56**
Airport segment:		
Non-aeronautical		
Sale of duty free goods	158.18	118.86
	158.18	**118.86**
Sale of services		
Airport segment:		
Aeronautical	1,898.19	2,510.83
Non-aeronautical	2,900.79	2,458.51
Improvements to concession assets	5.66	2.95
	4,804.64	**4,972.29**
Roads segment:		
Annuity income from expressways		
Operation and maintenance income (SCA) (Annuity)	72.73	130.69
Construction income	22.06	23.94
Toll income from expressways	349.54	311.44
	444.33	**466.07**
EPC segment:		
Construction revenue	904.85	931.12
	904.85	**931.12**
Others segment:		
Income from hospitality services	67.35	63.00
Income from management and other services	129.60	140.73
	196.95	**203.73**
Sales / income from operations	**7,102.03**	**8,225.19**

25. Other operating income

(₹ in crore)

	March 31, 2019	March 31, 2018
Income from commercial property development	195.86	187.44
Income from management and other services	78.58	116.56
Net gain on sale or fair valuation of investments	7.44	14.28
Others	15.81	13.02
	297.69	**331.30**

26. Finance income

(₹ in crore)

	March 31, 2019	March 31, 2018
Treated as operating income		
Interest income on:		
Bank deposits and others	38.99	41.09
Receivables from service concession arrangements	126.17	123.63
	165.16	**164.72**

Notes to the consolidated financial statements for the year ended March 31, 2019

Notes to revenue from contracts with customers

a) Timing of rendering of services:

(₹ in crore)

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time*	Total
Income from sale of electrical energy (refer note 24 (e))	353.40	-	353.40
Income from coal trading	239.68	-	239.68
Sale of duty free goods	158.18	-	158.18
Non-aeronautical	534.07	2,366.72	2,900.79
Aeronautical	1,674.11	224.08	1,898.19
Improvements to concession assets	-	5.66	5.66
Operation and maintenance income (SCA) (Annuity)	-	72.73	72.73
Construction income	-	926.91	926.91
Toll income from expressways	349.54	-	349.54
Income from Hospitality Service	67.35	-	67.35
Income from Management and other services	39.07	169.11	208.18
Income from Commercial property Development	-	195.86	195.86
Net gain on sale or fair valuation of investments	-	7.44	7.44
Other Operating revenue	8.15	7.66	15.81
Bank deposits and others	-	38.99	38.99
Interest income from service concession arrangements	-	126.17	126.17
Total	**3,423.56**	**4,141.32**	**7,564.88**

* 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 statement of profit and loss with contracted price

(₹ in crore)

Particulars	March 31, 2019
Revenue as per contracted price	9,145.75
Significant financing component	5.90
Adjustment to revenue where the Group is acting as an agent	(1,586.77)
Revenue from contract with customer	**7,564.88**

c) Contract Balances

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Receivables		
- Non Current (Gross)	134.40	91.98
- Current (Gross)	1,456.77	1,792.76
- Provision for impairment loss (non current)	(25.18)	(10.35)
- Provision for impairment loss (current)	(9.40)	(23.11)
Contract assets		
Unbilled revenue		
- Non Current	37.56	54.03
- Current	526.37	474.90
Contract Liabilities		
Deferred / unearned revenue		
- Non Current	1,964.96	1,643.42
- Current	145.34	199.91
Advance received from customers and CPD's		
- Non Current	73.60	134.84
- Current	884.08	881.63

d) Revenue recognised during the year from the performance obligation satisfied upto previous year (arising out of contract modifications) amounts to ₹ Nil

e) Revenue recognised during the year from opening balance of contract liabilities amounts to ₹ 144.53 crore.

f) ' Refer note 2.2 for impact of Ind AS 115 on statement of profit and loss, balance sheet and equity.

Notes to the consolidated financial statements for the year ended March 31, 2019

27. Other Income (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Interest income on bank deposits and others	371.38	169.47
Provisions no longer required, written back	59.32	4.48
Net gain on sale or fair valuation of investments	177.28	208.56
Gain on account of foreign exchange fluctuations (net)	-	70.00
Gain on fair valuation of derivative instrument	1.78	16.81
Profit on sale of fixed assets (net)	0.02	-
Lease rentals	29.20	16.55
Income from Government grant	5.26	4.11
Income from duty credit scripts	55.11	30.27
Miscellaneous income	20.49	32.79
	719.84	**553.04**

28. Cost of materials consumed (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Inventory at the beginning of the year	38.60	66.52
Add: Purchases	354.63	360.41
	393.23	426.93
Less: Inventory at the end of the year (refer note 13)	(45.07)	(38.60)
	348.16	**388.33**

29. Purchase of traded goods (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Purchase of electrical energy	310.57	1,228.43
Purchase of coal for trading	235.84	251.85
Purchase of duty free items	59.67	47.84
Purchase of other goods for trading	-	2.08
	606.08	**1,530.20**

30. (Increase) / decrease in stock in trade (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Stock as at April 1, (refer note 13)	16.92	16.85
Less: Stock as at March 31, (refer note 13)	(15.10)	(16.92)
	1.82	**(0.07)**

31. Employee benefit expenses (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Salaries, wages and bonus	656.58	597.00
Contribution to provident and other funds (refer note 40)	54.51	43.24
Gratuity expenses (refer note 40)	9.91	13.45
Staff welfare expenses	38.88	36.66
	759.88	**690.35**

32. Other expenses (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Consumption of stores and spares	70.13	54.57
Electricity and water charges	155.23	167.48
Airport service charges / operator fees (refer note 49)	129.59	185.82
Repairs and maintenance	340.60	311.22

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Manpower hire charges	98.26	91.25
Legal and professional fees	205.55	242.03
Directors' sitting fees	1.67	1.41
Writeoff / provision towards carrying amount of investments	4.82	2.42
Provision / write off of doubtful advances and trade receivables	184.14	24.26
Exchange differences (net)	155.69	-
Donation (includes corporate social responsibility expenditure)	116.58	27.77
Fixed assets written off / loss on sale of fixed assets (net)	1.67	2.78
Logo fees	1.59	1.70
Expenses of commercial property development	33.18	49.32
Rent	77.18	70.06
Rates and taxes	80.02	47.71
Miscellaneous expenses	217.29	206.31
	1,873.19	**1,486.11**

33. Depreciation and amortisation expenses (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Depreciation on property, plant and equipment	878.32	931.34
Depreciation on investment property	0.88	0.88
Amortisation of intangible assets	104.76	96.18
	983.96	**1,028.40**

34. Finance costs (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Interest on debts and borrowings	2,284.41	2,074.32
Interest on cross currency swap (refer note 51)	77.19	31.36
Bank charges	127.99	57.01
Call spread option premium	194.56	153.65
	2,684.15	**2,316.34**

35. 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.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	March 31, 2019	March 31, 2018
Profit attributable to equity holders of the parent:		
Continuing operations (₹ in crore)	(3,693.69)	(1,345.04)
Discontinued operations (₹ in crore)	113.11	(18.82)
Profit attributable to equity holders of the parent for basic / diluted earnings per share (₹ in crore)	**(3,580.58)**	**(1,363.86)**
Weighted average number of equity shares for basic EPS	6,01,79,45,475	6,01,79,45,475
Effect of dilution	-	-
Weighted average number of equity shares adjusted for the effect of dilution	6,01,79,45,475	6,01,79,45,475

Notes to the consolidated financial statements for the year ended March 31, 2019

Earnings per share for continuing operations - Basic and Diluted (₹)	(6.14)	(2.24)
Earnings per share for discontinued operations - Basic and Diluted (₹)	0.19	(0.03)
Earnings per share for continuing and discontinued operations - Basic and Diluted (₹)	(5.95)	(2.27)

Notes:

1 Considering that the Company has incurred losses during the year ended March 31, 2019 and March 31, 2018, the allotment of conversion option in case of FCCBs 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.

2. Weighted average number of equity shares used for computing earning per share (basic and diluted) have been adjusted for 17,999,800 treasury shares held by GWT as detailed in note 48(i).

Particulars	March 31, 2019	March 31, 2018
Total number of Equity shares	6,03,59,45,275	6,03,59,45,275
Treasurary shares held by GIL	1,79,99,800	1,79,99,800
Weighted Average Number of Shares	**6,01,79,45,475**	**6,01,79,45,475**

36. Discontinued operations

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

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

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

Accordingly, no adjustments have been made to the accompanying consolidated financial statements of the Group for the year ended March 31, 2019.

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

c) During the year ended March 31, 2018, the Group had entered into an agreement for sale of 4 x 50 MW diesel based power plant for a sale consideration of ₹ 57.00 crore. On account of the aforesaid discontinuance of operations, an amount of ₹ 22.12 crore (March 31, 2018: ₹ 26.10 crore) has been disclosed under 'other income' from discontinued operations in the consolidated financial statements for the year ended March 31, 2019.

(d) Profit / (loss) from discontinued operations

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Income		
Revenue from operations:		
Income from mining activities	42.78	-
Other income	25.63	33.91
Total income	**68.41**	**33.91**

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Expenses		
Cost of mining activities	42.68	-
Employee benefit expenses	10.90	6.50
Other expenses	16.79	34.32
Depreciation and amortisation expenses	1.17	20.68
Finance costs	3.68	4.38
Total expenses	**75.22**	**65.88**
(Loss) / profit before exceptional items and tax from discontinued operations	**(6.80)**	**(31.96)**
Exceptional items		
Profit/ (loss) on sale/dilution of subsidiary (Refer note 36 (b))	124.64	-
Profit / (loss) from discontinued operations before tax expenses	**117.84**	**(31.96)**
Tax expenses of discontinued operations		
Current tax	7.32	-
Adjustments to tax relating to earlier periods	0.41	-
Deferred tax expense / (credit)	(0.01)	(0.02)
Profit / (loss) after tax from discontinued operations	**110.12**	**(31.94)**

(e) Assets held for sale

The Group has following non-current assets/disposal groups recognized as held for sale as at March 31, 2019:

Asset / Disposal Group	Reportable segment
GMIAL	Airport segment
EDWPCPL	Power segment
GKUAEL	Road segment
GOSEHHHPL	Road segment

The Group has following non-current assets / disposal groups recognized as held for sale as at March 31, 2018:

Asset / Disposal Group	Reportable segment
GMIAL	Airport segment
GPCL	Power segment
PTDSU	Power segment
EDWPCPL	Power segment
GKUAEL	Road segment
GOSEHHHPL	Road segment

The details of assets/disposal group classified as held for sale and liabilities associated thereto are as under:

(₹ in crore)

Particulars	As at March 31, 2019	As at March 31, 2018
Group of assets classified as held for sale		
Property, plant and equipment	0.05	10.82
Intangible assets (including goodwill)	-	256.89
Intangible assets under development	-	534.35
Investment in GOSEHHHPL	25.33	30.15
Investment in EDWPCPL	0.01	0.01
Other assets including claims recoverable	3.52	110.55
Total	**28.91**	**942.77**
Liabilities associated with group of assets classified as held for sale		
Trade payables		
Borrowings	-	271.36

Notes to the consolidated financial statements for the year ended March 31, 2019

Other liabilities	47.30	247.82
Provisions	7.96	10.30
Liabilities for current tax (net)	4.82	1.32
Total	**60.08**	**530.80**
Other Comprehensive Income		
Exchange difference on translation of Foreign Operations	15.88	0.37

(f) Borrowings include:

a) Secured foreign currency loan from a bank of ₹ Nil (March 31, 2018: ₹ 235.22 crore) of PTBSL was secured by a charge over insurance, inventory, plant and machinery, receivables of PTBSL and further secured by corporate guarantee from the Company. The loan carried an interest rate of LIBOR plus 6.07% p.a. and was repayable in 10 half yearly instalments commencing after 42 months from the first utilization date.

b) Unsecured foreign currency loan from others of ₹ Nil (March 31, 2018: ₹ 36.14 crore) of GMIAL carried an interest rate of 14% p.a. and was repayable in a single instalment on maturity. The same has been repaid during the year.

37. (a) Deferred Tax

Deferred tax (liability) / asset comprises mainly of the following: (₹ in crore)

S. No.	Particulars	March 31, 2019		March 31, 2018	
		Deferred tax asset	Deferred tax liability	Deferred tax asset	Deferred tax liability
	Deferred tax liability:				
1	Depreciation	-	1,103.74	-	1,133.83
2	Carry forward losses / unabsorbed depreciation	845.22	-	662.31	-
3	Intangibles (Airport Concession rights)	62.79	-	66.71	-
4	Others	45.13	177.92	74.58	69.83
	Sub- total (A)	**953.14**	**1,281.66**	**803.60**	**1,203.66**
	Deferred tax liability (net)		328.52		400.06
	Deferred tax asset :				
1	Depreciation	0.26	3.32	0.19	7.33
2	Carry forward losses / unabsorbed depreciation	65.94	-	1.08	-
3	MAT credit entitlement	514.38	-	382.12	-
4	Others	19.32	3.52	17.11	4.24
	Sub- total (B)	**599.90**	**6.84**	**400.50**	**11.57**
	Deferred tax asset (net)	593.06		388.93	
	Total (A+B)	**1,553.04**	**1,288.50**	**1,204.10**	**1,215.23**
	Deferred tax asset / (Deferred tax liability) (net)	264.54		(11.13)	
	Charge / (credit) for the year	-	(275.67)	-	(131.12)
	Reconciliation to the consolidated statements of profit and loss from continuing and discontinued operations				
	Charge / (credit) during the year as above	-	(275.67)	-	(131.12)
	Tax Income/(Expense) during the period recognized in OCI on :-	-	-	-	-
	(a) Cash flow hedge	-	(14.73)	-	(6.77)
	(b) Foreign currency translation reserve	-	(4.84)	-	(2.84)
	Equity component of OCD issued charged directly to Equity	-	(16.14)	-	-
	Charge/(credit) during the year	**-**	**(311.38)**	**-**	**(140.73)**

i. 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. The Group has recognised deferred tax asset on unabsorbed depreciation and carried forward losses in such entities as at March 31, 2019 and March 31, 2018 only to the extent of deferred tax liability as at March 31, 2019.

Notes to the consolidated financial statements for the year ended March 31, 2019

ii. In case of certain entities, as the timing differences are originating and reversing within the tax holiday period if so availed by the entity under the provisions of section 80-IA of the IT Act, deferred tax has not been recognised by these companies.

iii. As at March 31, 2019 aggregate amount of temporary difference associated with undistributed earnings of subsidiaries for which deferred tax liability has not been recognised is ₹ 576.56 crore (March 31, 2018 : ₹ 654.54 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. GHIAL has recognized, MAT credit entitlement of ₹ 405.41 crore (March 31, 2018: ₹ 269.10 crore), as GHIAL based on estimates expects to adjust this amount after expiry of the tax holiday period (i.e. AY 2022-23) u/s 80IA of the Income Tax Act, 1961. Management is confident that in view of the anticipated tariff orders for the control periods which will be effective from financial year 2019-20, the Company's normal tax liability will be more than the MAT payable after considering the deduction under section 80IA of the Income Tax, Act, 1961.

37. (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, 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: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Tax expenses of continuing operations		
(a) Current tax	223.52	195.35
(b) Adjustments of tax relating to earlier periods	0.44	(9.15)
(c) MAT credit entitlement	(132.11)	(110.36)
(d) Deferred tax expense / (credit)	(179.27)	(30.35)
Tax expenses of discontinued operations		
(a) Current tax	7.32	-
(b) Adjustments of tax relating to earlier periods	0.41	-
(c) Deferred tax expense / (credit)	(0.01)	(0.02)
Total taxes	**(79.70)**	**45.47**
OCI Section		
Deferred tax related to items recognized in OCI during the year		
Remeasurement gains / (losses) on defined benefit plans	(0.35)	0.24
Cashflow hedge reserve	14.73	6.53
Income tax charged to OCI	**14.38**	**6.77**
Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:		
(Loss) / Profit before taxes from continuing operations	(3,553.83)	(1,037.16)
(Loss) / Profit before taxes from discontinuing operations	117.84	(31.96)
Share of (Loss) / profit of associates and joint ventures (net)	(87.89)	(431.36)
(Loss) / Profit before taxes and share of profit/ (loss) of associates and joint ventures from continuing and discontinued operations	(3,348.10)	(637.76)
Applicable tax rates in India	24.94%	24.04%
Computed tax charge based on applicable tax rates of respective countries	**(835.02)**	**(153.31)**
1. Adjustments to taxable profits for companies with taxable profits		
(a) Income exempt from tax	(279.66)	(218.36)
(b) Items not deductible	104.88	89.44
(c) Adjustments on which deferred tax is not created / reversal of earlier years	885.43	295.80
(d) Adjustments to current tax in respect of prior periods	(3.19)	(9.15)
(e) Others	47.88	41.06
Tax expense as reported	**(79.70)**	**45.47**

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.

Notes to the consolidated financial statements for the year ended March 31, 2019

38. 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.

i. 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 37 for further disclosures.

ii. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 51 and 52 for further disclosures.

iii. 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 42 for further disclosure.

iv. 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 Company to estimate the costs incurred till date as a proportion of the

Notes to the consolidated financial statements for the year ended March 31, 2019

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.

v. 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 40.

vi. Impairment of non-current assets including property, plant and equipment, intangible assets, assets under construction/ development, investments in joint ventures, associates and goodwill

Determining whether property, plant and equipment, intangible assets, assets under construction/development, investments in joint ventures, associates 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/hectre 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 3,4,5,6,7,8 and 9).

vii. 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 customers. Significant management judgement is required to determine the revenue to be recognized in cases where regulatory order in favour of the company 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 favourable orders/ contractual terms of the PPA with the customers.

viii. Provision for periodic major maintenance

The entities in the road sector of the Group is 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 43)

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 and GHIAL, subsidiaries of the 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 and GHIAL

Notes to the consolidated financial statements for the year ended March 31, 2019

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 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 from DIAL 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 is being used both for providing regulated services (Aeronautical services) and for providing non-regulated services (Non-aeronautical services). Based on DIAL 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 and GHIAL and accordingly, the management has concluded that SCA does not apply in its entirety to DIAL 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 have majority shareholding, they have been accounted as joint ventures on account of certain participative rights granted to other partners / investors under the shareholding agreements. Similarly, as detailed in note 8b(13)(i), 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 04, 2016 under Ind AS. Further, as detailed in note 8b(12)(iv) and 8b(13)(v) GREL and GCEL 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 8A and 8B for further disclosure.

iii. Other significant judgements

a) Refer note 45(xi) as regards the revenue share payable by DIAL and GHIAL to the grantor.

b) Refer note 45(ii) and 45(v) as regards the revenue accounting of GHIAL and DIAL.

c) Refer note 45(xii) as regards the accounting of CCPS issued by GAL.

d) Refer 46(i) and 46(ii) as regard the recovery of claims in GACEPL and GHVEPL.

39. 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, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
DIAL*	India	39.75%	36.00%	36.00%	36.00%
GHIAL*	India	40.69%	37.00%	37.00%	37.00%
GPCL	India	49.00%	49.00%	49.00%	49.00%
GMIAL	Republic of Maldives	23.13%	23.13%	23.13%	23.13%
GAL*	India	5.86%	-	5.86%	-

* Refer note 45(xii) for details.

Notes to the consolidated financial statements for the year ended March 31, 2019

2 Accumulated balances of material non-controlling interest

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
DIAL	988.55	1,032.51
GHIAL	663.89	415.30
GPCL	133.81	133.36
GMIAL	154.72	146.62
GAL	130.69	-

3 Profit / (loss) allocated to material non-controlling interest

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
DIAL	(36.18)	18.40
GHIAL	287.45	228.52
GPCL	0.44	13.50
GMIAL	4.65	(11.92)
GAL	(7.29)	-

4. Summarised financial position

The summarised financial position of these subsidiaries are provided below. This information is based on amounts before inter-company eliminations:

(₹ in crore)

Particulars	DIAL		GHIAL		GPCL		GMIAL		GAL	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Non current assets										
Property, plant and equipments	6,484.51	6,806.21	2,009.60	1,571.25	0.25	0.03	-	-	4.59	-
Capital work in progress	245.90	194.44	365.10	292.06	-	-	-	-	-	-
Intangible assets	387.29	395.30	2.81	1.41	-	-	-	-	-	-
Investments	289.37	289.37	626.23	525.33	0.54	0.54	-	-	4,217.72	-
Financial assets	331.14	3.67	346.45	91.62	0.06	22.45	-	-	13.16	-
Other non current assets (including non current tax assets)	1,014.28	56.28	547.07	87.63	14.83	11.62	-	-	60.78	-
Deferred tax assets	-	-	405.41	269.10	-	-	-	-	72.19	-
Total	**8,752.49**	**7,745.27**	**4,302.67**	**2,838.40**	**15.68**	**34.64**	**-**	**-**	**4,368.44**	**-**
Current assets										
Inventories	7.33	6.39	5.95	6.08	-	-	-	-	-	-
Financial assets	2,930.40	3,700.57	1,085.19	1,645.23	856.06	846.59	674.02	692.07	164.59	-
Other current assets	37.64	40.18	23.22	19.99	6.61	11.69	-	-	7.80	-
Total	**2,975.37**	**3,747.14**	**1,114.36**	**1,671.30**	**862.67**	**858.28**	**674.02**	**692.07**	**172.39**	**-**

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	DIAL		GHIAL		GPCL		GMIAL		GAL	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Non current liabilities										
Financial liabilities	5,902.16	5,572.14	2,940.46	2,800.78	-	-	-	-	1,261.71	-
Other non current liabilities	1,962.10	1,681.25	59.65	73.44	0.19	-	-	-	6.67	-
Deferred tax liabilities	101.60	224.87	153.18	122.93	-	-	-	-	-	-
Total	**7,965.86**	**7,478.26**	**3,153.29**	**2,997.15**	**0.19**	**-**	**-**	**-**	**1,268.38**	**-**
Current liabilities										
Financial liabilities	690.21	866.83	503.84	328.83	40.44	45.90	5.11	58.19	997.68	-
Provisions	45.13	21.51	14.57	9.57	0.30	8.08	-	-	9.19	-
Other current liabilities (including liabilities for current tax)	308.62	257.73	79.52	51.73	564.33	566.78	-	-	35.44	-
Total	**1,043.96**	**1,146.07**	**597.93**	**390.13**	**605.07**	**620.76**	**5.11**	**58.19**	**1,042.31**	**-**
Total equity	**2,718.04**	**2,868.08**	**1,665.81**	**1,122.42**	**273.09**	**272.16**	**668.91**	**633.88**	**2,230.14**	**-**
Attributable to :										
Equity holders of parents	1,729.49	1,835.57	1,001.92	707.12	139.28	138.80	514.19	487.26	2,099.45	-
Non-controlling interests	988.55	1,032.51	663.89	415.30	133.81	133.36	154.72	146.62	130.69	-

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		GPCL		GMIAL		GAL*	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Revenue from operations	3,262.65	3,680.97	1,452.26	1,252.04	-	-	-	-	157.68	-
Other income	530.61	361.87	117.16	150.28	40.75	35.36	0.44	1.96	0.38	-
Revenue share paid / payable to concession-aire grantors	1,591.25	1,761.47	61.53	52.95	-	-	-	-	-	-
Employee benefits expense	186.48	165.24	100.85	72.41	1.27	1.63	6.10	5.24	9.97	-
Finance cost	629.59	579.15	198.17	198.27	1.15	2.93	2.28	3.67	169.18	-
Depreciation and amortisation	639.82	645.90	139.01	198.39	0.04	19.62	-	-	0.49	-
Other expenses	972.99	931.68	297.26	242.81	50.85	13.30	5.40	17.25	164.65	-

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	DIAL		GHIAL		GPCL		GMIAL		GAL*	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Exceptional items	-	-	-	-	(13.47)	(26.16)	-	-	-	-
Profit before tax	**(226.87)**	**(40.60)**	**772.60**	**637.49**	**0.91**	**24.04**	**(13.34)**	**(24.20)**	**(186.23)**	**-**
Tax expense	(115.10)	(78.85)	39.85	34.79	-	(3.47)	-	-	(61.54)	-
Profit for the year	**(111.77)**	**38.25**	**732.75**	**602.70**	**0.91**	**27.51**	**(13.34)**	**(24.20)**	**(124.69)**	**-**
Other comprehensive income	(10.13)	12.85	16.30	14.92	0.01	0.03	33.43	(27.33)	0.32	-
Total comprehensive income	**(121.90)**	**51.10**	**749.05**	**617.62**	**0.92**	**27.54**	**20.09**	**(51.53)**	**(124.37)**	**-**
% of NCI	39.75%	36.00%	40.69%	37.00%	49.00%	49.00%	23.13%	23.13%	5.86%	-
Attributable to the non-controlling interests**	**(36.18)**	**18.40**	**287.45**	**228.52**	**0.44**	**13.50**	**4.65**	**(11.92)**	**(7.29)**	**-**
Dividend paid to non-controlling interests (including DDT)	-	(69.00)	(67.44)	(67.04)	-	-	-	-	-	-

*Consequent to CCPS Agreement as detailed in Note 45(xii), 5.86% of the shareholding were held by non-controlling interest w.e.f 5th October, 2018. The profit & loss statement disclosed above is for the period post change in holding percentage till the period ended March 31, 2019.

** Profit / (loss) attributable to non-controlling interest includes profits attributable to non-controlling interest of GAL post change in shareholding percentage on account of CCPS settlement till the period ended March 31, 2019.

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.

(₹ in crore)

Particulars	DIAL		GHIAL		GPCL		GMIAL		GAL	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	December 31, 2018	December 31, 2017	March 31, 2019	March 31, 2018
Cash flow from operating activities	1,046.13	966.53	860.50	890.87	(5.53)	(7.37)	(27.39)	(7.53)	203.91	-
Cash flow from investing activities	(636.40)	(468.66)	(604.31)	(708.39)	12.31	(2.80)	67.34	3.83	(1,905.44)	-
Cash flow from financing activities	(558.36)	(677.02)	(446.79)	101.48	(9.32)	12.61	(40.38)	-	1,701.49	-
Net increase/ (decrease) in cash & cash equivalents	**(148.63)**	**(179.15)**	**(190.60)**	**283.96**	**(2.54)**	**2.44**	**(0.43)**	**(3.70)**	**(0.04)**	**-**

Notes to the consolidated financial statements for the year ended March 31, 2019

40. Gratuity and other post employment benefits plans

a) Defined contribution plan

Contributions to provident and other funds included in capital work-in-progress (note 4), intangible assets under development, investment properties under construction (note 5), discontinued operations (note 36) and employee benefits expenses (note 31) are as under:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Contribution to provident fund	27.64	24.78
Contribution to superannuation fund	16.03	14.79
	43.67	**39.57**

b) Defined benefit plan

(A) Provident fund

The Company makes contribution towards provident fund which is administered by the trustees. The rules of the Company'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 company making interest shortfall a defined benefit plan. Accordingly, the Company 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 and GAL included in capital work-in-progress (note 4) and employee benefits expenses (note 31) are as under:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Contribution to provident fund	11.09	8.64
	11.09	**8.64**

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.

The details of the fund and plan asset position are as follows: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Plan assets at the year end, at fair value	148.09	111.59
Present value of benefit obligation at year end	148.09	111.59
Net (liability) / asset recognized in the balance sheet	-	-

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach:

Particulars	March 31, 2019	March 31, 2018
Discount Rate	7.55%	7.60%
Fund Rate	9.30%	9.30%
EPFO Rate	8.65% for first year and 8.60% thereafter	8.55%
Withdrawal Rate	5.00%	5.00%
Mortality	Indian Assured Lives Mortality (2006-08) (modified)Ult *	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 1, 2013.

(B) Gratuity 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 statement of profit or loss / OCI and amounts recognised in the balance sheet for defined benefit plans/ obligations.

Notes to the consolidated financial statements for the year ended March 31, 2019

Statement of profit and loss

Gratuity expense included in capital work-in-progress (note 4), intangible assets under development, investment property under construction (note 5), discontinued operations (note 36) and employee benefits expenses (note 31) are as under:

(i) Net employee benefit expenses: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Current service cost	8.69	7.61
Past service cost- Plan amendments	-	5.21
Net interest cost on defined benefit obligation	0.92	0.70
Net benefit expenses	9.61	13.52

(ii) Remeasurement (gains)/ loss recognised in other comprehensive income: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Actuarial loss / (gain) due to defined benefit obligations ('DBO') and assumptions changes	2.20	2.95
Return on plan assets less / (greater) than discount rate	0.50	(0.70)
Actuarial losses / (gains) due recognised in OCI	2.70	2.25

Balance Sheet (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Present value of defined benefit obligation	(70.63)	(60.89)
Fair value of plan assets	51.70	40.36
Plan asset / (liability)	(18.93)	(20.53)

Changes in the present value of the defined benefit obligation are as follows: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Opening defined benefit obligation	60.89	46.81
Transferred to / transfer from the Group	0.42	0.98
Interest cost	4.28	3.07
Current service cost	8.69	7.61
Past service cost- Plan amendments	-	5.21
Benefits paid	(5.72)	(5.73)
Actuarial (gains) / losses on obligation - assumptions	2.20	2.95
Effects of business combinations and disposals	(0.13)	(0.01)
Closing defined benefit obligation	70.63	60.89

Changes in the fair value of plan assets are as follows: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Opening fair value of plan assets	40.36	27.50
Transferred to / transfer from the Group	0.43	(1.01)
Interest income on plan assets	3.36	2.37
Contributions by employer	13.75	16.65
Benefits paid	(5.72)	(5.73)
Return on plan assets greater/ (lesser) than discount rate	(0.50)	0.70
Effects of business combinations and disposals	0.02	(0.12)
Closing fair value of plan assets	51.70	40.36

The Group expects to contribute ₹ 14.23 crore (March 31, 2018 : ₹ 15.14 crore) towards gratuity fund in next year.

The major category of plan assets as a percentage of the fair value of total plan assets is as follows:

Particulars	March 31, 2019	March 31, 2018
Investments with insurer managed funds	100.00%	100.00%

Expected benefit payments for the year ending: (₹ in crore)

Particulars	Amount
March 31, 2020	13.58
March 31, 2021	10.79
March 31, 2022	9.39
March 31, 2023	9.53
March 31, 2024	9.18
March 31, 2025 to March 31, 2029	51.41

Notes to the consolidated financial statements for the year ended March 31, 2019

The principal assumptions used in determining gratuity obligations:

Particulars	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
	For Raxa		Other entities of the Group	
Discount rate (in %)	6.60%	6.80%	7.60%	7.60%
Salary Escalation (in %)	2.00%	2.00%	6.00%	6.00%
Attrition rate (in %)	40.00%	40.00%	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:
   a. 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
   b. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation
   c. 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.

A quantitative sensitivity analysis for significant assumptions as at March 31, 2019 is as shown below:

Assumptions	Discount Rate		Future Salary Increases		Attrition Rate	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Sensitivity Level (%)	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%
Impact on defined benefit obligation due to increase	(4.16)	(5.34)	4.25	5.63	0.42	0.34
Impact on defined benefit obligation due to decrease	4.76	6.01	(3.91)	(5.21)	(0.48)	(0.39)

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.

(C) Other defined post employment benefit

Certain Certain entities in the group located outside India have defined unfunded post employment benefits, for its employees.

The The following tables summarises the components of net benefit expenses recognised in the statement of profit and loss and amounts recognised in the balance sheet for these defined post-employment benefits**.**

Statement of profit and loss

Gratuity expense included in discontinued operations (note 36) and employee benefits expenses (note 31) are as under:

(i) Net employee benefit expense: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Current service cost	0.24	0.15
Past service cost- Plan amendments	-	(0.01)
Interest cost on benefit obligation	0.06	0.14
Net benefit expenses	0.30	0.28

(ii) Amount recognised in Other Comprehensive Income: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Actuarial loss / (gain) due to DBO assumptions changes	0.18	0.61
Return on plan assets (greater)/less than discount rate	-	-
Actuarial (gains) / losses due recognised in OCI	0.18	0.61

Notes to the consolidated financial statements for the year ended March 31, 2019

Balance Sheet (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Present value of defined benefit obligation	-	(1.48)
Fair value of plan assets	-	-
Plan asset / (liability)	-	(1.48)

Changes in the present value of the defined benefit obligation are as follows: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Opening defined benefit obligation	1.48	1.99
Interest cost	0.06	0.14
Current service cost	0.24	0.15
Past service cost- Plan amendments	-	(0.01)
Benefits paid	(0.01)	(1.48)
Actuarial (gains) / losses on obligation	0.18	0.61
Forex gain	(0.07)	0.08
Effects of business combinations and disposals	(1.88)	
Closing defined benefit obligation	-	1.48

41. Commitments and contingencies

a) Capital commitments

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Estimated value of contracts remaining to be executed on capital account, not provided for (net of advances)	13,968.01	1,843.17

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.

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 GIAL 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.

iii. The Group through KGPL has entered into Concession agreement with Government of Andhra Pradesh for a period of 30 years extendable by another 10 years from achievement of date of COD / appointed date as defined in the Concession agreement, whereby KGPL has committed to comply with certain key terms and conditions pertaining to development of commercial port in accordance with the timelines and milestones as defined in the Concession agreement, COD as per the Concession agreement, construction, management, payment of fees (including revenue share), operation and maintenance of port in accordance with the Concession agreement, performance of the obligations under the financing agreements, non-transfer or change in ownership without the prior approval of the concessionaire and transfer of the port project on termination of relevant agreement or in case of defaults as defined in the Concession agreement.

Notes to the consolidated financial statements for the year ended March 31, 2019

iv. One of the entities in airports sector is committed to pay every year a specified percent of previous year's gross revenue as operator fee to the airport operator for the period specified in the Airport operator agreement.

v. The Group has entered into agreements with the lenders wherein the promoters of the Company and the Company have committed to hold at all times at least 51% of the equity share capital of the Company / 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.

vi. 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.

vii. 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.

viii. In terms of Section 115JB of Income Tax Act, 1961, certain Ind AS adjustments at the Ind AS transition date are to be included in book profits equally over a period of five years starting from the year of first time adoption of Ind AS i.e. FY 2016-17. Pursuant to above, the Group had made Ind AS adjustments as on March 31, 2016 and included 1/5th of the same while computing book profit for FY 2016-17, FY 2017-18 and FY 2018-19 and paid MAT accordingly. The remaining amount will be adjusted in the two subsequent years while computing book profit for MAT.

ix. DIAL had entered into "Call spread Option" with various banks for hedging the repayment of 6.125% Senior secured notes (2026) of USD 522.60 million, which is repayable in October 2026. Under this option, DIAL had purchased a call option for USD 522.60 million at a strike price of ₹ 66.85/USD and written a call option for USD 522.60 million at a strike price of ₹ 101.86/USD at October 31, 2026. As per terms of the agreements, DIAL is required to pay premium of ₹ 1,241.30 crore (starting from January 2017 to October 2026), which is payable on quarterly basis. DIAL has paid ₹ 266.49 crore (March 31, 2018: ₹ 140.73 crore) towards premium till March 31, 2019 and remaining balance of ₹ 974.81 crore is payable as at March 31, 2019 (March 31, 2018:₹ 1,100.57 crore).

x. DIAL had entered into "Call spread Option" with various banks for hedging the repayment of part of 6.125% Senior secured notes (2022) of USD 80 million (out of USD 288.75 million), which is repayable in February 2022. Under this option, DIAL had purchased a call option for USD 80.00 million at a strike price of ₹ 68.00/USD and written a call option for USD 80 million at a strike price of ₹ 85.00/USD at February, 2022. As per terms of the agreements, DIAL is required to pay premium of ₹ 94.33 crore (starting from April 2017 to January 2022), payable on quarterly basis. DIAL has paid ₹ 37.39 crore towards premium till March 31, 2019 (March 31, 2018: ₹ 18.46 crore) and remaining balance of ₹ 56.94 crore is payable as at March 31, 2019 (March 31, 2018: ₹ 75.87 crore).

During the year ended March 31, 2018, DIAL had purchased a call option for remaining USD 208.75 million at a strike price of ₹ 63.80/USD and written a call option for USD 208.75 million at a strike price of ₹ 85.00/USD at February, 2022. As per terms of the agreements, DIAL is required to pay premium of ₹ 198.34 crore (starting from January 2018 to January 2022), payable on quarterly basis. DIAL has paid ₹ 49.76 crore towards premium till March 31, 2019 (March 31, 2018: ₹ 0.26 crore) and remaining balance of ₹ 148.58 crore is payable as at March 31, 2019 (March 31, 2018: ₹ 198.08 crore).

xi. GAL has entered into the concession agreement with State of Greece and TERNA for the purpose of design, construction, financing, operation, maintenance and exploitation of International Airport of Heraklion Crete. Per the agreement, GAL is required to invest EURO 70.2 million (₹ 545.26 crore).

xii. Shares of the certain subsidiaries / joint ventures have been pledged as security towards loan facilities sanctioned to the Group.

xiii. Refer Note 42 for commitments relating to lease arrangements.

xiv. Refer Note 45(xii) for commitments arising out of convertible preference shares.

xv. Refer Note 18(C) (1) for commitments relating to FCCB.

xvi. Refer Note 8 with regards to other commitments of joint ventures and associates.

xvii. Refer Note 48(ii) for commitments relating to rehabilitation and resettlement.

c) **Contingent liabilities** (₹ in crore)

	Particulars	March 31, 2019	March 31, 2018
1	Corporate guarantees	7,119.65	6,386.85
2	Bank guarantees outstanding / Letter of credit outstanding	1,494.33	1,442.24
3	Bonds issued to custom authorities	112.00	112.00
4	Letter of comfort provided on behalf of joint ventures	1,301.62	994.10
5	Claims against the Group not acknowledged as debts	214.00	415.28
6	Matters relating to income tax under dispute [1]	436.48	412.54
7	Matters relating to indirect taxes duty under dispute	194.88	414.96

Notes to the consolidated financial statements for the year ended March 31, 2019

Others Contingent liabilities:

1 The above amounts do not include interest and penalty amounts which may be payable till the date of settlements, if any.

2 A search under section 132 of the IT Act was carried out at the premises of the 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.

3 Refer Note 45(iv) with regard to contingent liability arising out of utilization of PSF(SC) Fund.

4 In respect of ongoing land acquisition process of KSL, there are claims of different types pending before various judicial forums such as, disputes between claimants, or writ petitions filed against property acquisitions, of land etc. As these cases are subject to judicial verdicts which are pending settlement and accordingly, no adjustments have been made to these consolidated financial statements of the Group for the year ended March 31, 2019.

5 There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated February 28, 2019. The financial impact on a prospective basis from the date of the SC order is not material and hence, no adjustments have been made to the financial statements. The Company will update its provision, on receiving further clarity on the subject.

6 GATL has received letter from specified officer stating to pay customs duty on components used in Maintenance Repair and Overhaul (MRO) services for aircraft sent from Special Economic Zone to Domestic Tariff Area. Management is confident that no liability in this regard would be payable based on the clarification obtained from Ministry of Commerce and Industry.

7 MSEDCL has raised a legal dispute on GETL at the Central Electricity Regulatory Commission seeking revocation of its trading licence 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.

8 During the year ended March 31, 2013, the Group had divested its 70% stake in GMR Energy Singapore Private Limited (GESPL) to FPM Power Holding Limited and has provided a guarantee of SGD 38.00 crore towards warranties as specified in the Share Purchase Agreement (SPA) and other SPA transaction documents for a period till September 30, 2014 and in respect of tax claims, if any, the guarantee period is upto March 31, 2018.GESPL was developing a 800MW combined cycle gas turbine power plant in Jurong Island, Singapore.

9 Refer note 36(a) with regard to contingent liability of the Group in case of tax demands in GMIAL.

10 Refer note 45(xii) for details of contingent liabilities on CCPS A issued by GAL.

11 Refer Note 8 (A) and 8 (B) with regards to contingent liabilities of the Group on behalf of joint ventures and associates.

12 Refer Note 45(xiv) with regards to contingent liabilities on Duty Credit Scrips in DIAL.

13 Refer Note 45(xiii) with regards to contingent liabilities as regards dispute with Silver Resort Hotel India Private Limited in DIAL.

14 Refer Note 45(xi) with regards to contingent liabilities as regards revenue sharing on notional Ind AS adjustments.

Notes to the consolidated financial statements for the year ended March 31, 2019

42. Leases

a. Finance Lease

Finance lease receivables – Group as lessor

The Group has entered into finance lease arrangements (as lessor) with customers in respect of certain assets for period of 5 years, with lease payments due in quarterly installments. Detail of finance lease receivables as given below:

(₹ in crore)

Particulars	Minimum Lease Payments	
	As at March 31, 2019	As at March 31, 2018
(i) Receivable not later than one year	0.50	0.50
(ii) Receivable later than one year and not later than five years	0.63	1.13
(iii) Receivable later than five years	-	-
Gross investment Lease - (i)+(ii)+(iii)=(iv)	1.13	1.63
Less: Unearned Finance income (v)	(0.18)	(0.34)
Present Value of Minimum Lease receivables [(iv)-(v)]	0.95	1.29

b. Operating Lease

Operating lease commitments – 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 4, Note 32 and Note 36) and the maximum obligation on the long term non - cancellable operating lease payable are as follows:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Payment		
Lease rentals under cancellable and non-cancellable leases	82.07	78.17

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Obligations on non-cancelable leases: *		
Not later than one year	14.56	11.45
Later than one year and not later than five years	47.28	35.33
Later than five years	745.16	753.86

* Includes obligation on account of land lease agreement with Government of Telengana which has leased the land to GHIAL for the concession period of GHIAL. The lease term neither constitutes a major part of the economic life nor the fair value of the land. Hence, all the significant risk and rewards of the ownership have not been transferred and accordingly the lease is classified as an operating lease.

Operating lease commitments – Group as lessor

The Group has sub-leased certain assets to various parties under operating leases having a term of 9 to 50 years. 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 (included in Note 25 and 27) and the future minimum rentals receivable under non-cancellable operating leases are as follows:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Receivables on non-cancelable leases:	225.06	203.99
Not later than one year	48.64	53.47
Later than one year and not later than five years	163.39	116.37
Later than five years	506.43	383.57

Notes to the consolidated financial statements for the year ended March 31, 2019

43. Provisions (₹ in crore)

Particulars	Provisions for operations & Maintenance	Provision for rehabilitation and settlement	Provisions against standard assets	Provision for asset retirement obligations / decommissioning liability	Provision for power banking arrangement	Total
As at March 31, 2017	260.50	-	0.74	7.14	90.53	358.91
Provision made during the year	106.87	-	0.27	-	64.67	171.81
Notional interest on account of unwinding of financial liabilities	-	-	-	0.56	-	0.56
Amount used during the year	(11.89)	-	-	-	(90.53)	(102.42)
Amount reversed during the year	-	-	(0.06)	-	-	(0.06)
As at March 31, 2018	**355.48**	**-**	**0.95**	**7.70**	**64.67**	**428.80**
Provision made during the year	107.21	42.86	6.63	-	44.16	200.86
Notional interest on account of unwinding of financial liabilities	-	-	-	-	-	-
Amount used during the year	(49.79)	-	-	-	(64.38)	(114.17)
Amount reversed during the year	(53.24)	-	-	(7.70)	-	(60.94)
As at March 31, 2019	**359.66**	**42.86**	**7.58**	**-**	**44.45**	**454.55**
Balances as at March 31, 2018						
Current	190.59	-	0.40	7.70	64.67	263.36
Non-current	164.89	-	0.55	-	-	165.44
Balances as at March 31, 2019						
Current	256.31	42.86	0.14	-	44.45	343.76
Non-current	103.35	-	7.44	-	-	110.79

Notes:

Provisions for operations and Maintenance

During the current year, 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 ₹ 53.24 crores. Also refer Note 38a(viii).

Provision for rehabilitation and settlement

The provisions for rehabilitation and resettlement liabilities represent the management's best estimate of the costs which will be incurred in the future to meet the Group's obligations towards rehabilitation and resettlement for the purpose of acqusition of land for development of Special Economic Zone.

Contingent provisions against standard assets

As required by regulation 10 of the prudential norms issued by Reserve bank of India ("RBI") and based on legal opinion obtained, provision is created @ 0.40% of DSPL and GAL's only interest bearing standard assets.

Provision for asset retirement obligations / decommissioning liability

Decommissioning Liability are recognised for those lease arrangements where the Group has an obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. Pursuant to the sale of power plant asset, built on such lease, the provision for asset retirement obligation is no longer required and has been reversed to statement of profit and loss.

Provision for power banking arrangement

GETL has entered into banking transactions for supply of power. As per the terms of the contract, GETL obtains power for sale to third party from the power generator("supplier") which is required to be returned by GETL to the supplier at a future date. GETL recognised revenue towards the said power sold to the third party at the time of supply of power by the supplier. GETL being a trader is required to enter into contract with another power generator for supplying the power to be returned at a future date to the original supplier. GETL has estimated a provision towards purchase of power to be made at a future date to close the open positions in banking arrangements based on the rates available with it in the Letter of Intent for supply of power at a future date.

Notes to the consolidated financial statements for the year ended March 31, 2019

44. Trade receivables

i. The Group has a receivable (including unbilled revenue) of ₹ 348.41 crore as at March 31, 2019 (March 31, 2018: ₹ 286.81 crore) from Air India Limited and its subsidiaries namely Indian Airlines Limited, Airline Allied Services Limited and Air India Charters Limited collectively referred as 'Air India'. During the year ended March 31, 2019, the Group has recognized receivable of ₹ 165.85 crore (including GST) towards interest agreed to be paid by Air India Limited. In view of payment and continuous reduction in the overdue quarter on quarter backed by continuing "Airport Enhancement and Financing Service Agreement" with International Air Transport Association ('IATA') for recovery of dues from Air India and considering the fact that Air India being a government enterprise/ undertaking, the Group considers its due from Air India as good and fully recoverable. As agreed in 13th OMDA Implementation Oversight Committee (OIOC) meeting, the Group has not paid revenue share on ₹ 135.76 crore recognised as interest income on delayed payment by Air India.

ii. As at March 31, 2019, GPCL has receivables from TAGENDCO aggregating to ₹ 114.12 crore (March 31, 2018: ₹ 114.12 crore). Based on an internal assessment and various discussions that the Group had with TAGENDCO, the management of the Group is confident of recovery of such receivables and accordingly, no adjustment has been made in these consolidated financial statements of the Group.

45. Matters related to certain airport sector entities:

i. DF Order

AERA DF Order No. 28/2011-12, 30/ 2012-13 and AERA tariff order No. 03/2012-13 on determination of Aeronautical Tariff was issued on November 14, 2011, December 28, 2012 and April 24, 2012 respectively.

a) DIAL accrued DF amounting to ₹ 350.00 crore during the year 2012-2013 earmarked for construction of Air Traffic Control (ATC) tower, whose construction work has been completed in the current year. DF amounting to ₹ 350 crore (March 31, 2018: ₹ 350.00 crore) has been adjusted against the expenditure on construction of ATC tower.

The total expenditure incurred on construction of ATC tower is ₹ 398.62 crore which exceeds the earmarked DF of ₹ 350 crore, as the construction got delayed due to security reasons and additional requirements from time to time.

As per the approval in DIAL Board Meeting held on May 11, 2017, the Company has written a letter to AAI for reimbursement of additional expense. However, AAI vide its letter dated November 29, 2018 has mentioned that there was no approval of additional cost incurred by DIAL on ATC and therefore the additional cost would not be met out of DF. Accordingly, during the year ended March 31, 2019, DIAL has capitalized the ATC tower at net cost of ₹ 48.69 crore after adjusting DF of ₹ 350 crore.

b) AERA has passed an order vide Order No 30/2012-13 dated December 28, 2012 in respect of levy of Development fee at Delhi Airport. As per the said order, the rate of Airport Development Fee (ADF) has been reduced from ₹ 200 to ₹ 100 and from ₹ 1,300 to ₹ 600 per embarking domestic and international passenger respectively. Further, as per the said order, such revised rates have come into force with effect from January 1, 2013 and estimated DF collection period has been extended up to April 2016. Further, AERA issued order No.47/2015-16 dated January 25, 2016, restricting cut-off date for collection of ADF upto April 30, 2016. As per the order, AERA has granted AAI six months' time after cutoff date (i.e April 30, 2016) to reconcile and arrive at the over recovery / under recovery of ADF. However, the same is pending finalization. The over / under recovery will be accounted on final reconciliation of ADF with AAI. However, DIAL has collected the DF receivable in full and settled the DF loan on May 28, 2016.

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

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

Pending determination of Aeronautical tariff, AERA vide its order dated March 25, 2019 has allowed to continue the Aeronautical tariff as prevailed on March 31, 2018 for a further period of 6 months w.e.f April 01, 2019 or till determination of tariff for the aforesaid period whichever is earlier.

iii. GATL has been incurring losses including cash losses and has incurred net loss of ₹ 5.44 crore for the year ended March 31, 2019 (March 31, 2018 : ₹ 57.79 crore) and has accumulated losses of ₹ 427.15 crore as at March 31, 2019 (March 31, 2018 : ₹ 421.71 crores). The management of the Group expects that there will be a significant increase in the operations of GATL that will lead to improved cash flows and long term sustainability. The Group has undertaken to provide such financial support as necessary, to enable GATL to meet the operational requirements as they arise and to

Notes to the consolidated financial statements for the year ended March 31, 2019

meet its liabilities as and when they fall due. Accordingly, the management of the Group believes that the carrying value of net assets of GATL as at March 31, 2019 is appropriate.

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

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

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

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

Based on the internal assessments and pending final outcome of the aforesaid writ petitions, no adjustments have been made to the accompanying consolidated financial statements of the Group for the year ended March 31, 2019.

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

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

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

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

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

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

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

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

Further, DIAL has filed an appeal in the Hon'ble Supreme Court of India on July 21, 2018 for few matters in respect of TDSAT order dated April 23, 2018 and same was listed on September 4, 2018 wherein Hon'ble Supreme Court of India has issued notices in the matter. The appeal before Hon'ble Supreme Court shall be further taken up in due course of time.

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

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

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

vi. DIAL has received advance development costs of ₹ 680.14 crore including ₹ 6.93 crore related to Phase II development (March 31, 2018: ₹ 660.06 crore including ₹ 6.93 crore related to Phase II development) 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 any portion of the advance development cost is not utilized by DIAL 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. As at March 31, 2019, DIAL has incurred development expenditure of ₹ 552.38 crore (March 31, 2018: ₹ 519.19 crore) which has been adjusted against the aforesaid advance. Further, in case of Silver Resort Hotel India Private Limited, DIAL has transferred ₹ 32.61 crore as unspent advance development cost in its proportion refundable to Silver Resort Hotel India Private Limited to 'Advances from customer' basis the arbitration order (refer note 45(xiii)) and balance amount of ₹ 95.15 crore including ₹ 6.93 crore related to Phase II development (March 31, 2018: ₹ 140.87 crore including ₹ 6.93 crore related to Phase II development) is disclosed under other liabilities.

vii. DIAL is collecting "Marketing Fund" at a specified percentage from various concessionaires as per the agreement with respective concessionaires and is to be utilized towards sales promotional activities as defined in such agreements in accordance with the Marketing Fund policy adopted by DIAL. As at March 31, 2019, DIAL has accounted ₹ 145.32 crore (March 31, 2018: ₹ 116.62 crore) towards such Marketing Fund and has incurred expenditure amounting to ₹ 88.10 crore (March 31, 2018: ₹ 65.11 crores) (net of income on temporary investments) till March 31, 2019 from the amount so collected. The balance amount of ₹ 57.22 crore (March 31, 2018: ₹ 51.51 crore) pending utilization as at March 31, 2019 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.

viii. a) The consolidated financial statements of the Group do not include accounts for PSF (SC) of DIAL and GHIAL as the same are maintained separately in the fiduciary capacity by these entities on behalf of GoI and are governed by SOP issued vide letter number AV/13024/047/2003-SS/AD dated January 19, 2009 issued by MoCA, GoI.

b) The consolidated financial statements of the Group do not include billing to Airlines for DF by DIAL, as the management of the Group believes that DIAL's responsibility is restricted only to the billing on behalf of AAI in accordance with the provisions of AAI (Major Airports) Development Fee Rules, 2011 and DF SOP.

ix. DIAL made an internal assessment on computation of Annual Fee payable to AAI and is of the view that the Annual Fee has been paid to AAI on Gross Receipts credited to the consolidated statement of profit and loss (with certain exclusions) instead of on the "Revenue" as defined under OMDA. The legal opinion obtained in this regard made it clear that there were excess payments of Annual Fee by DIAL by mistake from time to time to AAI. Accordingly, as per the decision taken by the Board of Directors of DIAL a claim for return of excess Annual Fee paid to the AAI was raised on 26.12.2016. AAI has not agreed to the claim and insisted DIAL to continue to pay Annual Fee 'on the same basis, which DIAL is paying under protest. Accordingly, the dispute arose under OMDA but same could not be resolved amicably leading to the initiation of arbitration proceedings, which have commenced from December, 2018. DIAL has submitted its statement of claim. AAI has also filed its statement of defense dated April 29, 2019.

x. The Comptroller and Auditor General of India ('CAG') had conducted the performance audit of Public Private Partnership ('PPP') project of AAI at

Notes to the consolidated financial statements for the year ended March 31, 2019

Delhi Airport for the period 2006 to 2012. CAG had presented its report before the Rajya Sabha on August 17, 2012 wherein they had made certain observations on DIAL. The Public Accounts Committee ('PAC'), constituted by the Parliament of India, has examined the CAG report and submitted its observations and recommendations to Lok Sabha vide its ninety fourth report in February 2014. The management of the Group is of the view that the observations in the CAG report and the PAC report do not have any financial impact on these consolidated financial statements of the Group.

xi. In case of DIAL and GHIAL, as per the Operations, Management and Development Agreement ('OMDA') / Concession Agreement, DIAL and GHIAL are liable to pay a certain percentage of the revenue as Monthly Annual Fee ('MAF') / Concession Fee ('CF') to Airport Authority of India / Ministry of Civil Aviation respectively. The management is of the view that certain income / credits arising on adoption of Ind AS, mark to market gain on valuation of Interest Rate Swap, gain on reinstatement of 4.25% Senior Secured Notes and Scrips received under Services Export from India Scheme ('SEIS') in the nature of government grant, interest income from Air India, etc were not contemplated by the parties to the agreements at the time of entering the agreements and these income / credit do not represent receipts from business operations from any external sources and therefore should not be included as revenue for the purpose of calculating MAF / CF. Accordingly, DIAL and GHIAL based on a legal opinion, has provided for MAF / CF on the basis of revenue adjusted for such incomes/ credits. Detail of such incomes / credits for the year ended March 31, 2019 and March 31, 2018 are as under:

(₹ in crore)

Particulars	March 2019		March 2018	
	GHIAL	DIAL	GHIAL	DIAL
Construction income from Commercial property developers	-	33.18	-	49.47
Deposits taken from Commercial Property Developers accounted at amortised cost	-	50.64	-	26.67
Discounting on fair valuation of deposits taken from concessionaires	4.53	53.44	0.78	52.54
Interest income on security deposits given carried at amortised cost	-	0.35	-	0.39
Unrealised foreign exchange difference on borrowings	-	-	-	53.26
Significant financing component on revenue from contract with customers		4.80	-	-
Income recognized on advance from customers under Ind AS 115	1.10			
Income arising from fair valuation of financial guarantee	2.55	-	5.63	-
Interest free loan given to subsidiaries accounted at amortised cost	3.22	-	4.17	-
Income from government grant	5.26	-	4.11	-
Amortisation of deferred income	14.08	-	3.78	-
Gain on reinstatement of 4.25% senior secured note	-	-	43.72	-
Gain on account of fair valuation of interest rate swap	-	-	11.92	-
Interest income from Air India	-	135.76	-	-
Discounting on fair valuation of deposit paid to vendors	0.31	-	-	-

xii. **Preference Shares issued by subsidiaries:**

Pursuant to the investor agreements (including amendments thereof) entered into during the years ended March 31, 2011 and 2012 (hereinafter collectively referred to as "investor agreements"), GAL, a subsidiary of the Company, had issued 3,731,468 Class A Compulsorily Convertible Preference Shares ("CCPS A") of ₹ 1,000 each at a premium of ₹ 2,885.27 each and ₹ 3,080.90 each aggregating to ₹ 663.31 crore and ₹ 441.35 crore respectively, to certain Private Equity Investors ('Investors'). Further, GAL had allotted bonus shares of 11,046,532 class B Compulsorily Convertible Preference Shares ("CCPS B") to the Company by utilising the securities premium account.

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

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

The Company together with GAL has executed settlement agreement dated August 13, 2018 with Investors to amicably settle all outstanding disputes pertaining to the matters which were the subject of the aforesaid arbitration. As per the settlement, the Company through its wholly owned subsidiary has purchased 2,714,795 CCPS A of GAL for consideration of ₹ 3,560.00 crore from the Investors and balance 932,275 CCPS A have been converted into equity shares representing 5.86% shareholding of GAL in the hands of the Investors with a put option given by the Group to acquire the same at fair value.

However pursuant to the binding term sheet with prospective investors as detailed in Note 46(xvi) the management has considered the aforesaid additional obligation of ₹ 3,560.00 as recoverable from the prospective investors and have recognized the same as a financial asset in it

Notes to the consolidated financial statements for the year ended March 31, 2019

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xiii. DIAL had entered into 'Development Agreement' and the 'Infrastructure Development and Service Agreement' with Silver Resort Hotel India Private Limited (hereinafter referred as 'Developer') on February 26, 2010 for development and operation of commercial property area located in Aerocity for a period of 30 years; further extendable to another 30 years. As per term of agreements, Developer was required to pay the License fee and other charges to DIAL on annual basis. On July 16, 2015, DIAL issued termination notice on account of failure by the Developer to pay the License Fees and other charges, required to be paid under the agreements executed between DIAL and the Developer. Consequently, the Developer has invoked the arbitration process as per Infrastructure Development and Service Agreement.

During the year ended March 31, 2018, the Arbitral Award was passed by the Hon'ble Arbitral Tribunal in favour of DIAL thereby granting ₹ 115.89 crores award to DIAL and directing it to settle the award against security deposits of ₹ 192.88 crores lying with DIAL and pay the balance ₹ 76.99 crores to the Developer.

Accordingly, DIAL has deposited payment of ₹76.13 crore (net of recovery of arbitration cost of ₹ 0.86 crore) in the Hon'ble High Court of Delhi as per arbitration award.

Further, Silver resort had filed an appeal against the arbitration award before the Hon'ble High court. The matter was heard for arguments on April 26, 2018 and the judgment was pronounced on May 8, 2018 in favour of DIAL.

Pursuant to the above order, the Developer has preferred an appeal before Double Bench of Delhi High Court which was heard on July 4, 2018 and the matter is now restricted only to the question of non- payment of interest on the security deposit by DIAL to Developer and the next hearing is scheduled on August 7, 2019. Accordingly, DIAL has appropriated and accounted for the remaining amount of deposit, as per the arbitration award.

xiv. 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 earned. These Scrips either can be used for payment of basic custom duty on imports or can be transferred/traded in the market.

Pursuant to above, during the year ended March 31, 2018, DIAL has received SEIS scrips of ₹ 31.19 crore for financial year 2015-16, having validity till September 30, 2019. During the year ended March 31, 2019, the Company has also received SEIS scrips of ₹ 55.82 Crore for financial year 2016-17, having validity till October 21, 2020. DIAL has so far utilized/sold ₹ 14.52 (March 31,2018: ₹ 0.44 crore) out of these scrips and considering the major expansion plans at the IGI airport, DIAL is evaluating various options for utilization of these Scrips.

The Scrips received under SEIS are in nature of Government Grant and is similar to the Scrips received under Served from India Scheme (SFIS) of Foreign Trade Policy 2010-15. DIAL is of the view that as per the latest Arbitration 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.

xv. On October 30, 2018, GHIAL has entered into a share purchase agreement to buy out the balance 49% stake in HMACPL held by the, Menzies Aviation Cargo (Hyderabad) Ltd. at a value of ₹ 59.75 Crore. Accordingly, post transfer of shares in favour of GHIAL on November 2, 2018, HMACPL became a wholly owned subsidiary of the GHIAL. Further, with effect from November 5, 2018, the name of the HMACPL has been changed to GMR Hyderabad Air Cargo and Logistics Private Ltd. (GHACLPL).

xvi. The Board of directors of wholly owned subsidiary namely "Hyderabad Airport Security Service Limited" (HASSL) at its meeting held on September 17, 2018, approved the proposal to wind up the affairs by way of voluntary liquidation. Accordingly, HASSL has appointed Official Liquidator for the purposed voluntary liquidation on September 27, 2018 and is under the Voluntary Liquidation Process as required under Insolvency and Bankruptcy Code 2016 read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017. As on date, HASSL has the positive net worth hence does not have any adverse effect to the above financial statement of the Group.

xvii. The Group entered into a binding term sheet with Tata Group "Tata", Singapore's sovereign wealth fund, an affiliate of GIC, "GIC" and SSG Capital Management "SSG" ("Investors") whereby the investors will acquire equity stake in GMR Airport Limited's ('GAL') assets on a fully diluted basis for a consideration of ₹ 8,000 crore through issuance of equity shares of GAL of ₹ 1,000 crore and purchase of GAL's equity shares held by the Group of ₹ 7,000 crore. The proposed transaction is subject to definitive documentation, regulatory approvals, lender consents and other approvals which are currently in progress.

xviii. In respect of DIAL's equity investment in WAISL, the Company has to maintain minimum 26% of equity shareholding directly or indirectly until the expiry of next 5 years from January 2010 and thereafter minimum 20% of equity shareholding directly or indirectly until the expiry of next 5 years. However, DIAL is proposing to sale its entire investment in WAISL Limited of ₹ 1.30 crores (13,00,000 shares of ₹ 10 each) to Antariksh Softtech Private Limited based on valuation of independent valuer.

Notes to the consolidated financial statements for the year ended March 31, 2019

46. Matters related to certain road sector entities:

i. GACEPL, a subsidiary of the Company has been incurring losses since the commencement of its commercial operations and has accumulated losses of ₹ 417.67 crore as at March 31, 2019. The management of the Group believes that these losses are primarily attributable to the loss of revenue arising as a result of diversion of partial traffic on parallel roads. The matter is currently under arbitration and the arbitration tribunal has passed an interim order staying the payment of negative grant, till further orders. Based on an internal assessment and a legal opinion, the management of the Group is confident that it will be able to claim compensation from relevant authorities for the loss it has suffered due to such diversion of traffic and considering expected future traffic flow, the management of the Group believes that the carrying value of carriage ways in GACEPL of ₹ 400.72 crore as at March 31, 2019 is appropriate.

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

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

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

47. Matters related to certain power sector entities:

i. GPCL, a subsidiary of the Company, approached Tamil Nadu Electricity Regulatory Commission ('TNERC') to resolve the claims / counterclaims arising out of the Power Purchase Agreement ('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 and recognised ₹ 79.55 crore as income in the books of account.

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

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

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

Hence, pending acceptance of claims by TAGENDCO and pending adjudication of petition before the Hon'ble Supreme Court, the Group has not recognised the aforesaid claim in the books of account.

Notes to the consolidated financial statements for the year ended March 31, 2019

48. Matters related to certain other sector entities:

i. The Company had given an interest free loan of ₹ 115.00 crore to GMR Welfare Trust ('GWT') during the year ended March 31, 2011 for the purpose of employee benefit scheme. The trust had utilised the proceeds of the loan received from the Company in the following manner:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Equity shares of GIL	101.55	101.55
Equity shares of GAL	11.28	11.28
Others	2.17	2.17
Total	**115.00**	**115.00**

SEBI had issued Circular CIR/CFD/DIL/3-2013 dated January 17, 2013 prohibiting listed companies from framing any employee benefit scheme involving acquisition of its own securities from the secondary market. SEBI had issued Circular CIR/CFD/POLICYCELL/14/2013 dated November 29, 2013 extending the date of compliance to June 30, 2014. The management of the Company submitted the details of the GWT to the stock exchanges. SEBI has issued a Notification dated October 28, 2014 notifying “The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014” (“SEBI Regulations”) whereby the Companies having existing schemes to which these regulations apply are required to comply with these regulations within one year of the effective date of the regulations and the trusts holding shares, for the purposes of implementing general employee benefit schemes, which exceed ten percent of the total value of the assets of the trusts, shall have a period of five years to bring down trusts' holding in such shares to the permissible limits. SEBI published Frequently Asked Question (“FAQ”) on SEBI Regulations and clarified that appropriation of shares towards ESPS/ESOP/SAR/General Employee Benefits Scheme / Retirement Benefit Schemes by October 27, 2015 would be considered as compliance with proviso to regulation 3(12) of the SEBI Regulations. The Company may appropriate towards individual employees or sell in the market during next one year so that no unappropriated inventory remains thereafter. The shareholders have approved the revised terms and conditions of the scheme by passing a special resolution in the Annual General Meeting of the Company held on September 23, 2015 and that the Company will ensure compliance with other applicable provisions of the new regulations within the permissible time period. Pursuant to the implementation of Ind AS, the Group has consolidated the financial statements of GWT in its consolidated financial statements and accordingly the loans has become NIL.

ii. KSL is in the process of acquiring land for implementing a Multi Product Special Economic Zone within the meaning of Special Economic Zone Act 2005 and it has obtained an initial Notification from the Ministry of Commerce, Government of India vide Notification No. 635(E) dated April 23, 2007 for an extent of 1,035.67 hectares. The formal approval for the same was initially given for 3 years from June 2006. Subsequently, the said formal approval was extended till August 2016. KSL has obtained further notification from Government of India vide Notification No. 342(E) dated February 06, 2013 for an extent of 1,013.64 hectares and the formal approval was given initially for 3 years from February 2012, which on application by KSL was extended further upto February 2016. KSL's proposal for merger of both approvals is approved by Ministry of Commerce in December 2015, hence extension of formal approval is no longer required. Out of 2,049.31 hectares land covered in existing notification, KSL applied for de-notification of 170.00 hectares during the year and got the approval from Ministry of Commerce and Industries. Subsequent to de-notification as stated above 1,879.40 hectares of land is covered under SEZ notified area.

Land acquisition for SEZ Project comprises direct purchases, land acquired from Andhra Pradesh Industrial Infrastructure Corporation ('APIIC') and land awarded by Government of Andhra Pradesh (GOAP) through notification. The land acquired through awards by GOAP includes, payment towards structures, standing crops, solatium and interest from the date of notification till the date of award. All the above costs are treated as part of land acquisition cost.

In respect of ongoing land acquisition process, there are claims of different types pending before various judicial forums such as, disputes between claimants, or writ petitions filed against property acquisitions, of land etc. As these cases are subject to judicial verdicts which are pending, the final impact if any on financial statements of KSL towards the ongoing project execution is not determinable as on the date of the consolidated financial statements.

Further to the acquisition of land for development of SEZs, KSL has initiated various rehabilitation and resettlement initiatives to relocate the inhabitants residing in the land acquired. The amount of expenditure incurred by KSL towards rehabilitation and resettlement initiatives amounting to ₹ 72.93 crore (March 31, 2018: ₹ 72.77 crore) is treated as part of land acquisition cost. KSL had estimated that additional cost of ₹ 42.86 crore is likely to be incurred towards rehabilitation and resettlement as required under Ind AS 37 and the provision for the same has been made in the consolidated financial statements during the year ended March 31, 2019.

During the year, KSL has incurred a sum of ₹ 273.93 crore (March 31, 2018: ₹ 226.42 crore) towards expenditure incurred in respect of ongoing SEZ project under execution by KSL. This expenditure is directly connected with land acquisitions which is the primary asset of the project.

The expenditure incurred during the earlier years in respect of the project includes ₹ 313.14 crore towards non-prejudicial additional compensation for land owners and farmers announced by special land acquisition to hasten the proposed project activities, which was in addition to the statutory compensation already paid. An amount of ₹ 141.76 crore has been paid by KSL and remaining amount is shown under non-trade payable.

Notes to the consolidated financial statements for the year ended March 31, 2019

49. Related party transactions

a. Names of the related parties and description of relationship:

Sl. No.	Relationship	Name of the parties
(i)	Holding company	GMR Enterprises Private Limited (GEPL)
(ii)	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Airport Authority of India (AAI)
		Asia Pacific Flight Training Sdn Bhd ('APFTSB')
		Arcelormittal India Limited (AIL)
		Bharat Petroleum Corporation Limited (BPCL)
		Brindaban Man Pradhang (till December 30, 2018)
		Bird World Wide Flight Services India Private Limited (BWWFSIPL)
		Celebi Ground Handling Delhi Private Limited (CELEBI GHDPL)
		Celebi Hava Servisis A.S. (CHSAS)
		Fraport AG Franfurt Airport Services Worldwide (FAG)
		Government of Telangana (GoT)
		Indian Oil Corporation Limited (IOCL)
		Kakinada Infrastructure Holding Private Limited (KIHPL)
		Lanco Group Limited (LGL)
		Limak Insaat San. Ve Ticaret A.S. (LISVT)
		Laqshya Media Limited (LMPL)
		M/S G.S.Atwal & Co. (till December 30, 2018)
		Malaysia Airport Holding Berhad (MAHB)
		Malaysia Airports Consultancy Services SDN Bhd (MACS)
		MAHB (Mauritius) Private Limited (MAHB Mauritius)
		Megawide Construction Corporation (MCC)
		Menzies Aviation Cargo (Hyderabad) Limited, Mauritius (MACHL) (upto November 02, 2018)
		Menzies Aviation India Private Limited (MAIPL)
		Menzies Aviation PLC (UK) (MAPUK)
		Macquarie SBI Infrastructure Investments PTE Limited (MSIF)
		NAPC Limited (NAPC)
		Navabharat Power Private Limited (NBPPL)
		Nepal Electricity Authority (NEA) (till December 30, 2018)
		Odeon Limited (OL)
		Oriental Structures Engineers Private Limited (OSEPL)
		Oriental Tollways Private Limited (OTPL)
		PT Dian Swastatika Sentosa Tbk (PT Dian)
		PT Sinar Mas Cakrawala
		Punj Lyod Limited
		Reliance Industries Limited (RIL)
		Sterlite Energy Limited (SEL)
		Power And Energy International (Mauritius) Limited
		Tenega Parking Services (India) Private Limited (TPSIPL)
		Times Innovative Media Limited (TIML)
		Travel Foods Services (Delhi) Private Limited (TFSDPL)
		Tottenham Finance Limited, Mauritius (TFL)

Notes to the consolidated financial statements for the year ended March 31, 2019

Sl. No.	Relationship	Name of the parties
		Veda Infra-Projects (India) Private Limited (VIHIPL)
		Wipro Limited (WL) (till 4th April, 2018)
		Antarlksh Softtech Private Limited (w.e.f. 5th April, 2018)
		Welfare Trust for GMR Group Employees (WTGGE)
		Yalvorin Limited (YL)
(iii)	Enterprises where key management personnel and their relatives exercise significant influence	GMR Varalakshmi Foundation (GVF)
		Sri Varalakshmi Jute Twine Mills Private Limited
		GMR Family Fund Trust (GFFT)
		GEOKNO India Private Limited (GEOKNO)
		Kakinada Refinery & Petrochemicals Private Limited (KRPPL)
		Kirti Timber Private Limited (KTPL)
		GMR Institute of Technology (GIT)
		GMR School of Business (GSB)
		GMR Varalakshmi Care Hospital (GVCH)
		Jetsetgo Aviation Services Private Limited (JASPL)
		Polygon
(iv)	Fellow subsidiary companies (where transactions have taken place)	GMR Bannerghatta Properties Private Limited (GBPPL)
		GMR Holding (Mauritius) Limited (GHMRL)
		Ellan Vannin International Holdings Limited (formerly known as GMR Airport (Global) Limited (GAGL)
		GMR Holdings (Overseas) Limited (GHOL)
		JSW GMR Cricket Private Limited (JGPL) (formerly GMR Sports Private Limited (GSPL))
		Kothavalasa Infraventures Private Limited
		Grandhi Enterprises Private Limited (GREPL)
(v)	Joint ventures / associates / joint operations	GMR Energy Limited (GEL)
		GMR Vemagiri Power Generation Limited (GVPGL)
		GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)
		GMR Kamalanga Energy Limited (GKEL)
		Himtal Hydro Power Company Private Limited (HHPPL) (till December 30, 2018)
		GMR Energy (Mauritius) Limited (GEML)
		GMR Lion Energy Limited (GLEL)
		GMR Upper Karnali Hydropower Limited (GUKPL)
		GMR Consulting Services Limited (GCSPL)
		GMR Bajoli Holi Hydropower Private Limited (GBHHPL)
		Rampia Coal Mine and Energy Private Limited (RCMEPL)
		GMR Chhattisgarh Energy Limited (GCEL)
		GMR Rajahmundry Energy Limited (GREL)
		GMR Warora Energy Limited (GWEL)
		GMR Maharashtra Energy Limited (GMAEL)
		GMR Bundelkhand Energy Private Limited (GBEPL)
		GMR Rajam Solar Power Private Limited (GRSPPL)
		GMR Gujarat Solar Power Limited (GGSPPL)

Notes to the consolidated financial statements for the year ended March 31, 2019

Sl. No.	Relationship	Name of the parties
		Karnali Transmission Company Private Limited (KTCPL)
		Marsyangdi Transmission Company Private Limited (MTCPL)
		GMR Indo-Nepal Energy Links Limited (GINELL)
		GMR Indo-Nepal Power Corridors Limited (GINPCL)
		PT Golden Energy Mines Tbk (PTGEMS)
		PT Roundhill Capital Indonesia (RCI)
		PT Borneo Indobara (BIB)
		PT Kuansing Inti Makmur (KIM)
		PT Karya Cemerlang Persada (KCP)
		PT Bungo Bara Utama (BBU)
		PT Bara Harmonis Batang Asam (BHBA)
		PT Berkat Nusantara Permai (BNP)
		PT Tanjung Belit Bara Utama (TBBU)
		PT Trisula Kencana Sakti (TKS)
		PT Era Mitra Selaras (EMS)
		PT Wahana Rimba (WRL)
		PT Berkat Satria Abadi (BSA)
		GEMS Trading Resources Pte Limited (GEMSCR)
		PT Bumi Anugerah Semesta (formerly known as PT Karya Mining Solution) (BAS)
		PT Kuansing Inti Sejahtera (KIS)
		PT Bungo Bara Makmur (BBM)
		PT GEMS Energy Indonesia (PTGEI)
		Shanghai Jingguang Energy Co Ltd (SJECL)
		Asia Pacific Flight Training Academy Limited (APFT) (upto October 09, 2017)[1]
		Laqshya Hyderabad Airport Media Private Limited (Laqshya)
		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)
		WAISL Limted (WAISL) [formely known as Wipro Airport IT Services Limited (WAISL)]
		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 (CJV)
		GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)[3]
		PT Dwikarya Sejati Utma (PTDSU)[2]
		PT Duta Sarana Internusa (PTDSI)[2]
		PT Unsoco (PT)[2]
		PT Barasentosa Lestari (PTBSL)[2]
		Mactan Travel Retail Group Corp. (MTRGC)[3]

Notes to the consolidated financial statements for the year ended March 31, 2019

Sl. No.	Relationship	Name of the parties
		SSP-Mactan Cebu Corporation (SMCC)[3]
		DIGI Yatra Foundation (DIGI)[3]
		International Airport Of Heraklion, Crete Sa (Crete)[3]
		GMR Mining & Energy Private Limited (GMEL)
		GMR OSE Hungund Hospet Highways Private Limited (GOSEHHHPL)
(vi)	Key management personnel and their relatives	Mr. G.M. Rao (Executive Chairman)
		Mrs. G Varalakshmi (Relative)
		Mr. G.B.S. Raju (Director)
		Mr. Grandhi Kiran Kumar (Managing Director & CEO)
		Mr. Srinivas Bommidala (Director)
		Mrs. B. Ramadevi (Relative)
		Mrs Grandhi Satyavathi Smitha (Relative)
		Mr. B.V. Nageswara Rao (Director)
		Mr. Adiseshavataram Cherukupalli (Company Secretary) (Resigned w.e.f. November 14, 2017)
		Mr. Venkat Ramana Tangirala (Company Secretary) (Appointed w.e.f. November 15, 2017)
		Mr. R S S L N Bhaskarudu (Independent Director)
		Mr. N C Sarabeswaran (Independent Director)
		Mr. S Sandilya (Independent Director)
		Mr. S Rajagopal (Independent Director)
		Mr. C.R. Muralidharan (Independent Director)
		Mrs. V. Siva Kameswari (Independent Director)
		Mr. Madhva Bhimacharya Terdal (Group CFO) (Resigned w.e.f. February 14, 2019)
		Mr. Saurabh Chawla (Group Chief Financial Officer) (Appointed w.e.f. February 15, 2019)

Notes:

1. Ceased to be a joint venture and became a subsidiary during the year ended March 31, 2018. Further during the year ended March 31, 2019, ceased to be a subsidiary.
2. Ceased to be a subsidiary and became a joint venture w.e.f. August 14, 2018.
3. Joint Ventures incorporated during the year ended March 31, 2019.

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows:

(₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
Transactions during the year							
Revenue from operations							
2019	-	926.57	413.61	0.77	11.38	79.93	-
2018	-	945.35	389.67	0.45	3.73	119.85	-
Other Income							
2019	-	0.02	0.01	-	-	-	-
2018	19.84	2.30	0.05	-	0.02	-	-
Finance income							
2019	1.02	37.33	11.05	-	0.01	-	-
2018	1.35	27.03	12.46	-	0.01	-	-
Dividend income received from							
2019	-	207.79	10.61	-	-	-	-
2018	-	235.34	11.14	-	-	-	-
Airport service charges / operator fees							
2019	-	-	-	-	-	114.90	-
2018	-	-	-	-	-	171.87	-
Revenue share paid / payable to concessionaire grantors							
2019	-	-	-	-	-	1,652.78	-
2018	-	-	-	-	-	1,814.42	-
Lease expenses							
2019	-	-	-	1.43	0.19	-	0.25
2018	-	-	-	1.23	0.13	-	0.64
Purchase of traded goods (Gross) including open access charges paid / recovered net.							
2019	-	789.99	145.34	-	-	-	-
2018	-	640.52	185.24	-	-	-	-
Managerial remuneration							
2019	-	-	-	-	-	-	31.08
2018	-	-	-	-	-	-	26.14

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
Directors' sitting fees							
2019	-	-	-	-	-	-	0.74
2018	-	-	-	-	-	-	0.61
Logo fees							
2019	1.85	-	-	-	-	-	-
2018	2.01	-	-	-	-	-	-
Sub-Contracting expenses							
2019	-	-	-	-	-	11.56	-
2018	-	-	-	-	-	50.83	-
Legal and professional fees							
2019	-	1.16	-	-	6.61	11.16	-
2018	-	8.63	-	-	2.99	24.29	-
Other expenses							
2019	1.31	10.94	-	0.50	0.17	6.36	0.46
2018	0.06	8.53	-	0.50	0.53	6.19	0.01
Marketing fund billed							
2019	-	12.55	1.14	-	-	-	-
2018	-	11.21	0.86	-	-	-	-
Marketing fund utilised							
2019	-	7.37	0.90	-	-	-	-
2018	-	10.87	0.41	-	-	-	-
Reimbursement of expenses incurred on behalf of the Group							
2019	-	0.31	0.17	-	0.83	-	-
2018	-	0.18	0.10	0.58	0.01	0.19	-
Expenses incurred by the Group on behalf of / expenses recovered by the Group							
2019	0.16	52.02	26.16	-	1.33	25.22	-
2018	0.35	52.97	20.66	0.02	0.42	23.12	-
Provision for doubtful loans credit impaired							

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
2019	-	55.36	-	-	-	-	-
2018	-	-	-	-	-	-	-
Donation/ CSR expenditure							
2019	-	-	-	-	14.03	-	-
2018	-	-	-	-	11.75	-	-
Finance cost							
2019	5.33	36.93	4.49	0.20	0.53	3.31	-
2018	6.39	30.09	3.49	0.04	6.49	5.19	-
Release of pledged shares against the loan taken by a subsidiary							
2019	-	-	-	-	-	-	-
2018	-	-	-	-	-	28.66	-
Corporate Guarantees/ Comfort Letters extinguished on behalf of							
2019	-	-	-	-	-	-	-
2018	-	150.00	-	-	-	-	-
Investment in equity shares of							
2019	-	17.81	-	-	-	-	-
2018	-	108.33	-	-	-	-	-
Loans / advances repaid by							
2019	373.40	89.71	4.37	-	-	-	-
2018	-	52.91	-	-	-	-	-
Loans / advances given to							
2019	2.40	287.61	-	3.38	4.61	-	-
2018	30.00	38.10	-	-	-	-	-
Borrowings taken during the year							
2019	185.80	40.00	-	180.02	1.34	-	-
2018	283.97	133.44	-	-	-	-	-
Borrowings repaid during the year							
2019	117.00	101.19	-	83.67	1.42	0.37	-
2018	452.50	88.71	-	9.37	142.50	0.05	-

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
Sale of property, plant and equipment							
2019	-	-	-	-	-	-	-
2018	-	0.11	-	-	-	-	-
Purchase of property, plant and equipment							
2019	-	-	-	-	0.28	-	-
2018	0.71	0.03	-	-	-	-	-
Security deposits received from concessionaires / customers							
2019	-	40.00	23.72	-	-	-	-
2018	-	4.04	12.29	-	-	-	-
Security deposits repaid to concessionaires / customers							
2019	-	1.51	-	-	-	-	-
2018	-	0.12	-	-	-	-	-
Security Deposits given							
2019	-	-	-	1.04	-	-	-
2018	-	-	-	-	-	-	-
Security Deposits refunded							
2019	-	-	-	-	26.92	-	-
2018	-	-	-	-	-	-	-
Capital advances given							
2019	-	-	-	-	-	206.69	-
2018	-	-	-	-	-	-	-
Equity dividend paid by subsidiaries / Joint ventures / associates to							
2019	-	-	-	-	-	55.94	-
2018	-	-	-	-	-	117.02	-

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
Preference dividend paid by subsidiaries							
2019	-	-	-	-	-	1.80	-
2018	-	-	-	-	-	3.77	-
Outstanding balances as at the year end							
Investment in Debentures carried at amortised cost							
2019	-	-	-	-	-	100.00	-
2018	-	-	-	-	-	93.64	-
Capital advances							
2019	50.00	-	-	-	22.90	206.69	-
2018	50.00	-	-	-	22.90	-	-
Advances other than capital advances							
2019	-	-	27.25	-	0.30	-	-
2018	-	-	-	-	0.28	-	-
Security deposits receivable							
2019	-	-	-	1.02	4.28	-	0.11
2018	-	-	-	-	31.20	-	-
Trade receivable							
2019	-	100.34	12.32	-	3.54	2.98	-
2018	6.52	168.21	87.40	-	1.21	67.84	-
Non trade receivable							
2019	-	1.38	134.54	-	-	2.12	-
2018	-	27.27	-	-	-	3.38	-
Unbilled revenue							
2019	-	39.37	43.50	-	0.06	1.18	-
2018	-	0.04	-	-	0.01	1.16	-
Other receivables							
2019	-	2.15	-	-	0.09	-	-
2018	2.96	2.32	-	-	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
Loans, considered good							
2019	2.40	274.17	2.94	3.38	4.61	6.80	-
2018	373.40	131.63	7.31	-	-	6.80	-
Provision for doubtful loans credit impaired							
2019	-	270.17	-	-	-	-	-
2018	-	214.82	-	-	-	-	-
Interest accrued on loans given							
2019	-	19.92	-	-	-	-	-
2018	4.65	4.18	-	-	-	-	-
Trade payables							
2019	2.76	280.37	2.47	0.22	2.30	66.10	0.07
2018	1.70	233.57	2.73	-	4.82	165.88	0.28
Security deposits from concessionaires / customers at amortised cost							
2019	-	161.96	42.34	-	-	-	-
2018	-	137.36	33.14	-	-	-	-
Unearned / deferred revenue							
2019	-	220.11	127.52	-	-	-	-
2018	-	210.17	117.02	-	-	-	-
Non trade payables / other liabilities							
2019	0.44	1.04	3.39	-	0.40	0.24	-
2018	0.31	105.22	3.39	-	0.72	27.69	4.17
Provision for loss in an associate							
2019	-	-	615.36	-	-	-	-
2018	-	-	715.28	-	-	-	-
Advance from customers							
2019	-	9.78	-	-	-	-	-
2018	-	134.84	-	-	-	-	-
Accrued interest on borrowings							
2019	-	13.74	-	-	-	-	-

Notes to the consolidated financial statements for the year ended March 31, 2019

b. Summary of transactions with the related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Joint Ventures	Associates	Fellow subsidiary	Enterprise where key managerial personnel or their relatives exercise significant influence	Shareholders having substantial interest / enterprises exercising significant influence over the subsidiaries or joint ventures or associates	Key Management Personnel and their Relatives
2018	-	16.54	-	-	-	-	-
Borrowings							
2019	68.80	82.48	-	96.36	4.11	315.05	-
2018	-	143.67	-	-	4.34	315.42	-
Liability component of compound financial instrument							
2019	-	-	-	-	-	5.23	-
2018	-	-	-	-	-	4.73	-
Outstanding corporate guarantees given on behalf of							
2019	-	5,599.10	4,620.16	-	-	-	-
2018	-	5,203.50	4,620.16	-	-	-	-
Outstanding bank guarantees given on behalf of							
2019	-	-	-	-	1.30	-	-
2018	-	-	-	-	1.30	-	-

Notes:

1. The Group has provided securities by way of pledge of investments for loans taken by certain companies.
2. 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.
3. 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.
4. The Group has entered into sub-contract agreements with unincorporated joint ventures formed by the Group 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.

50. Segment information

a) Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Group to make decisions for performance assessment, resource allocation and for which information is available discretely. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

b) The segment reporting of the Group has been prepared in accordance with Ind AS 108.

c) For the purpose of reporting, business segments are primary segments and the geographical segments are secondary segments.

d) The reportable segments of the Group comprise of the following:

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

e) Geographical segments are categorized as 'India' and 'Outside India' and are based on the domicile of the customers.

f) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Notes to the consolidated financial statements for the year ended March 31, 2019

g) Segment details

(₹ in crore)

Particulars	Power		Roads		Airports		EPC		Others		Inter Segment and Inter Operations		Unallocated		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue																
Revenue from continuing operations	593.08	1,533.12	570.50	589.70	5,253.93	5,418.74	904.85	931.12	242.52	248.53	-	-	-	-	7,564.88	8,721.21
Inter Segment Revenue	24.15	31.83	-	-	24.08	15.09	2.88	-	358.14	333.28	(409.25)	(380.20)	-	-	-	-
Total revenue from continuing operations	**617.23**	**1,564.95**	**570.50**	**589.70**	**5,278.01**	**5,433.83**	**907.73**	**931.12**	**600.66**	**581.81**	**(409.25)**	**(380.20)**	**-**	**-**	**7,564.88**	**8,721.21**
Segment result before share of (loss) / profit of associate and joint ventures, exceptional items and tax from continuing operations	(109.41)	(4.59)	292.17	207.59	1,124.47	1,439.06	(46.58)	16.14	(201.52)	(117.13)	-	-	-	-	1,059.13	1,541.07
Share of (loss) / profit of associates and joint ventures (net)	(283.38)	(595.29)	-	-	182.01	166.20	10.13	(0.25)	3.35	(2.02)	-	-	-	-	(87.89)	(431.36)
Unallocated income/(expense)																
Finance cost	-	-	-	-	-	-	-	-	-	-	-	-	(2,684.15)	(2,316.34)	(2,684.15)	(2,316.34)
Finance income	-	-	-	-	-	-	-	-	-	-	-	-	371.38	169.47	371.38	169.47
Segment profit/(loss) before tax for the year	**(392.79)**	**(599.88)**	**292.17**	**207.59**	**1,306.48**	**1,605.26**	**(36.45)**	**15.89**	**(198.17)**	**(119.15)**	**-**	**-**	**(2,312.77)**	**(2,146.87)**	**(1,341.53)**	**(1,037.16)**
Less: Exceptional items																
a) Loss on impairment of investments in associates / joint ventures (refer note 10)	(2,212.30)	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,212.30)	-
Tax credit / (expenses)	-	-	-	-	-	-	-	-	-	-	-	-	87.42	(45.49)	87.42	(45.49)
Profit / (loss) after tax from discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-			110.12	(31.94)
Segment profit/(loss) for the year	**(2,605.09)**	**(599.88)**	**292.17**	**207.59**	**1,306.48**	**1,605.26**	**(36.45)**	**15.89**	**(198.17)**	**(119.15)**	**-**	**-**	**(2,225.35)**	**(2,192.36)**	**(3,356.29)**	**(1,114.59)**
Segment assets:	7,747.41	9,174.53	3,856.26	4,088.81	21,311.84	17,080.76	1,261.87	1,102.79	4,461.18	4,567.75	-	-	-	-	38,638.56	36,014.64
Loans - Current	-	-	-	-	-	-	-	-	-	-	-	-	92.75	443.09	92.75	443.09
Loans - Non current	-	-	-	-	-	-	-	-	-	-	-	-	252.54	118.32	252.54	118.32
Interest accrued on fixed deposits	-	-	-	-	-	-	-	-	-	-	-	-	42.81	32.00	42.81	32.00
Interest accrued on long term investments	-	-	-	-	-	-	-	-	-	-	-	-	25.79	11.99	25.79	11.99
Derivative instruments at fair value through OCI	-	-	-	-	-	-	-	-	-	-	-	-	334.11	71.69	334.11	71.69
Derivative instruments at fair value through profit and loss	-	-	-	-	-	-	-	-	-	-	-	-	101.48	19.80	101.48	19.80
Deferred Tax Asset (Net)	-	-	-	-	-	-	-	-	-	-	-	-	593.06	388.93	593.06	388.93
Non current tax assets (Net)	-	-	-	-	-	-	-	-	-	-	-	-	293.99	243.76	293.99	243.76
Assets classified as held for disposal	-	-	-	-	-	-	-	-	-	-	-	-	28.91	942.77	28.91	942.77
Total Assets	**7,747.41**	**9,174.53**	**3,856.26**	**4,088.81**	**21,311.84**	**17,080.76**	**1,261.87**	**1,102.79**	**4,461.18**	**4,567.75**	**-**	**-**	**1,765.44**	**2,272.35**	**40,404.00**	**38,286.99**

Notes to the consolidated financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	Power		Roads		Airports		EPC		Others		Inter Segment and Inter Operations		Unallocated		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Segment liabilities:	2,864.97	2,642.66	909.70	714.60	5,213.29	3,749.69	819.47	706.69	379.02	333.06	-	-	-	-	10,186.45	8,146.70
Borrowings - Non current	-	-	-	-	-	-	-	-	-	-	-	-	21,663.81	20,552.95	21,663.81	20,552.95
Current maturities of Long Term Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	3,617.49	1,972.10	3,617.49	1,972.10
Borrowings - Current	-	-	-	-	-	-	-	-	-	-	-	-	2,298.59	542.37	2,298.59	542.37
Interest / premium / processing fees payable on redemption of debenture/loan	-	-	-	-	-	-	-	-	-	-	-	-	877.03	354.47	877.03	354.47
Liabilities for current tax (net)	-	-	-	-	-	-	-	-	-	-	-	-	64.81	55.32	64.81	55.32
Deferred tax liabilities (Net)	-	-	-	-	-	-	-	-	-	-	-	-	328.52	400.06	328.52	400.06
Financial Guarantee contracts	-	-	-	-	-	-	-	-	-	-	-	-	65.32	68.27	65.32	68.27
Financial Liabilities at fair value through OCI	-	-	-	-	-	-	-	-	-	-	-	-	-	18.83	-	18.83
Financial Liabilities at fair value through profit and loss	-	-	-	-	-	-	-	-	-	-	-	-	-	0.31	-	0.31
Liabilities directly associated with assets classified as held for disposal	-	-	-	-	-	-	-	-	-	-	-	-	60.08	530.80	60.08	530.80
Total Liabilities	**2,864.97**	**2,642.66**	**909.70**	**714.60**	**5,213.29**	**3,749.69**	**819.47**	**706.69**	**379.02**	**333.06**	**-**	**-**	**28,975.66**	**24,495.48**	**39,162.11**	**32,642.18**
Other Disclosures:																
Investments in associates and joint ventures	6,654.95	7,907.10	-	-	979.81	828.39	20.40	-	4.78	0.65	-	-	-	-	7,659.94	8,736.14
Depreciation and amortisation excluding discontinuing operations	3.49	3.43	90.08	81.65	835.54	893.61	23.81	18.63	31.04	31.08	-	-	-	-	983.96	1,028.40
Material Non cash expenses including impairment, other than depreciation and amortisation	2,302.55	0.01	0.00	1.40	183.41	3.57	14.03	18.48	100.53	6.01	-	-	-	-	2,600.52	29.47

Adjustments and eliminations

Finance income and costs are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis..

(₹ in crore)

Particulars	Revenue from external customers		Non-current operating assets*	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Continuing Operations:				
India	7,207.18	8,245.48	16,938.10	16,232.52
Outside India	357.70	475.73	-	-
Total	**7,564.88**	**8,721.21**	**16,938.10**	**16,232.52**

*Non-current assets for this purpose consist of property, plant and equipment, investment properties and intangible assets, capital work in progress, goodwill and intangible under development.

Notes to the consolidated financial statements for the year ended March 31, 2019

51. Hedging activities and derivatives

(a) Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts, principal and interest rate swaps, cross currency swap and call spread option to manage some of its transaction exposures. These derivative instruments are not designated as cash flow/fair value hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions. The Group does not hold or issue derivative financial instruments for trading purposes. All transactions in derivative financial instruments are undertaken to manage risks arising from underlying business activities.

(₹ in crore)

Particulars	March 31, 2019		March 31, 2018	
	Assets	Liabilities	Assets	Liabilities
Interest rate swap	1.73	-	-	-
Foreign exchange forward contracts	-	-	-	0.31
Call spread option[1]	99.75	-	19.80	-
Total	**101.48**	**-**	**19.80**	**0.31**
Classified as :				
Non- current	99.75	-	19.80	-
Current	1.73	-	-	0.31

1. For call spread options of USD 208.75 million, taken during the previous year, the USD spot rate is above the USD call option strike price. Accordingly, foreign exchange gain of ₹ 79.64 crore (March 31, 2018: ₹ 33.82 crore) has been adjusted with fixed assets.

   As at March 31, 2019, For call spread options of USD 80.00 million, taken during the current year, the USD spot rate is above the USD call option strike price. Accordingly, foreign exchange gain of ₹ 9.24 crore (March 31, 2018: ₹ Nil) has been adjusted with fixed assets.

   Mark-to-market loss amounting to ₹ 8.78 crore (March 31, 2018: mark-to-market gain amounting to ₹ 0.82 crore) crores on the above call spread option of USD 288.75 million USD has been adjusted with the fixed assets in addition to the foreign exchange loss of ₹ 110.16 crore (March 31, 2018: foreign exchange gain of ₹ 7.51 crore) taken to fixed assets on the underlying loans .

   Refer note 3(3)(b) and 41(b)(x).

(b) Derivatives designated as hedging instruments

(₹ in crore)

Particulars	March 31, 2019		March 31, 2018	
	Assets	Liabilities	Assets	Liabilities
Call spread options[1]	94.88	-	-	18.83
Cross Currency Swap [2]	239.23	-	71.69	-
Total	**334.11**	**-**	**71.69**	**18.83**
Classified as :				
Non- current	334.11	-	71.69	18.83
Current	-	-	-	-

1. Foreign exchange call spread options measured at fair value through OCI are designated as hedging instruments in cash flow hedges to hedge the USD INR conversion rate volatility with reference to the cash outflows on settlement of its borrowings designated in USD. The fair value of foreign exchange call spread option varies with the changes in foreign exchange rates and repayment of future premium.

   As at March 31, 2019, for call spread options of USD 522.60 million, the USD spot rate is above the USD call option strike price. Accordingly, foreign exchange gain of ₹ 120.46 crore (March 31, 2018: ₹ Nil) has been adjusted through profit or loss.

   As at March 31, 2018, for call spread options of USD 522.60 million, the USD spot rate is below the USD call option strike price and hence it was not covered in hedge relationship in respect of hedge instruments. However, prospective testing was done and concluded to be effective. As a result, no hedge ineffectiveness arose requiring recognition through profit or loss.

   Also refer note 41(b)(ix)

Notes to the consolidated financial statements for the year ended March 31, 2019

2. Cross Currency Swaps (CCS) measured at fair value and designated as hedging instruments in cash flow hedges of the stream of USD cash out flows on interest coupon and principal repayment in relation to issue of 4.25% Senior Secure Notes (SSN) amounting to USD 350 million (₹ 2,376.93 crore) (March 31, 2018: ₹ 2,239.35 crore). CCS involve interest rate payments on the two legs in different currencies and exchange of principal at maturity. It can be seen as exchange of payments of two currencies. GHIAL pays fixed interest on the INR notional as determined in the swap contract and receives fixed coupon on USD notional. GHIAL pays INR notional of the swap and receives the USD Notional of the CCS. Critical terms of the swap contract (tenor and USD/INR notional) match with the Hedged Item i.e. the stream of USD cash out flows, to effectively cover GHIAL from risk of movement in the foreign currency.

   The effectiveness testing has established that the movement in the value of the Hedging Instrument (i.e the CCS) and the value of Hedged Item are correlated with each other to offset the volatility in the cashflow throughout the period of the said Hedging Instrument prospectively. As a result no hedge ineffectiveness arise requiring recognition through profit and loss. Accordingly, an amount of ₹ 133.53 crore (March 31, 2018: ₹ 56.95 crore) has been accounted in the consolidated Statement of Profit and Loss to nullify the impact of Foreign exchange losses on restatement of SSN included in consolidated statement of Profit and Loss.

52. 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 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, 2019 and March 31, 2018 (excluding those pertaining to discontinued operations. Refer Note 36).

As at March 31, 2019 (₹ in crore)

Particulars	Fair value through consolidated statement of profit or loss	Derivative instruments through consolidated statement of other comprehensive Income	Derivative instruments not in hedging relationship	Amortised cost	Total Carrying value	Total Fair value
Financial assets						
(i) Investments (other than investments in associates and joint ventures)	1,194.49	-	-	1,260.98	2,455.47	2,455.47
(ii) Loans	-	-	-	386.61	386.61	386.61
(iii) Trade receivables	-	-	-	1,556.59	1,556.59	1,556.59
(iv) Cash and cash equivalents	-	-	-	918.66	918.66	918.66
(v) Bank balances other than cash and cash equivalents	-	-	-	1,164.99	1,164.99	1,164.99
(vi) Call spread option	-	94.88	99.75	-	194.63	194.63
(vii) Cross currency swap	-	239.23	-	-	239.23	239.23
(viii) Interest rate swap	-	-	1.73	-	1.73	1.73
(ix) Other financial assets	-	-	-	5,833.69	5,833.69	5,833.69
Total	**1,194.49**	**334.11**	**101.48**	**11,121.52**	**12,751.60**	**12,751.60**
Financial liabilities						
(i) Borrowings	-	-	-	27,579.89	27,579.89	27,579.89
(ii) Trade payables	-	-	-	1,959.86	1,959.86	1,959.86
(iii) Other financial liabilities	-	-	-	4,528.30	4,528.30	4,528.30
(iv) Financial guarantee contracts	-	-	-	65.33	65.33	65.33
Total	**-**	**-**	**-**	**34,133.38**	**34,133.38**	**34,133.38**

Notes to the consolidated financial statements for the year ended March 31, 2019

As at March 31, 2018 (₹ in crore)

Particulars	Fair value through consolidated statement of profit or loss	Derivative instruments through consolidated statement of other comprehensive Income	Derivative instruments not in hedging relationship	Amortised cost	Total Carrying value	Total Fair value
Financial assets						
(i) Investments (other than investments in associates and joint ventures)	3,399.12	-	-	735.62	4,134.74	4,134.74
(ii) Loans	-	-	-	627.12	627.12	627.12
(iii) Trade receivables	-	-	-	1,851.28	1,851.28	1,851.28
(iv) Cash and cash equivalents	-	-	-	1,647.16	1,647.16	1,647.16
(v) Bank balances other than cash and cash equivalents	-	-	-	733.51	733.51	733.51
(vi) Call spread option	-	-	19.80	-	19.80	19.80
(vii) Cross currency swap	-	71.69	-	-	71.69	71.69
(viiI) Other financial assets	-	-	-	1,960.07	1,960.07	1,960.07
Total	**3,399.12**	**71.69**	**19.80**	**7,554.76**	**11,045.37**	**11,045.37**
Financial liabilities						
(i) Borrowings	-	-	-	23,067.42	23,067.42	23,067.42
(ii) Trade payables	-	-	-	1,957.24	1,957.24	1,957.24
(iii) Foreign exchange forward contracts	-	-	0.31	-	0.31	0.31
(iv) Other financial liabilities	-	-	-	2,180.63	2,180.63	2,180.63
(v) Call spread option	-	18.83	-	-	18.83	18.83
(vi) Financial guarantee contracts	-	-	-	68.27	68.27	68.27
Total	**-**	**18.83**	**0.31**	**27,273.56**	**27,292.70**	**27,292.70**

(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 and investment in commercial papers are classified at amortised cost.

(ii) As regards the carrying value and fair value of investments in joint ventures and associates, refer note 8(a) and 8(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, 2019

Assets and liabilities measured at fair value (₹ in crore)

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
March 31, 2019				
Financial assets				
Investments (other than investments in associates and joint ventures)	1,194.49	1,194.49	-	-
Call spread option	194.63	-	194.63	-
Cross currency swap	239.23	-	239.23	-
Interest rate swap	1.73	-	1.73	-
March 31, 2018				
Financial assets				
Investments (other than investments in associates and joint ventures)	3,399.12	3,399.12	-	-
Call spread option	19.80	-	19.80	-
Cross currency swap	71.69	-	71.69	-
Financial liabilities				
Call spread option	18.83	-	18.83	-
Foreign exchange forward contracts	0.31	-	0.31	-

Assets for which fair values are disclosed (₹ in crore)

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
March 31, 2019				
Investment Property	4,354.50	-	-	4,354.50
March 31, 2018				
Investment Property	4,232.72	-	-	4,232.72

(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 years ended March 31, 2019 and March 31, 2018.

Notes to the consolidated financial statements for the year ended March 31, 2019

(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 Ithe 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:

(i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Group's business plan.

(ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

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, 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 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:

(₹ in crore)

Particulars	Increase / decrease in basis points	Effect on profit before tax
March 31, 2019		
	+50	(56.30)
	-50	56.30
March 31, 2018		
	+50	(54.04)
	-50	54.04

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 51 for details.

Notes to the consolidated financial statements for the year ended March 31, 2019

(i) Foreign currency exposure

The following table demonstrate the unhedged exposure in USD exchange rate as at March 31, 2019 and March 31, 2018. The Group's exposure to foreign currency changes for all other currencies is not material.

(₹ in crore)

Particulars	Currency	March 31, 2019	March 31, 2018
Cash and bank balances	USD	3.75	3.72
Trade receivables	USD	3.10	2.95
Property plant and equipment, capital work in progress, other intangibles, goodwill and intangible under development	USD	-	13.29
Investments	USD	58.71	58.07
Loans and Other assets	USD	3.86	0.72
Trade payables	USD	(2.61)	(2.25)
Borrowings	USD	(75.11)	(78.21)
Other financial and other liabilities	USD	(6.75)	(8.69)
Net assets/(liabilities)	USD	(15.05)	(10.40)
Net assets/(liabilities)	INR	(1,050.11)	(679.54)

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.

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
	Impact on profit before tax	
USD Sensitivity		
INR/USD- Increase by 5%	(52.51)	(33.98)
INR/USD- Decrease by 5%	52.51	33.98

The sensitivity analysis has been based on the composition of the Group's net financial assets and liabilities as at March 31, 2019 and March 31, 2018. The period end balances are not necessarily representative of the average debt outstanding during the period.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives and financial guarantees provided by the Group.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 12,751.60 crore and ₹ 11,045.37 crore as at March 31, 2019 and March 31, 2018 respectively, being the total carrying value of trade receivables, balances with bank, bank deposits, investments (other than investments in joint ventures and associates) 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, 2019 and March 31, 2018.

With respect to trade receivables / unbilled revenue, the Group has constituted the terms to review the receivables on a periodic basis and to take necessary mitigations, wherever required. The Group creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

Notes to the consolidated financial statements for the year ended March 31, 2019

Credit risk from balances with bank and financial institutions is managed by the Group's treasury department in accordance with the Group'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 Group to banks and financial institutions, the maximum exposure which the Group is exposed to is the maximum amount which the Group would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

Liquidity risk

Liquidity risk refers to the risk that the Group 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 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.

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 period.

(₹ in crore)

Particulars	0 to 1 year	1 to 5 years	> 5 years	Total
March 31, 2019				
Borrowings (other than convertible preference shares)	5,961.70	10,037.88	11,958.14	27,957.72
Other financial liabilities	3,839.72	428.11	2,666.76	6,934.59
Trade payables	1,959.86	-	-	1,959.86
Total	**11,761.28**	**10,465.99**	**14,624.90**	**36,852.17**
March 31, 2018				
Borrowings (other than convertible preference shares)	2,585.67	8,753.37	12,080.07	23,419.11
Other financial liabilities	1,382.05	675.94	2,276.19	4,334.18
Trade payables	1,957.24	-	-	1,957.24
Total	**5,924.96**	**9,429.31**	**14,356.26**	**29,710.53**

(i) The above excludes any financial liabilities arising out of financial guarantee contract as detailed in Note 41.

(ii) The above excludes interest and other finance charges to be paid on the borrowings and other financial liabilities, by the Group.

53. 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 attributable to the equity holders of the Group.

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

Notes to the consolidated financial statements for the year ended March 31, 2019

keep the gearing ratio at an optimum level to ensure that the debt related covenant are complied with. Refer note 1.1.

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Borrowings (refer notes 18 and 23)*	27,579.89	23,338.78
Less: Cash & cash equivalents	(918.66)	(1,647.16)
Net debt (i)	**26,661.23**	**21,691.62**
Capital components		
Equity share capital	603.59	603.59
Other equity	(1,423.65)	3,214.75
Non-controlling interests	2,061.95	1,826.47
Total Capital (ii)	**1,241.89**	**5,644.81**
Capital and borrowings (iii = i + ii)	**27,903.12**	**27,336.43**
Gearing ratio (%) (i / iii)	**95.55%**	**79.35%**

* Includes borrowings classified under "Liabilities directly associated with assets classified as held for disposal". Refer note 36

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

54. Ministry of Corporate Affairs had published a list of Disqualified Directors in September 2017. As per this list, Mr. Srinivasan Sandilya (director of the Company as at March 31, 2019) was reported as disqualified from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013 for the period from November 1, 2016 to October 31, 2021 pursuant to his directorship of Association Of Indian Automobiles Manufacturers (defaulting Company). Consequently, the defaulting company has filed application with the Registrar of Companies (ROC) under Condonation of Delay Scheme, 2018 ('CODS - 2018'). During the year ended March 31, 2019, as confirmed by an email from ROC, his disqualification has been removed in view of Circular No. 16/2017 dated 29-12-2017 after filing of documents under CODS, 2018. However, his name continues in the List of Disqualified Directors published by the Ministry as he was defaulter for non-filing of documents on the date of publication of the said list.

55. Events after the reporting period

a) Subsequent to the year ended March 31, 2019, GREL, an associate of the group has allotted Non convertible debentures and cumulative redeemable preference shares amounting to ₹ 353.33 crore and ₹ 940.59 crore respectively to the lenders of GREL by converting the existing term loans as per the terms of the approved resolution plan.

b) Subsequent to the year ended March 31, 2019, a subsidiary of the Group has formed named GMR Power and Urban Infra Limited.

56. Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, upto the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Ind AS 116 - Leases

Ind AS 116 Leases was notified in March 2019 and it replaces Ind AS 17 Leases. Ind AS 116 is effective for annual periods beginning on or after 1st April, 2019. It sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Ind AS 116 requires lessees and lessors to make more extensive disclosures than under Ind AS 17. The Group is in the process of evaluating the requirements of the standard and its impact on its financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in statement of profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

Notes to the consolidated financial statements for the year ended March 31, 2019

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Group does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect this amendment to have any significant impact on its financial statements.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Group does not currently have any such long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

57. 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 S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of GMR Infrastructure Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying standalone Ind AS financial statements of GMR Infrastructure Limited ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

As detailed in note 5(5) to the accompanying standalone Ind AS financial statements for the year ended March 31, 2019, GMR Energy Limited ('GEL'), GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') have ceased operations and have been incurring significant losses with a consequential erosion of net worth resulting from the continued unavailability of adequate supply of natural gas. Further, GREL has rescheduled the repayment of project loans due to implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and has signed a Resolution Plan with the lenders to restructure its debt obligations during the year. The carrying value of the investments/obligations in these entities is significantly dependent on the achievement of key assumptions around availability of natural gas, future tariff and the outcome of the sale of the Barge mounted power plant. Accordingly, we are unable to comment on the carrying value of the investments (including advances)/obligations in these entities as at March 31, 2019. In respect of the above matter, our audit report for the year ended March 31, 2018 was also similarly qualified.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 Ind AS 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 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 qualified audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

We draw attention to the following matters in the notes to the accompanying standalone Ind AS financial statements for the year ended March 31, 2019:

a) Note 5(10) and 5(11) with regard to the ongoing arbitration for compensation of losses being incurred by GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') and GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL'), subsidiaries of the Company since the commencement of commercial operations. Pending outcome of the arbitration proceedings, finalisation of the proposed resolution plan with the lenders by GHVEPL and external legal opinion obtained by the management of GACEPL and GHVEPL, the management of the Company is of the view that the carrying value of the investments (including loans and advances and other receivables)/obligations as at March 31, 2019 in GACEPL and GHVEPL is appropriate.

b) Note 5(9) regarding the cessation of construction of the 300 MW hydro based power plant on Alaknanda river, Uttarakhand which was being constructed by GMR Badrinath Hydro Power Generation Private Limited ('GBHPL'), a joint venture of the Company. The Hon'ble Supreme Court of India ('the Supreme Court'), while hearing a civil appeal in the matters of another hydro power company, directed that no further construction work shall be undertaken until further orders. Based on a business plan and valuation assessment by an external expert during the year ended March 31, 2019 management is of the view that the carrying value of the investments in GBHPL as at March 31, 2019 is appropriate.

c) Note 5(7) and 5(8) in connection with certain claims, receivables and counter claims from customers of GMR Warora Energy Limited ('GWEL') and GMR Kamalanga Energy Limited ('GKEL'), joint ventures of the Company, pending settlement / realisation as at March 31, 2019. The management of the Group based on its internal assessment, legal expert advice and certain interim favourable regulatory orders has not made any adjustments in the accompanying standalone Ind AS financial statements for the year ended March 31, 2019.

d) Note 5(6) as regards the process of 'change of control' of GMR Chhattisgarh Energy Limited ('GCEL'), an associate of the Company, initiated by Consortium of lenders' of GCEL, who are also the majority shareholders. The Company has accounted for investments in GCEL at fair value and is of the view that no consequential liability would arise pertaining to (a) settlement of dues to the EPC contractor (b) exposure relating to deposits and guarantees given by the Company along with its subsidiaries and (c) surrender of coal mines and transmission lines and other matters for reasons as detailed in the aforesaid note.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Fair value measurement of investments in equity shares (including other equity)	
During the year ended March 31, 2019, the Company has voluntarily changed its accounting policy to measure its equity investments in subsidiaries, associates and joint ventures from cost as per Ind AS 27 "Separate Financial Statements" to fair value as per Ind AS 109 "Financial instruments" with retrospective effect. The Company has total non-current investment of ₹ 18,419.03 crore as at March 31, 2019. The determination of recoverable amounts of the Company's investments in subsidiaries, associates and joint ventures relies on management's estimates of future cash flows and their judgment with respect 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 investments in entities in the energy business, estimation of passenger and vehicle traffic and rates and favourable outcomes of litigations etc. in the airport and expressway business. Fair value of investment in SEZ sector is determined based on available data for similar immovable property/investment or observable market prices less increamental cost for disposing off the immovable properties/investments. Significant judgements are required to determine the aforesaid assumptions used in the discounted cash flow models. Due to the uncertainty of forecasting and discounting future cash flows, being inherently subjective, the level of management's judgement involved and the significance of the Company's investment as at March 31, 2019, we have considered this as a key audit matter.	Our audit procedures to assess the reasonableness of fair valuation of equity investments included the following: • We have carried out assessment of forecasts of future cash flows prepared by the management, evaluating the assumptions and comparing the estimates to externally available industry, economic and financial data; • We have 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 specialist engaged by the management; • We also assessed the key assumptions adopted in the cash flow forecasts with the support of our in-house valuation experts and performed sensitivity analysis on aforesaid key assumptions; • We have carried out discussions with management on the performance of the Company's investments as compared to previous year in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable; • We tested the arithmetical accuracy of the models • We have reviewed the related disclosures in the standalone Ind AS financial statements as required by the relevant accounting standards;
Revenue recognition and measurement of upfront losses on Long-term construction contracts	
For the year ended March 31, 2019, the Company recognized revenue from Engineering, procurement and construction (EPC) contracts of ₹ 763.04 Crore and has made provisions for upfront losses amounting to ₹ 148.06 crore as at March 31, 2019. Revenue from these 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, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Company'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.	Our audit procedures included the following: • We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115- Revenue from Contracts with Customers. • We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls. • The measurement of revenue recognition requires management's estimates in respect of revenue, budgeted costs as well as the percentage of completion for construction works. In our testing of the revenue recognition and provision for upfront losses for the reporting period, we selected EPC contracts on a sample basis and:

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td>Accuracy of revenues, onerous obligations and profits/loss may deviate significantly on account of change in judgements and estimates. For this reason, we identified revenue recognition and provision for upfront losses from EPC contracts as a key audit matter.</td><td>discussed with management and the respective project teams about the progress of the projects;
reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates.
assessed management's estimates of the impact to revenue and budgeted costs arising from scope changes made to the original contracts, claims, disputes and liquidation damages with reference to supporting documents including variation orders and correspondence between the Company and the customers.
tested on a sample basis the actual costs incurred on construction works during the reporting period;
recalculated the revised percentage of completion based on the latest budgeted final costs and the total actual costs incurred;
recalculated the revenue recognised based on the revised percentage of completion.
• We have reviewed the related disclosures in the standalone Ind AS financial statements as required by the relevant accounting standards;</td></tr>
<tr><td colspan="2">Assessment of going concern basis - (as described in note 2.1 of the financial statements)</td></tr>
<tr><td>As at March 31, 2019, the Company along with its subsidiaries, associates and joint ventures ('the Group') have incurred losses with a consequent erosion of its networth, lower credit ratings for some of its borrowings and has net current liabilities of ₹ 2,408.26 crore.

As disclosed in the assessment of liquidity risk in note 38 to the standalone Ind AS financial statements, the Company has financial liabilities of ₹ 3,978.12 crore to be settled within one year from March 31, 2019. Further, the Company has commitments towards funding support to its Group Companies and Corporate guarantees issued to lenders / outsiders on behalf of its Group Companies as detailed in Note 37.

The Company has prepared cash flow forecast for next twelve months which involves judgement and estimation around sources of funds to meet the financial obligations and cash flow requirements over the next twelve months.

Considering the above, we have identified the assessment of going concern assumption as a key audit matter considering that the Company has net current liabilities.</td><td>Our audit procedures included the following:
We have obtained an understanding of the process of management assessment of going concern and also assessed the same.
We read the management assesment in Note 2.1 which states:

Management is taking various initiatives including monetisation of assets, sale of stake in certain assets, raising finances from financial institutions and strategic investors, refinancing of existing debt and other strategic initiatives for reduction of debt. Pursuant to such initiatives the Group had successfully divested its stake in certain assets in the highway sector, airport sector and energy sector in last few years. Further, as detailed in note 5(2), the management has signed a binding term sheet with certain investors to divest equity stake in GMR Airport Limited (GAL) on a fully diluted basis for a consideration of ₹ 8,000 crore. The divestment is subject to obtaining requisite approvals as stated in the aforesaid note and once successfully completed will enable the Group to meet their financial obligations and cash flow requirements.
We have obtained the future cash flows of the Company, which are largely based on the expected proceeds upon successful closure of divestment of equity stake in GAL for which a binding term sheet has already been signed. We have considered the same for our assessment of the Company's capability to meet its financial obligation falling due within next twelve months.
We have reviewed the binding term sheet to divest stake in GAL as detailed in note 5(2) to the financial statement to meet the cash flow requirement of the Company.
We have assessed the disclosures made by the Company in relation to this matter.</td></tr>
</table>

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS 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 standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of the Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS 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 system 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the

related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

  We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) Except for the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) The matter described in the Basis for Qualified Opinion paragraph, Emphasis of Matter paragraph and Qualified Opinion paragraph of 'Annexure II' to this report, in our opinion, may have an adverse effect on the functioning of the Company;

   (f) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

   (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;

   (h) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure II" to this report;

   (i) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

   (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and

Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 37 to the standalone Ind AS financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

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

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

Annexure I referred to in clause 1 of paragraph on the report on other legal and regulatory requirements of our report of even date

Re: GMR Infrastructure Limited

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;

(b) All property, plant and equipment have not been physically verified by the management of the Company during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us by the management of the Company, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us by the management of the Company, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us by the management of the Company, there are no loans, guarantees, and securities granted in respect of which provisions of sections 185 and 186 of the Act are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us by the management of the Company, the provisions of section 186 of the Companies Act 2013 in respect of investments made has been complied with by the Company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, related to the construction activities and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including employees' state insurance, income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other material statutory dues as applicable to the Company, have generally been regularly deposited with the appropriate authorities.

(b) According to the information and explanations given to us by the management of the Company, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other material statutory dues as applicable to the Company, were outstanding at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in crore)	Period for which amounts relates to	Forum where dispute is pending
Finance Act, 1994	Service tax	41.53	October 2007 to March 2014	Commissioner of Service Tax, Bangalore
Finance Act, 1994	Service tax	0.80	FY 2012-13 to 2014-15	Joint Commissioner of Central Tax, Bangalore
Finance Act, 1994	Service tax	0.17	FY 2015-16 to 2017-18	Assistant Commissioner of Central Tax, Bangalore
Central Excise Act, 1944	Central excise duty (including penal charges and excluding interest)	1.03	March 2011 to December 2012	Office of the Commissioner of Customs, Central Excise and Service Tax, Hyderabad-III Commissionerate
Odisha Value Added Tax Act, 2004	Value Added Tax	2.40	November 2012 to March 2015	Additional Commissioner of Sales Tax, Bhubaneswar
Income Tax Act, 1961	Income Taxes*	215.20	FY 2007-08 to 2015-16	Income Tax Appellate Tribunal

*Net of ₹ 29.12 crore paid by the Company.

(viii) In our opinion and according to the information and explanations given to us by the management of the Company, the Company has not defaulted in repayment of loans or borrowing to a financial institution as at March 31, 2019. According to the information and explanations given by the management, the Company has delayed in repayment of loans or borrowings to banks and dues to debenture holders during the year, the details of which are provided as below (Refer Note 16 (39):

Particulars	Amount (in crore)	Period of Default (No. of Days)
Principal repayment to a bank	25.74	0-30
Principal/ Premium repayment/payment on non-convertible debentures	59.24	0-30
Interest payment on Foreign Currency Convertible Bonds	159.15	0-120

The Company did not have any outstanding loans or borrowings dues in respect of government.

(ix) According to the information and explanations given to us by the management of the Company, the Company has not raised any money by way of initial public offer / further public offer / debt instruments except term loans during the year. In our opinion and according to the information and explanations given to us by the management of the Company, the Company has utilized the monies raised by way of term loans during the year for the purposes for which they were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management of the Company, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given to us by the management of the Company, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given to us by the management of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, hence not commented upon.

(xv) According to the information and explanations given to us by the management of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.

(xvi) According to the information and explanations given to us and based on a legal opinion obtained by the management of the Company, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

Annexure II to the Independent auditor's report of even date on the Standalone Ind AS financial statements of GMR Infrastructure Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of GMR Infrastructure Limited ('the Company') as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('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 its 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both 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 over financial reporting with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS 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 over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements as at March 31, 2019:

(a) The Company's internal financial control with regard to assessment of carrying value of investments in certain subsidiaries, joint ventures and associates as more fully explained in note 5(5) to the standalone Ind AS financial statements were not operating effectively and could potentially result in the Company not providing for adjustments that may be required to be made to the carrying value of such investments.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements as of March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as of March 31, 2019.

Explanatory Paragraph

We also have audited, in accordance with the Standards on Auditing issued by the ICAI, as specified under Section 143(10) of the Act, the standalone Ind AS financial statements of the Company, which comprise the Balance Sheet as at March 31, 2019, and the related Statement of Profit and Loss, Statement of changes in equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. The material weakness referred to in the Qualified opinion paragraph above, was considered in determining the nature, timing and extent of audit tests applied in our audit of the March 31, 2019 standalone Ind AS financial statements of the Company and this report affects our report dated May 29, 2019, which expressed a qualified opinion on those standalone Ind AS financial statements.

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

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

Standalone Balance Sheet as at March 31, 2019

(₹ in crore)

	Notes	March 31, 2019	March 31, 2018 (Restated)	April 01, 2017 (Restated)
I ASSETS				
(1) Non-current assets				
(a) Property, plant and equipment	3	156.84	117.21	68.36
(b) Capital work in progress		-	20.93	-
(c) Intangible assets	4	1.92	2.15	3.11
(d) Financial assets				
(i) Investments	5	12,238.91	22,593.10	26,103.71
(ii) Loans	6	1,599.55	2,230.71	1,825.79
(iii) Trade receivables	7	88.64	66.74	42.23
(iv) Other financial assets	8	133.09	203.01	133.17
(e) Deferred tax assets (net)	10(a)	97.23	97.23	97.23
(f) Non-current tax assets (net)	11(a)	48.61	34.68	85.73
(g) Other non-current assets	9	27.67	40.09	45.33
		14,392.46	**25,405.85**	**28,404.66**
(2) Current assets				
(a) Inventories	12	45.08	38.10	65.74
(b) Financial assets				
(i) Investments	5	0.01	26.60	6.77
(ii) Loans	6	350.14	180.21	500.16
(iii) Trade receivables	7	394.73	50.34	67.88
(iv) Cash and cash equivalents	13	18.00	76.15	31.47
(v) Bank balances other than cash and cash equivalents	13	6.57	16.53	13.59
(vi) Other financial assets	8	969.32	623.29	549.48
(c) Other current assets	9	33.51	56.90	57.33
		1,817.36	**1,068.12**	**1,292.42**
(3) Assets classified as held for disposal	5	6,180.12	30.15	30.15
Total assets (1 + 2 + 3)		**22,389.94**	**26,504.12**	**29,727.23**
II EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity share capital	14	603.59	603.59	603.59
(b) Other equity	15	11,097.56	16,510.26	19,668.36
		11,701.15	**17,113.85**	**20,271.95**
Liabilities				
(2) Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	16	5,293.93	5,184.57	5,091.51
(ii) Other financial liabilities	18	89.75	99.19	104.75
(b) Provisions	19	1.13	0.46	2.74
(c) Deferred tax liability (net)	10(b)	489.28	1,780.61	2,531.52
(d) Other non-current liabilities	20	563.85	33.61	122.96
		6,437.94	**7,098.44**	**7,853.48**
(3) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	16	943.55	768.91	112.88
(ii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	17	13.94	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17	483.28	333.48	219.55
(iii) Other financial liabilities	18	2,517.41	912.25	927.03
(b) Other current liabilities	20	250.15	233.51	296.33
(c) Provisions	19	12.11	13.27	15.60
(d) Liabilities for current tax (net)	11(b)	5.18	5.18	5.18
		4,225.62	**2,266.60**	**1,576.57**
(4) Liabilities directly associated with the assets classified as held for disposal	21	**25.23**	**25.23**	**25.23**
Total equity and liabilities (1+2+3+4)		**22,389.94**	**26,504.12**	**29,727.23**
Summary of significant accounting policies	2.2			

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

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Standalone statement of Profit and Loss for the year ended March 31, 2019

(₹ in crore)

		Notes	March 31, 2019	March 31, 2018 (Restated)
I	**Revenue**			
	Revenue from operations	22	767.95	742.47
	Other income	23	47.86	52.35
	Finance income	24	333.09	363.54
	Total income		**1,148.90**	**1,158.36**
II	**Expenses**			
	Cost of material consumed	25	338.31	376.53
	Sub-contracting expenses		334.41	238.48
	Employee benefit expenses	26	47.29	51.68
	Depreciation and amortisation expenses	27	24.49	19.06
	Finance costs	28	845.65	821.61
	Other expenses	29	125.18	144.37
	Total expenses		**1,715.33**	**1,651.73**
III	**Profit/(loss) before exceptional items and tax (I +/- II)**		**(566.43)**	**(493.37)**
IV	Exceptional items- provision for diminution in value of investments / loans and advances	30	(475.96)	(94.17)
V	**Profit/(loss) before tax (III +/- IV)**		**(1,042.39)**	**(587.54)**
VI	**Tax expense:**			
	(a) Current tax	31	0.09	0.09
	(b) Deferred tax		(8.17)	-
	Total tax expenses		**(8.08)**	**0.09**
VII	**Profit/(loss) for the year (V +/- VI)**		**(1,034.31)**	**(587.63)**
VIII	**Other comprehensive income/ (loss)**			
(A)	(i) Items that will not be reclassified to profit or loss	15		
	- Re-measurement gains/ (losses) on defined benefit plans		0.21	0.49
	- Net (loss)/gain on Fair Valuation Through Other Comprehensive Income ('FVTOCI') of equity securities		(5,623.28)	(3,328.84)
	(ii) Income tax effect		1,307.47	750.91
(B)	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax effect		-	-
	Total other comprehensive income/ (loss) for the year		**(4,315.60)**	**(2,577.44)**
IX	**Total comprehensive income for the year (VII +/- VIII)**		**(5,349.91)**	**(3,165.07)**
X	Earnings per equity share (nominal value of share ₹ 1 each):			
	Basic and diluted	32	(1.72)	(0.98)
Summary of significant accounting policies		2.2		

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

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Standalone statement of changes in equity for the year ended March 31, 2019

a.	Equity share capital:		
	Equity shares of Re. 1 each issued, subscribed and fully paid		
		No.	₹ in crore
	At April 1, 2017	**6,035,945,275**	**603.59**
	Add: Issued during the year	-	-
	At March 31, 2018	**6,035,945,275**	**603.59**
	Add: Issued during the year	-	-
	At March 31, 2019	**6,035,945,275**	**603.59**

b. Other equity (₹ in crore)

	Attributable to the equity holders										
	Equity component of preference shares (refer note 15)	Equity component of Optionally Convertible Debentures ('OCD') (refer note 15)	Treasury shares (refer note 15)	Fair Valuation Through Other Comprehensive Income ('FVTOCI') reserve (refer note 15)	Reserves and surplus						Total other equity
					General reserve (refer note 15)	Securities premium (refer note 15)	Debenture redemption reserve (refer note 15)	Capital reserve (refer note 15)	Retained earnings (refer note 15)	Foreign currency monetary translation difference account ('FCMTR') (refer note 15)	
For the year ended March 31, 2019											
As at April 1, 2018	-	-	(101.54)	4,993.65	174.56	10,010.98	127.20	141.75	1,123.26	40.40	16,510.26
Profit/ (loss) for the year	-	-	-	-	-	-	-	-	(1,034.31)	-	(1,034.31)
Other comprehensive income (refer note 15)	-	-	-	(4,315.81)	-	-	-	-	0.21	-	(4,315.60)
Total comprehensive income	-	-	-	(4,315.81)	-	-	-	-	(1,034.10)	-	(5,349.91)
Exchange difference on foreign currency convertible bond ('FCCB') recognised during the year	-	-	-	-	-	-	-	-	-	(114.50)	(114.50)
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	-	5.79	5.79
Equity component recognised on OCD's	-	45.92	-	-	-	-	-	-	-	-	45.92
Transfer from debenture redemption reserve	-	-	-	-	-	-	(32.34)	-	32.34	-	-
As at March 31, 2019	-	45.92	(101.54)	677.84	174.56	10,010.98	94.86	141.75	121.50	(68.31)	11,097.56
For the year ended March 31, 2018 (Restated)											
As at April 1, 2017	133.94	-	(101.54)	7,571.58	40.62	10,010.98	127.20	141.75	1,710.40	33.43	19,668.36
Profit/ (loss) for the year	-	-	-	-	-	-	-	-	(587.63)	-	(587.63)
Other comprehensive income (refer note 15)	-	-	-	(2,577.93)	-	-	-	-	0.49	-	(2,577.44)
Total comprehensive income	-	-	-	(2,577.93)	-	-	-	-	(587.14)	-	(3,165.07)
Exchange difference on foreign currency convertible bond ('FCCB') recognised during the year	-	-	-	-	-	-	-	-	-	7.80	7.80
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	-	(0.83)	(0.83)
Transfer from equity component of preference share to general reserve	(133.94)	-	-	-	133.94	-	-	-		-	-
As at March 31, 2018		-	(101.54)	4,993.65	174.56	10,010.98	127.20	141.75	1,123.26	40.40	16,510.26
Summary of significant accounting policies	2.2										

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

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979

Place: New Delhi
Date: May 29, 2019

Standalone statement of cash flows for the year ended March 31, 2019

(₹ in crore)

	March 31, 2019	March 31, 2018 (Restated)
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(loss) before tax	(1,042.39)	(587.54)
Non-cash adjustments to reconcile profit/(loss) before tax to net cash flows:		
Depreciation and amortisation expenses	24.49	19.06
Fair value (gain)/ loss on financial instruments at fair value through profit or loss	(0.31)	(1.26)
Provision / write off for impairment of investments at amortised cost, loans and doubtful advances	475.96	94.17
Bad debts written off/ provision for doubtful debts	14.03	18.78
Net foreign exchange differences (unrealised)	3.93	(3.12)
Provision no longer required, written back	(1.85)	(2.81)
Profit on sale of current investments (others)	(2.02)	(6.34)
Dividend income on current investments (other than trade) (gross) ₹ 14,732 (March 31, 2018: ₹ 14,482)	0.00	0.00
Finance income	(333.09)	(363.54)
Finance cost	845.65	821.61
Operating (loss)/profit before working capital changes	**(15.60)**	**(10.99)**
Working capital adjustments:		
(Increase)/ decrease in inventories	(6.98)	27.64
(Increase)/ decrease in trade receivables	(380.32)	(28.94)
(Increase)/ decrease in other financial assets	138.92	(166.19)
(Increase)/ decrease in other assets	19.42	4.63
Increase/ (decrease) in trade payables	164.01	120.02
Increase/ (decrease) in other financial liabilities	-	(10.27)
Increase/ (decrease) in provisions	(0.49)	(4.61)
Increase/ (decrease) in other liabilities	546.88	(152.17)
Cash generated from/ (used in) operations	**465.84**	**(220.88)**
Direct taxes paid (net of refunds)	(14.02)	50.96
Net cash from/ (used in) operating activities	**451.82**	**(169.92)**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including capital work in progress, capital advances and intangible assets	(37.14)	(77.36)
Purchase of non-current investments	(2,060.00)	(148.05)
Proceeds from sale of non-current investments	1,869.85	336.55
Sale / (purchase) of current investments (net)	28.61	(14.62)
Investment in bank deposit (having original maturity of more than three months)	63.40	(47.41)
Loans given to subsidiary companies	(2,022.54)	(2,916.06)
Loans/ advances repaid by subsidiary companies	2,009.74	2,456.03
Interest received	223.56	385.44
Dividend received [(₹ 14,732 (March 31, 2018: ₹ 14,482)]	0.00	0.00
Net cash from/ (used in) investing activities	**75.48**	**(25.48)**

Standalone statement of cash flows for the year ended March 31, 2019

(₹ in crore)

	March 31, 2019	March 31, 2018 (Restated)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	604.44	1,583.26
Repayment of long term borrowings	(791.54)	(1,124.37)
Proceeds/ repayment of short term borrowings (net) (refer note 13)	169.38	664.14
Finance costs paid	(572.99)	(874.84)
Net cash (used in)/ from financing activities	**(590.71)**	**248.19**
Net (decrease)/increase in cash and cash equivalents	(63.41)	52.79
Cash and cash equivalents at the beginning of the year	**75.18**	**22.39**
Cash and cash equivalents at the end of the year	**11.77**	**75.18**
Total cash and cash equivalents (Note 13)	**11.77**	**75.18**

Explanatory notes to statement of cash flows

1. Changes in liabilities arising from financing activities:-

Particulars	**Liabilities arising from financing activities**	
	Long term borrowings (refer note 16)	**Short term borrowings (refer note 16 and 13)**
As at April 01, 2018	**6,005.68**	**768.91**
Cash flow changes:		
Proceeds from borrowings	604.44	174.64
Repayment of borrowings	(791.54)	-
Processing fee paid	(2.25)	-
Non-cash changes		
OCD's issued to Doosan (net of equity)	331.77	-
Foreign exchange fluctuations	112.19	-
Change in fair values	42.63	-
As at March 31, 2019	**6,302.92**	**943.55**
As at April 01, 2017	**5,854.88**	**112.88**
Cash flow changes:		
Proceeds from borrowings	1,583.26	656.03
Repayment of borrowings	(1,124.37)	-
Processing fee paid	(45.17)	-
Non-cash changes		
Loan from Dhruvi Securities Private Limited ('DSPL') novated with loan given to GMR Aerostructure Service Limited ('GASL')	(300.20)	-
Foreign exchange fluctuations	(9.52)	-
Change in fair values	46.80	-
As at March 31, 2018	**6,005.68**	**768.91**
Summary of significant accounting policies	2.2	

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

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

Notes to the standalone financial statements for the year ended March 31, 2019

1. CORPORATE INFORMATION

GMR Infrastructure 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.

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 34.

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 29, 2019.

The standalone financial statements comprise the financial statements of the Company and its controlled staff welfare trust. The Company is the sponsoring entity of staff welfare trust. Based on the internal assessment by the management, it believes that the staff welfare trust is an extension arm of the Company.

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:

Change in accounting Policies and disclosures:

During the year ended March 31, 2019, the Company has voluntarily changed its accounting policy, as per Ind AS 8, with respect to measurement of investments in subsidiaries, associates and joint ventures at cost as per Ind AS 27 "Separate Financial Statements" to fair value as per Ind AS 109 "Financial instruments".

The Company believes that this change better reflects the value of its investments and therefore provides more relevant information to management, users of financial statements and others.

The above change in the accounting policy retrospectively has resulted in restating the following balances:

Balance sheet	March 31, 2018			April 1, 2017		
	Reported	Adjustment*	Restated	Reported	Adjustment*	Restated
Investments	8,292.55	14,300.55	22,593.10	9,817.44	16,286.27	26,103.71
Total Assets	12,203.57	14,300.55	26,504.12	13,440.96	16,286.27	29,727.23
Deferred tax liabilities	-	1,780.61	1,780.61	-	2,531.52	2,531.52
Total Liabilities	7,609.66	1,780.61	9,390.27	6,923.76	2,531.52	9,455.28
Total Equity	4,593.91	12,519.94	17,113.85	6,517.20	13,754.75	20,271.95

*Pursuant to change in accounting policy.

Statement of profit and loss and other comprehensive income for the Year ended March 31, 2018

Particulars	Reported	Adjustment	Restated
Exceptional item	(1,437.29)	1,343.12	(94.17)
(Loss) /Profit for the year	(1,930.75)	1,343.12	(587.63)
Other Comprehensive Income/ (expenses) (net of tax)	0.49	(2,577.93)	(2,577.44)
Total Comprehensive income for the year	(1,930.26)	(1,234.81)	(3,165.07)
Basic and Diluted EPS after exceptional items	(3.21)	2.23	(0.98)

Notes to the standalone financial statements for the year ended March 31, 2019

IMPACT OF IMPLEMENTATION OF NEW STANDARDS/AMENDMENTS:

Ind AS 115 Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018, replaces existing revenue recognition requirements. Under the modified retrospective approach there were no significant adjustments required to the retained earnings at April 1, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the 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.

The Company along with its subsidiaries, associates and joint ventures have incurred losses primarily on account of losses in the energy and highway sector as detailed in note 5(5), 5(10) and 5(11) above with a consequent erosion of its networth and lower credit ratings for some of its borrowings. Management is taking various initiatives including monetisation of assets, sale of stake in certain assets, raising finances from financial institutions and strategic investors, refinancing of existing debt and other strategic initiatives for reduction of debt. Pursuant to such initiatives, the Group had successfully divested its stake in certain assets in the highway sector, airport sector and energy sector in last few years. Further, as detailed in note 5(2), the management has signed a binding term sheet with certain investors to divest equity stake in GMR Airport Limited ('GAL') on a fully diluted basis for a consideration of ₹ 8,000 crore. The divestment is subject to obtaining requisite approvals as stated in the aforesaid note and once successfully completed will enable the Group to meet its financial obligations and its cash flow requirements. Accordingly, the financial statements continue to be prepared on a going concern basis which contemplates realisation of current assets and settlement of current liabilities in an orderly manner.

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.

Notes to the standalone financial statements for the year ended March 31, 2019

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 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

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 'Revenue' and Ind AS 11 'Construction contracts'. The Company has adopted Ind AS 115 using modified retrospective approach. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018).

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

Notes to the standalone financial statements for the year ended March 31, 2019

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 for the periods upto June 30, 2017 includes excise duty collected from customers. Revenue from July 1, 2017 onwards is exclusive of goods and service tax (GST) which subsumed excise duty. Revenue also 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 profit or 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 fulfill 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 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.

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 (n) 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

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.

Notes to the standalone financial statements for the year ended March 31, 2019

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.

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. Non-current assets held for sale

The Company 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 to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets , its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

Notes to the standalone financial statements for the year ended March 31, 2019

a) The appropriate level of management is committed to a plan to sell the asset,

b) An active programme to locate a buyer and complete the plan has been initiated,

c) The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and

e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the standalone balance sheet.

f. 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 equipments	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 ₹ 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.

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.

g. 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

Notes to the standalone financial statements for the year ended March 31, 2019

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 affect 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

h. Borrowing cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. 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.

i. 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.

Company as a lessee

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased asset or, at the present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless either:

a. another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis; or

b. the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

j. 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.

Notes to the standalone financial statements for the year ended March 31, 2019

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.

k. Impairment of non-financial assets

As at the end of each accounting year, the Company reviews the carrying amounts of its 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 group 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 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 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.

l. 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 a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

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.

m. 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

Notes to the standalone financial statements for the year ended March 31, 2019

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 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

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 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.

n. 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 38

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.

Notes to the standalone financial statements for the year ended March 31, 2019

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 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 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 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.

(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.

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.

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

Notes to the standalone financial statements for the year ended March 31, 2019

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 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.

b. 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.

c. 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.

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.

o. 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.

p. 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.

q. CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to the standalone financial statements for the year ended March 31, 2019

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.

r. CASH DIVIDEND

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the 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 Company's Board of Directors.

s. 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.

t. TREASURY SHARES

The Company has created a Staff welfare Trust ('SWT') for providing staff welfare to its employees. The Company treats SWT as its extension and shares held by SWT are treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve.

u. CORPORATE SOCIAL RESPONSIBILITY ('CSR') EXPENDITURE

The Company charges its CSR expenditure during the year to the statement of profit and loss.

v. 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 Ind AS 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.

Notes to the standalone financial statements for the year ended March 31, 2019

3. Property, plant and equipment (₹ in crore)

Particulars	Freehold land	Leasehold improvements	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Computers	Total
Gross Block (at cost/ deemed cost)								
As at April 01, 2017	**0.08**	**0.34**	**81.44**	**3.37**	**5.18**	**4.95**	**2.47**	**97.83**
Additions	-	-	65.78	0.09	0.65	-	0.31	66.83
Disposals	-	-	-	-	0.38	-	1.22	1.60
As at March 31, 2018	**0.08**	**0.34**	**147.22**	**3.46**	**5.45**	**4.95**	**1.56**	**163.06**
Additions	-	-	62.74	0.01	0.15	-	0.35	63.25
Disposals	-	-	-	-	-	0.29	0.10	0.39
As at March 31, 2019	**0.08**	**0.34**	**209.96**	**3.47**	**5.60**	**4.66**	**1.81**	**225.92**
Accumulated Depreciation								
As at April 01, 2017	**-**	**0.23**	**21.96**	**0.95**	**3.46**	**1.89**	**0.98**	**29.47**
Charge for the year	-	0.11	14.45	0.47	1.07	1.01	0.87	17.98
Disposals	-	-	-	-	0.38	-	1.22	1.60
As at March 31, 2018	**-**	**0.34**	**36.41**	**1.42**	**4.15**	**2.90**	**0.63**	**45.85**
Charge for the year	-	-	20.96	0.40	0.69	0.76	0.81	23.62
Disposals	-	-	-	-	-	0.29	0.10	0.39
As at March 31, 2019	**-**	**0.34**	**57.37**	**1.82**	**4.84**	**3.37**	**1.34**	**69.08**
Net block								
As at March 31, 2019	**0.08**	**-**	**152.59**	**1.65**	**0.76**	**1.29**	**0.47**	**156.84**
As at March 31, 2018	**0.08**	**-**	**110.81**	**2.04**	**1.30**	**2.05**	**0.93**	**117.21**

Note: The Company during the year ended March 31, 2017 had adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Company had availed the exemption available under Ind AS 101, wherein the carrying value of property, plant and equipment has been carried forward at the amount as determined under the previous GAAP as at April 01, 2015.

4. Other intangible assets

(₹ in crore)

Particulars	Computer Software	Total
Gross Block (at cost/ deemed cost)		
As at April 01, 2017	**5.32**	**5.32**
Additions	0.12	0.12
As at March 31, 2018	**5.44**	**5.44**
Additions	0.64	0.64
As at March 31, 2019	**6.08**	**6.08**
Accumulated Amortisation		
As at April 01, 2017	**2.21**	**2.21**
Charge for the year	1.08	1.08
As at March 31, 2018	**3.29**	**3.29**
Charge for the year	0.87	0.87
As at March 31, 2019	**4.16**	**4.16**
Net block		
As at March 31, 2019	**1.92**	**1.92**
As at March 31, 2018	**2.15**	**2.15**

Note: The Company during the year ended March 31, 2017 had adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Company had availed the exemption available under Ind AS 101, wherein the carrying value of other intangible assets has been carried forward at the amount as determined under the previous GAAP as at April 01, 2015.

Notes to the standalone financial statements for the year ended March 31, 2019

5. Financial assets - Investments

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
A. Investments measured at Fair Value through Other Comprehensive Income (FVTOCI)				
Unquoted equity shares				
i. Subsidiary companies				
- Domestic Companies				
GMR Hyderabad International Airport Limited ('GHIAL')	19.55	19.55	-	-
[1,000 (March 31, 2018: 1,000) equity shares of ₹ 10 each]				
GMR Pochanpalli Expressways Limited ('GPEL')	-	-	-	-
[2,070,000 (March 31, 2018: 2,070,000) equity shares of ₹ 10 each]				
GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') [1,10]	-	51.99	-	-
[47,495,280 (March 31, 2018: 47,495,280) equity shares of ₹10 each]				
Delhi International Airport Limited ('DIAL')	5.72	5.72	-	-
[200 (March 31, 2018: 200) equity shares of ₹ 10 each]				
GMR Airports Limited ('GAL')[1,2,3,12] [also refer note 15(3)]	7,377.08	16,734.97	5,646.19	-
1,018,713,344 (March 31, 2018: 350,869,304) equity shares ₹ 10 each]				
GMR Aviation Private Limited ('GAPL')	117.54	128.16	-	-
[244,080,868 (March 31, 2018: 244,080,868) equity shares of ₹ 10 each]				
Gateways for India Airports Private Limited ('GFIAL')	2.50	0.01	-	-
[8,649 (March 31, 2018: 8,649) equity shares of ₹ 10 each]				
GMR Krishnagiri SIR Limited ('GKSIR') (formely known as GMR Krishnagiri SEZ Limited ('GKSEZ'))	43.58	117.50	-	-
[117,500,000 (March 31, 2018: 117,500,000) equity shares of ₹ 10 each]				
GMR Highways Limited ('GMRHL')[1,10,11]	1.70	521.69	-	-
[1,852,929,746 (March 31, 2018: 1,852,929,746) equity shares of ₹ 10 each]				
GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL') [11]	-	-	-	-
[2,050,000 (March 31, 2018: 2,050,000) equity shares of ₹ 10 each]				

Notes to the standalone financial statements for the year ended March 31, 2019

5. Financial assets - Investments (Contd.)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
GMR Corporate Affairs Private Limited ('GCAPL')	-	-	-	-
[4,999,900 (March 31, 2018: 4,999,900) equity shares of ₹ 10 each]				
GMR Chennai Outer Ring Road Private Limited ('GCORRPL')[1]	-	33.55	-	-
[12,300,000 (March 31, 2018: 12,300,000) equity shares of ₹ 10 each]				
GMR Energy Trading Limited ('GETL')	46.28	54.21	-	-
[50,219,897 (March 31, 2018: 50,219,897) equity shares of ₹ 10 each]				
Dhruvi Securities Private Limited ('DSPL')	-	23.89	-	-
[168,059,694 (March 31, 2018: 168,059,694) equity shares of ₹ 10 each]				
GMR Generation Assets Limited ('GGAL') [1,3,4,5,6,7,8,9,17]	-	-	-	-
[6,322,750,426 (March 31, 2018: 6,322,750,426) equity shares of ₹10 each]				
GMR Power Infra Limited ('GPIL')	-	0.77	-	-
[849,490 (March 31, 2018: 849,490) equity shares of ₹ 10 each]				
GMR Kishangarh Udaipur Ahmedabad Expressways Limited ('GKUAEL')	-	1.49	-	-
[Nil (March 31, 2018: 5,050,000) equity shares of ₹ 10 each]				
GMR Infra Developers Limited ('GIDL')	-	0.05	-	-
[49,994 (March 31, 2018: 49,994) equity shares of ₹10 each fully paid-up]				
GMR Aerostructure Service Limited ('GASL') (formerly known as GMR Hyderabad Airport Resource Management Limited ('GHARML')	-	-	-	-
[50,000 (March 31, 2018: 50,000) equity shares of ₹ 10 each]				
GMR SEZ & Port Holdings Limited ('GSPHL')	833.62	759.70	-	-
[47,989,999 (March 31, 2018: 47,989,999) equity shares of ₹ 10 each]				
GMR Airport Developers Limited (GADL)[16]	0.08	0.21	-	-
GMR Tambaram Tindivanam Expressways Limited (GTTEL) [16]	-	15.94	-	-
GMR Tuni Anakapalli Expressways Limited (GTAEL)[16]	-	12.20	-	-
Raxa Security Services Limited (RSSL) [16]	-	2.83	-	-
Kakinada Gateways Port Limited (KGPL)[16]	3.45	-	-	-
	8,451.10	**18,484.43**	**5,646.19**	**-**

Notes to the standalone financial statements for the year ended March 31, 2019

5. Financial assets - Investments (Contd.)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
- Body Corporates				
GMR Infrastructure (Mauritius) Limited ('GIML')[13,14,15] [181,236,001 (March 31, 2018: 320,550,001) equity shares of USD 1 each]	1,305.02	2,542.34	-	-
GMR Coal Resources Pte Limited ('GCRPL') [14] [30,000 (March 31, 2018: 30,000) equity shares of SGD 1 each]	-	-	-	-
GMR Male International Airport Private Limited ('GMIAL') [13] [154 (March 31, 2018: 154) equity shares of Mrf 10 each]	13.02	13.02	-	-
GMR Infrastructure (Overseas) Limited ('GIOL') [100 (March 31, 2018: 100] equity shares of USD 1 each]	-	-	-	-
GMR Energy (Netherlands) BV (GENBV) [16]	-	2.65	-	-
PT Barasentosa Lestari (PTBSL) [16]	-	3.37	-	-
	1,318.04	**2,561.38**	-	-
ii. Joint ventures/ associates				
GMR Megawide CEBU Airport Corporation ('GMCAC') [1,2] [Nil (March 31, 2018: 88,405,234) equity shares of PHP 1 each]	-	57.39	-	-
GMR Energy Limited ('GEL')[1,3,4,5,7,8,9,17] [1,057,369,038 (March 31, 2018: 536,894,545) equity shares of ₹ 10 each]	792.18	684.81	508.60	-
GMR Energy (Mauritius) Limited ('GEML') [5 (March 31, 2018: 5) equity share of USD 1 each]	-	-	-	-
GMR (Badrinath) Hydro Power Generation Private Limited ('GBHPL') [9,17] [4,900 (March 31, 2018: 4,900) equity shares of ₹ 10 each]	-	-	-	-
GMR OSE Hungund Hospet Highways Private Limited ('GOSEHHHPL') [1] [59,801,692 (March 31, 2018: 59,801,692) equity shares of ₹ 10 each]	-	-	25.33	30.15
	792.18	**742.20**	**533.93**	**30.15**
Less: Investments classified as held for disposal	-	-	(6,180.12)	(30.15)
	792.18	**742.20**	**-**	**-**
Total investment in equity	**10,561.32**	**21,788.01**	**-**	**-**
B. Investment in preference shares of subsidiary companies				
i. Investment in preference shares (in the nature of equity) of subsidiary companies measured at Fair Value through OCI (FVTOCI)				
GGAL [1,2,3,4,5,6,7,8,9,17]	-	316.11	-	-
[492,102,500 (March 31, 2018: 492,105,500) 0.01% compulsorily convertible cumulative preference shares of ₹ 10 each]			-	-

Notes to the standalone financial statements for the year ended March 31, 2019

5. Financial assets - Investments (Contd.)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
GPEL	-	21.31	-	-
[4,450,000 (March 31, 2018: 4,450,000) 0.01% compulsorily convertible non- cumulative preference shares of ₹ 100 each] (refer note 34)				
GCORRPL	-	21.93	-	-
[2,192,500 (March 31, 2018: 2,192,500) 0.01% compulsorily convertible non-cumulative preference shares of ₹ 100 each] (refer note 34)				
	-	**359.35**	**-**	**-**
ii. Investment in preference shares of subsidiary companies at amortised cost				
GACEPL [10]	0.49	0.44	-	-
[66,000 (March 31, 2018: 66,000) 8% non-cumulative redeemable preference shares of ₹ 100 each]			-	-
GCORRPL	5.79	5.23	-	-
[1,200,000 (March 31, 2018: 1,200,000) 6% non-cumulative redeemable convertible preference shares of ₹ 100 each]				
GCAPL	12.52	11.31	-	-
[15,000,000 (March 31, 2018: 15,000,000) 8% non-cumulative redeemable preference shares of ₹ 10 each]				
DSPL	181.53	160.16	-	-
[42,000,000 (March 31, 2018: 42,000,000) 8% compulsorily convertible preference shares of ₹ 10 each]				
GHVEPL[11]	46.60	42.11	-	-
[8,152,740 (March 31, 2018: 8,152,740) 6% non-cumulative redeemable/ convertible preference shares of ₹ 100 each]				
GKUAEL	-	0.47	-	-
[Nil (March 31, 2018: 195,000) 0.1% non-cumulative compulsorily convertible preference shares of ₹ 100 each]				
Total investment in preference shares at amortised cost	**246.93**	**219.72**	**-**	**-**
Less: provision for diminution in value of investments in preference shares at amortised cost	(48.50)	(48.50)	-	-
Total investment in preference shares	**198.43**	**530.57**	**-**	**-**
C. Investment in debentures of subsidiary companies				
i. Investment in debentures (in the nature of equity) of subsidiary companies measured at Fair Value through OCI (FVTOCI)[3]				
GSPHL	100.00	100.00	-	-
[100 (March 31, 2018: 100) 0% unsecured compulsorily convertible cumulative debentures of ₹ 10,000,000 each]				

Notes to the standalone financial statements for the year ended March 31, 2019

5. Financial assets - Investments (Contd.)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
GSPHL	21.20	21.20	-	-
[21,200,000 (March 31, 2018: 21,200,000) 0% unsecured compulsorily convertible debentures of ₹10 each] (refer note 34)				
GSPHL	138.26	138.26	-	-
[13,826 (March 31, 2018: 13,826) 0% unsecured compulsorily convertible cumulative debentures of ₹ 100,000 each] (refer note 34)				
GIDL	1,204.51	-	-	-
[20,600 (March 31, 2018: Nil) 0.001% unsecured compulsorily convertible debentures of ₹ 1,000,000 each]				
ii. Investment in debentures of subsidiary companies at amortised cost				
GKSIR	14.20	14.20	-	-
[14.20 (March 31, 2018: 14.20) 12% unsecured optionally convertible cumulative debentures of ₹ 10,000,000 each]				
DPPL	0.99	0.86	-	-
[150 (March 31, 2018: 150) 0.1% unsecured optionally convertible cumulative debentures of ₹ 100,000 each]				
	1,479.16	**274.52**	**-**	**-**
D. Investments at fair value through profit and loss account				
Investment in mutual funds				
ICICI Prudential Liquid Growth Plan 312.11 (March 31, 2018: 756,442.23) units of ₹ 275.42 each (March 31, 2018: 256.39 each)	-	-	0.01	19.39
L&T Liquid Fund- Regular Growth Nil (March 31, 2018: 30,358.34) units of ₹ Nil each (March 31, 2018: ₹ 2,375.82 each)	-	-	-	7.21
	-	**-**	**0.01**	**26.60**
Total investments (A+B+C+D)	**12,238.91**	**22,593.10**	**0.01**	**26.60**
Aggregate book and market value of quoted investments	-	-	0.01	26.60
Aggregate gross value of unquoted investments	12,287.41	22,641.60	-	-
Aggregate amount of impairment in value of preference shares	(48.50)	(48.50)	-	-

1. Details of investments pledged at face value as security in respect of the loans availed by the Company and the investee Companies.
   The following unquoted investments included above have been pledged as security in respect of the borrowings of the Company or the investee Companies:

(₹ in crore)

Description	March 31, 2019	March 31, 2018
GMRHL	1,303.05	1,303.05
[1,303,050,820 (March 31, 2018: 1,303,050,820 equity share of ₹10 each)]		
GACEPL	23.27	23.27
[23,272,687 (March 31, 2018: 23,272,687) equity shares of ₹10 each]		

Notes to the standalone financial statements for the year ended March 31, 2019

5. Financial assets - Investments (Contd.)

(₹ in crore)

Description	March 31, 2019	March 31, 2018
GMCAC	-	12.03
[Nil (March 31, 2018: 88,405,234) equity shares of PHP 1 each]		
GCORRPL	3.49	3.49
[3,487,500 (March 31, 2018: 3,487,500) equity shares of ₹10 each]		
GOSEHHHPL	59.80	59.80
[59,801,692 (March 31, 2018: 59,801,692) equity shares of ₹10 each]		
GAL	798.02	82.45
[798,018,269 (March 31, 2018: 82,454,330) equity shares of ₹10 each]		
GEL	413.27	422.67
413,266,250 (March 31, 2018: 422,673,547) equity share of ₹ 10 each]		
GGAL	5,052.86	3,793.95
[5,052,860,166 (March 31, 2018: 3,793,950,136) equity shares of ₹10 each]		

2. During the year ended March 31, 2019, the Company entered into a binding term sheet with Tata Group "Tata", Singapore's sovereign wealth fund, an affiliate of GIC, "GIC" and SSG Capital Management "SSG" ("Investors") whereby the Investors will acquire equity stake in GAL on a fully diluted basis for a consideration of ₹ 8,000 crore through issuance of equity shares of GAL of ₹ 1,000 crore and purchase of GAL's equity shares held by the Company and GMR SEZ Infrastructure Services Limited for ₹ 7,000 crore. The proposed transaction is subject to definitive documentation, regulatory approvals, lender consents and other approvals which are currently in progress. Pursuant to the aforesaid, term sheet, the Company has classified ₹ 5,646.19 crore under assets held for disposal.

3. During the year ended March 31, 2019,

   a) The Company has sold 123,628,295 equity shares of GEL of ₹ 10 each to GGAL for a sale consideration of ₹ 157.40 crore and pursuant to the sale agreement, 413,266,250 equity shares will be sold to GGAL within next 12 months. Accordingly, ₹ 508.60 crore has been classified under "Assets classified as held for disposal".

   b) The Company has sold 88,405,234 equity shares of GMCAC of PHP 1 each to GMR Airports International B.V. for a sale consideration of ₹ 71.23 crore,

   c) The Company has sold 632,566 equity shares of GAL of ₹ 10 each to certain Private Equity Investors for a sale consideration of ₹ 10.00 crore.

   d) The Company has sold 5,050,000 equity share of ₹ 10 each and 195,000 preference share of ₹ 100 each of GKUAEL to GMRHL for a sale consideration of ₹ 7.86 crore.

   e) GIML, wholly owned subsidiary of the Company has bought back 139,314,000 equity shares of USD 1 each from the Company for a consideration of ₹ 1,623.37 crore.

4. The Company has investments in GGAL and GEL of ₹ Nil and ₹ 1,300.78 crore. GGAL and GEL have certain underlying subsidiaries/ joint ventures/ associates which are engaged in energy sector including mining operations. GEL, GGAL and some of the underlying subsidiaries/ joint ventures/ associates as further detailed in Notes 5(5), 5(6), 5(7), 5(8) and 5(9) below have been incurring losses. Based on its internal assessment with regard to future operations and valuation assessment by an external expert during the year ended March 31, 2019, the management of the Company has fair valued its investments and for reasons as detailed in 5(5), 5(6), 5(7), 5(8) and 5(9) below, the management is of the view that the fair value of the Company's investment in GGAL and GEL as at March 31, 2019 is appropriate.

5. In view of lower supplies / availability of natural gas to the power generating companies in India, GEL, GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') are facing shortage of natural gas supply and delays in securing gas linkages. As a result, GEL has not generated and sold electrical energy since April 2013. GVPGL and GREL emerged as successful bidders in the auction process organised by the Ministry

Notes to the standalone financial statements for the year ended March 31, 2019

of Power and operated on an intermittent basis from August 2015 and October 2015 respectively till September 2016 by using Regasified Liquefied Natural Gas ('RLNG') as natural gas. These entities have ceased operations and have been incurring losses including cash losses on account of the aforesaid shortage of natural gas supply.

GREL had not commenced commercial operations pending linkages of natural gas supply from the Ministry of Petroleum and Natural Gas till the period ended September 30, 2015. As a result, the consortium of lenders of GREL decided to implement Strategic Debt Restructuring Scheme, under the Framework of Reserve Bank of India for Revitalizing Distressed Assets in the Economy, whereby the lenders have to collectively hold 51% or more of the equity share capital in such assets by converting part of the debt outstanding into equity and to undertake flexible structuring of balance debt post conversion as a Corrective Action Plan for improving viability and revival of the project. Pursuant to the scheme, borrowings aggregating to ₹ 1,308.57 crore and interest accrued thereon amounting to ₹ 105.42 crore was converted into equity shares of GREL for 55% stake in equity share capital of GREL and the Company and GGAL have given a guarantee of ₹ 2,571.71 crore to the lenders against the remaining debt. Under the SDR Scheme, the bankers had to find new promoters for GREL within the period as prescribed under the scheme, which expired during the year ended March 31, 2018. Consequent to the SDR as stated above, GREL ceased to be a subsidiary of the Company and has been considered as associate as per the requirement of Ind AS -28.

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

During the year ended March 31, 2018, pursuant to the appeal filed by APDISCOMs, the Honorable 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 (excluding interest) pertaining to capacity charges pertaining to period 2006 to 2009 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 March 31, 2019, the Honourable High Court of Andhra Pradesh passed its Judgment and held that the Central Electricity Regulatory Commission has the jurisdiction to adjudicate the present dispute. The matter is pending to be heard before the CERC.

Further, the management of the Company is actively identifying the customers for the barge mount plant held by GEL.

The management 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 has also carried out a valuation assessment of GVPGL and GREL during the year ended March 31, 2019 which includes certain assumptions relating to availability and pricing of domestic and imported gas, future tariff, tying up of PPA, realization of claims for losses incurred in earlier periods from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The business plan of GREL considered for valuation assessment has been approved by the consortium of lenders at the time of execution of the resolution plan. The management will monitor these aspects closely and take actions as are considered appropriate and is confident that these gas based entities will be able to generate sufficient profits in future years and meet their financial obligations as they arise. Based on the aforementioned reasons and business plans, the management is of the view that the revised carrying value of the investments of in these aforesaid entities as at March 31, 2019 is appropriate. Further, the Company has provided for its investment in full in GREL and the management is confident that no further obligation would arise post the implementation of the resolution plan with the lenders for the guarantees amounting to ₹ 2,353.22 crore provided to the lenders against the remaining debt.

6. The Company through its subsidiary, GGAL has investments (including loans and advances and other receivables) in GMR Chhattisgarh Energy Limited ('GCEL'). GCEL had declared commercial operations of Unit I on November 1, 2015 and Unit II on March 31, 2016 of its 1,370 MW coal based thermal power plant at Raipur district, Chhattisgarh. During the year ended March 31, 2018, GCEL has been successful in its bid under the Tolling Linkage initiative of the GoI and has won a Power Purchase Agreement for supply of power to the extent of 500MW to Gujrat Urja Vikas Nigam Limited ('GUVNL') for which power was supplied by GCEL upto November 30, 2018. GCEL has also entered into a PPA with GUVNL for 1,000MW for a period of six months for which generation has commenced and will be continuing till June 30, 2019. GCEL does not have any long term PPAs currently and has been incurring losses since the commencement of its commercial operations and has accumulated losses of ₹ 4,228.51 crore as at March 31, 2019.

   During the year ended March 31, 2017, under a Framework for Revitalizing Distressed Assets in the Economy by RBI, the lenders of GCEL have implemented the Strategic Debt Restructuring ('SDR') Scheme pursuant to which borrowings of GCEL aggregating to ₹ 2,992.22 crore (including interest

Notes to the standalone financial statements for the year ended March 31, 2019

accrued thereon of ₹ 654.73 crore) got converted into equity shares. The aforesaid conversion has resulted in loss of control by the Group over GCEL and the Consortium of bankers had taken over 52.38% of the paid up equity share capital of GCEL and the bankers have to find a new promoter for GCEL within the period as prescribed under the scheme, which expired during the year ended March 31, 2018. Consequent to the SDR as stated above, GCEL ceased to be a subsidiary of the Company and has been considered as an associate as per the requirement of Ind AS -28.

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

GCEL has experienced certain delays and incurred cost overruns in the completion of the project including receipt of additional claims from the EPC contractor. The claims of the key EPC contractor of USD 14.36 crore, Doosan Power Systems India Private Limited ('DPS') was under arbitration in the Singapore International Arbitration Centre (SIAC). During the year ended March 31, 2019, Final Settlement Agreement has been entered into between the Company, GGAL and GCEL with DPS wherein all the parties have agreed to withdraw respective claims arising out of the EPC Agreements. As per the settlement agreement, the final liability payable to DPS is settled at ₹ 573.52 crore.

Further, GCEL was allotted two coal mines at Ganeshpur and Talabira to meet its fuel requirements. During the period ended September 30, 2017, GCEL has filed writ petition with Delhi High Court for surrendering both the coal blocks allotted during the year ended March 31, 2015. The Delhi High court subsequent to balance sheet date, on April 15, 2019 has passed an order rejecting the writ petitions filed by GCEL. GCEL is in the process of filing a Special Leave Petition at the Supreme Court against the order of the Delhi High Court. Based on the legal opinion, the management is of the opinion that, no adjustments will be required to the accompanying standalone Ind AS financial statements in connection with the surrender of mines.

GCEL had entered into Bulk Power Transmission Agreement ('BPTA') with Power Grid Corporation of India Limited ('PGCIL'), per which GCEL was granted Long Term Access (LTA) of 386MW in Western Region and 430MW in Northern Region. GCEL has written letters to PGCIL for surrendering these transmission lines and has filed a petition before Central Electricity Regulatory Commission ('CERC') for acceding to GCEL's request. During the year ended March 31, 2018, PGCIL has operationalized the LTA and issued two letters calling upon the GCEL to schedule the transfer of power against LTA and establish a letter of credit failing which regulatory action would be initiated. GCEL has filed a petition before the Delhi High Court against the letters issued by PGCIL. The Delhi High Court has issued an interim order during the year ended March 31, 2018 staying the operation of the impugned letters till GCEL has the opportunity to approach CERC for such relief and accordingly GCEL has submitted an application with CERC on October 21, 2017 to restrain PGCIL from operationalizing LTA and consequently raising the bill for the same. GCEL had requested the CERC to continue the interim protection granted by CERC till the last date of hearing, which has been accepted by the CERC. The CERC has passed the order in case of 92/MP/2015 dated March 08, 2019 wherein CERC has held that relinquishment charges are payable in certain circumstances using the methodology for such computation as specified in the Order. The CERC further ordered PGCIL to assess the transmission capacity which is likely to be stranded due to relinquishment of LTA. GCEL based on an legal opinion is of the view that the factors adversely impacting the supply of power by GCEL is "Force Majeure" as per BPTA and accordingly, believes that this will not have financial implications on GCEL.

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

7. 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 ₹ 426.71 crore as at March 31, 2019 which has resulted in substantial erosion of GWEL's net worth. GWEL had claimed compensation for coal cost pass through and various "change in law" events from its customers under the Power Purchase Agreements ('PPA') and have filed petitions with the regulatory authorities for settlement of such claims in favour of GWEL. GWEL has trade receivables, other receivables and unbilled revenue (including claims) of ₹ 690.08 crore and the payment from the customers against the claims including interest on such claims is substantially pending receipt. Based on certain favourable interim regulatory orders, the management is confident realization of outstanding receivables.

   Though the net worth of GWEL is substantially eroded, GWEL has made profits during the year ended March 31, 2019 and the management of GWEL expects that the plant will generate sufficient profits in the future years and will be able to recover the outstanding receivables and based on business plans and valuation assessment by an external expert during the year ended March 31, 2019, the management is of the view that the carrying value of its investments in GWEL by GEL as at March 31, 2019 is appropriate.

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8 GMR Kamalanga Energy Limited ('GKEL'), a joint venture 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 ₹ 1,760.92 crore as at March 31, 2019, which has resulted in substantial erosion of GKEL's net worth due to operational difficulties faced during the early stage of its operations. Further, GKEL has trade receivables, other receivables and unbilled revenue (including claims) of ₹ 1,072.16 crore as at March 31, 2019, for coal cost pass through and various "change in law" events from its customers under the PPAs and have filed petitions with the regulatory authorities for settlement of such claims in favour of GKEL. The payment from the customers against the claims is substantially pending receipt. Based on certain favourable interim regulatory orders with regard to its petition for 'Tariff Determination' and 'Tariff Revision' with its customers, the management is confident of a favourable outcome towards the outstanding receivables of GKEL. In view of these matters, business plans, valuation assessment by an external expert during the year ended March 31, 2019, the management is of the view that the carrying value of its investments in GKEL by GEL as at March 31, 2019 is appropriate.

9. 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 March 31, 2019, the management of the Company is of the view that the carrying value of the investments in GBHPL by GEL as at March 31, 2019 is appropriate.

10. GACEPL a subsidiary of the Company has been incurring losses since the commencement of its commercial operations and has accumulated losses of ₹ 417.67 crore as at March 31, 2019. The management believes that these losses are primarily attributable to the loss of revenue arising as a result of diversion of partial traffic on parallel roads. The matter is currently under arbitration and the arbitration tribunal has passed an interim order staying the payment of negative grant till further orders. Based on an internal assessment and a legal opinion, the management of GACEPL is confident that it will be able to claim compensation from relevant authorities for the loss it has suffered due to such diversion of traffic and considering expected future traffic flow, the management of GACEPL believes that the carrying value of investments in GACEPL as at March 31, 2019, is appropriate.

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

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

The management of GHVEPL is confident that it will be able to claim compensation from the relevant authorities for the loss it suffered due to aforementioned reasons. Accordingly, based on the aforesaid legal opinion, expected future traffic flow over a concession period of 25 years based on valuation assessment by an external expert and expected compensation claim inflows, the management of GHVEPL believes that the carrying value of investments in GHVEPL as at March 31, 2019, is appropriate

12. Pursuant to the investor agreements (including amendments thereof) entered into during the years ended March 31, 2011 and 2012 (hereinafter

Notes to the standalone financial statements for the year ended March 31, 2019

collectively referred to as "investor agreements"), GAL, a subsidiary of the Company, had issued 3,731,468 Class A Compulsorily Convertible Preference Shares ("CCPS A") of ₹ 1,000 each at a premium of ₹ 2,885.27 each and ₹ 3,080.90 each aggregating to ₹ 663.31 crore and ₹ 441.35 crore respectively, to certain Private Equity Investors ('Investors'). Further, GAL had allotted bonus shares of 11,046,532 class B Compulsorily Convertible Preference Shares ("CCPS B") to the Company, utilising the securities premium account.

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

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

The Company together with GAL has executed settlement agreement dated August 13, 2018 with Investors to amicably settle all outstanding disputes pertaining to the matters which were the subject of the aforesaid arbitration. As per the settlement agreement, the Company through its wholly owned subsidiary has purchased 2,714,795 CCPS A of GAL from the Investors and balance 932,275 CCPS A have been converted into equity shares of GAL in the hands of the Investors, which represents 5.86% of shareholding of GAL. As per the binding term sheet subsequently entered by the Company as referred in note 2 above, the Company, through its subsidiary, shall provide an exit to these Investor's shareholding in GAL which is under discussion as at March 31, 2019.

13. The Company through its subsidiary GIML made investments of ₹ 514.24 crore (USD 7.37 crore) towards 77% holding in GMIAL, a subsidiary of the Company. GMIAL, a subsidiary of the Company entered into an agreement on June 28, 2010 with Maldives Airports Company Limited ('MACL') and Ministry of Finance and Treasury ('MoFT'), Republic of Maldives, for the Rehabilitation, Expansion, Modernization, Operation and Maintenance of Male International Airport ('MIA') for a period of 25 years ("the Concession Agreement"). On November 27, 2012, MACL and MoFT issued notices to GMIAL stating that the Concession Agreement was void ab initio and that neither MoFT nor MACL had authority under the laws of Maldives to enter into the agreement and MACL took over the possession and control of the MIA and GMIAL vacated the airport effective December 8, 2012. The matter was under arbitration. During the year ended March 31, 2017, the arbitration tribunal delivered its final award in favour of GMIAL.

    During the year ended March 31, 2018, Maldives Inland Revenue Authority ('MIRA') has issued tax audit reports and notice of tax assessments demanding business profit tax amounting to USD 1.44 crores and 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. On 23rd May 2019, the Attorney General's office has issued statement on this matter to MIRA stating that in the event of the Maldives parties deducting any sum from this award in respect of taxes, the amount payable under the award shall be increased to enable the GMIAL to receive the sum it would have received if the payment had not been liable to tax. Accordingly, no adjustments have been made to the accompanying financial statements of the Company for the year ended March 31. 2019.

14. The Company through its subsidiary GCRPL has investments of ₹ 3,537.04 crore in PTGEMS, a joint venture as at March 31, 2019. PTGEMS along with its subsidiaries is engaged in the business of coal mining and trading activities. The cost of investments is significantly higher than the book value of assets of PTGEMS and includes certain future benefits including Coal Supply Agreement ('CSA') of GCRPL with PTGEMS whereby the Company along with its subsidiaries is entitled to offtake stated quantity of coal as per the terms of the CSA at an agreed discount other than profit from mining operations. GCRPL has not significantly commenced the offtake of the coal under the CSA. Though the shares of PTGEMS are listed on the overseas exchanges, the management is of the view that the quoted prices are not reflective of the underlying value of the mines as in the past few years the shares have been very thinly traded. Based on profitable mining operations, ramp up of production volumes and other assumptions around off take at a discounted rate and trading thereof , valuation assessment carried out by an external expert during the year ended March 31, 2019, the management believes that the carrying value of aforesaid investments in PTGEMS as at March 31, 2019 is appropriate.

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

16. The Company does not hold any shares in these entities. The value of investment represents investments in additional equity on account of financial guarantees.

17 The Company along with its subsidiaries entered into a Subscription and Shareholders Agreement with Tenaga Nasional Berhad (Tenaga) and its affiliate, Power and Energy International (Mauritius) Limited ('Investors') whereby the investors acquired a 30% equity stake in a select portfolio of GEL assets on a fully diluted basis for a consideration of USD 30.00 crore through primary issuance of equity shares of GEL. The transaction was completed on November 4, 2016 and GEL allotted equity shares to the Investors for the said consideration of USD 30.00 crore. As per the conditions precedent to the completion

Notes to the standalone financial statements for the year ended March 31, 2019

of the transaction, GEL's investment in certain entities was transferred from GEL to other subsidiaries of the Company along with novation of loans taken from the Company to GGAL towards discharge of the purchase consideration. Pursuant to the above transaction, compulsory convertible preference shares of GGAL issued to various preference shareholders were converted into equity shares of GGAL. Pursuant to the aforesaid transaction, GEL and its underlying entities ceased to be subsidiaries of the Company and were considered as joint ventures as per the requirements of Ind AS -111.

18 During the year ended March 31, 2019, the Company has voluntarily changed its accounting policy, as per Ind AS 8, with respect to measurement of investments in subsidiaries, associates and joint ventures at cost as per Ind AS 27 "Separate Financial Statements" to fair value as per Ind AS 109 "Financial instruments". Refer note 2 for details.

6. Loans

(₹ in crore)

	Non-current		Current	
	March 31, 2019	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**
Loans to related parties				
Loans receivables considered good - Unsecured (refer note 34)	1,599.45	2,230.22	350.14	180.21
Loans receivables - credit impaired (refer note 34)	260.99	45.41	-	-
	1,860.44	**2,275.63**	**350.14**	**180.21**
Impairment allowance (allowance for doubtful loans)				
Less: Loans receivables - credit impaired (refer note 30,34 and 38)	(260.99)	(45.41)	-	-
(A)	**1,599.45**	**2,230.22**	**350.14**	**180.21**
Loans to employees (unsecured, considered good)	0.10	0.49	-	-
(B)	**0.10**	**0.49**	**-**	**-**
Total (A+B)	**1,599.55**	**2,230.71**	**350.14**	**180.21**

1. 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.
2. The Company made a provision for diminution in the value of loan of ₹ 260.99 crore as at March 31, 2019 (March 31, 2018: ₹ 45.41 crore) which has been disclosed as an 'exceptional item' in the accompanying standalone Ind AS financial statements of the Company for the year ended March 31, 2019. As detailed in note 5, the diminution in value has primarily arisen on account of the diminution in the value of investments / doubtful loans and advances in subsidiaries.

7. Trade receivables

(₹ in crore)

	Non-current		Current	
	March 31, 2019	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**
Unsecured, considered good[1]				
Receivable from related parties (refer note 34)	-	2.26	1.46	9.19
Other trade receivables	88.64	64.48	393.27	41.15
(A)	**88.64**	**66.74**	**394.73**	**50.34**
Trade receivables- credit impaired				
Receivable from related parties (refer note 34)	-	0.64	0.49	0.47
Other trade receivables	25.18	9.71	2.30	11.72
(B)	**25.18**	**10.35**	**2.79**	**12.19**
Impairment allowance (allowance for bad and doubtful debts)				
Less: Trade receivables - credit impaired	(25.18)	(10.35)	(2.79)	(12.19)
Total trade receivables	**88.64**	**66.74**	**394.73**	**50.34**

- 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.

Notes to the standalone financial statements for the year ended March 31, 2019

- Refer note 38(c) for details pertaining to Expected credit loss ('ECL').

1. Includes retention money (net of impairment allowances) of ₹ 89.92 crore (March 31, 2018 ₹ 68.18 crore). These payments are deducted by customer to ensure performance of the Company'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.

8. Other financial assets (₹ in crore)

	Non-current		Current	
	March 31, 2019	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**
Unbilled revenue :				
Considered good				
Unbilled revenue from related parties (refer note 34)	-	-	0.41	4.34
Other unbilled revenue	37.36	53.63	343.10	452.24
	37.36	**53.63**	**343.51**	**456.58**
Unbilled revenue- credit impaired				
Unbilled revenue from related parties (refer note 34)	-	-	-	1.09
	-	**-**	**-**	**1.09**
Less: Provision for impairment allowance (refer note 34)	-	-	-	(1.09)
Total unbilled revenue (A)	**37.36**	**53.63**	**343.51**	**456.58**
Non-current bank balance (refer note 13)	94.32	147.76	-	-
Security deposit (refer note 34)	1.41	1.62	0.53	1.68
Interest accrued on fixed deposits	-	-	2.21	3.31
Interest accrued on loans and debentures to related parties (refer note 34)	-	-	221.07	161.72
Other receivable from related parties (refer note 34)	-	-	402.00	-
(B)	**95.73**	**149.38**	**625.81**	**166.71**
Total other financial assets (A+B)	**133.09**	**203.01**	**969.32**	**623.29**

- Refer note 38(c) for details pertaining to ECL.

9. Other assets (₹ in crore)

	Non-current		Current	
	March 31, 2019	**March 31, 2018**	**March 31, 2019**	**March 31, 2018**
Capital advances				
Unsecured, considered good	2.60	12.59	-	-
(A)	**2.60**	**12.59**	**-**	**-**
Advances other than capital advances				
Receivable from related parties (refer note 34)	-	-	0.31	0.36
Other advances	-	-	29.63	44.89
(B)	**-**	**-**	**29.94**	**45.25**
Ancillary cost of arranging the borrowings	-	0.24	-	6.16
Prepaid expenses	-	1.09	3.57	5.49
Balance with statutory / government authorities	26.17	26.17	-	-
(C)	**26.17**	**27.50**	**3.57**	**11.65**
Less: Provision for doubtful advances (D)	**(1.10)**	**-**	**-**	**-**
Total other assets (A+B+C+D)	**27.67**	**40.09**	**33.51**	**56.90**

Notes to the standalone financial statements for the year ended March 31, 2019

10(a). Deferred tax assets (net)

(₹ in crore)

	March 31, 2019	March 31, 2018
MAT Credit Entitlement	97.23	97.23
Total	**97.23**	**97.23**

10(b). Deferred tax liablity (net)

(₹ in crore)

	March 31, 2019	March 31, 2018
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	3.49	3.76
Revaluations of FVTOCI equity securities to fair value	473.14	1,780.61
Equity component of 0% Optionally Convertible Debentures ('OCD's')	16.14	-
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss but allowed for tax purposes on payment basis	(3.49)	(3.76)
Total	**489.28**	**1,780.61**

11(a). Non-current tax assets (net)

(₹ in crore)

	March 31, 2019	March 31, 2018
Advance income tax (net of provision for current tax and including tax paid under protest)	48.61	34.68
Total	**48.61**	**34.68**

11(b). Liabilities for current tax (net)

(₹ in crore)

	March 31, 2019	March 31, 2018
Provision for current tax (net of advance income tax)	5.18	5.18
Total	**5.18**	**5.18**

12. Inventories

(₹ in crore)

	March 31, 2019	March 31, 2018
Raw materials (valued at lower of cost and net realizable value)	45.08	38.10
Total inventories	**45.08**	**38.10**

13. Cash and cash equivalents

(₹ in crore)

	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Balances with banks				
- On current accounts[1]	0.28	0.28	17.86	73.75
Deposits with original maturity of less than three months	-	-	-	2.24
Cash on hand	-	-	0.14	0.16
(A)	**0.28**	**0.28**	**18.00**	**76.15**
Other bank balances				
- Deposits with remaining maturity for less than 12 months[2,3]	89.22	131.05	6.57	16.53
- Deposits with remaining maturity for more than 12 months [2]	4.82	16.43	-	-
(B)	**94.04**	**147.48**	**6.57**	**16.53**
Amount disclosed under other financial assets (refer note 4)	(94.32)	(147.76)	-	-
(C)	**(94.32)**	**(147.76)**	**-**	**-**
Total (A+B+C)	-	-	**24.57**	**92.68**

Notes to the standalone financial statements for the year ended March 31, 2019

1. Includes unclaimed dividend of ₹ 0.27 crore (March 31, 2018: ₹ 0.27 crore).
2. A charge has been created over the deposits of ₹ 94.04 crore (March 31, 2018: ₹ 159.98 crore) towards various loans, guarantees, letter of credit facilities, working capital facilities, hedging of interest and Debt Service Reserve Account ('DSRA') maintained by the Company for loans availed by the Company from banks and financial institutions (refer note 16).
3. Includes deposits with original maturity of more than 3 months but less than 12 months of ₹ 24.37 crore (March 31, 2018: ₹ 24.29 crore).
4. 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 Company, and earn interest at the respective short-term deposit rates.
5. For the purpose of the standalone statement of cash flows, cash and cash equivalents comprise the following: (₹ in crore)

	March 31, 2019	March 31, 2018
Balances with banks:		
- On current accounts	17.86	73.75
Deposits with original maturity of less than three months	-	2.24
Cash on hand	0.14	0.16
	18.00	**76.15**
Less: Bank overdraft** (refer note 16)	(6.23)	(0.97)
Cash and cash equivalents for cash flow statement	**11.77**	**75.18**

** Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. A characteristic of such banking arrangements is that the bank balance often fluctuates from being positive to overdrawn. Accordingly, the Company has considered only such bank overdrafts which fluctuates from being positive to overdrawn often.

14. Equity Share Capital

	Equity Shares		Preference Shares	
	In Numbers	**(₹ in crore)**	**In Numbers**	**(₹ in crore)**
Authorised share capital:				
At April 01, 2017	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2018	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2019	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**

a. Issued equity capital

Equity shares of Re. 1 each issued, subscribed and fully paid

	In Numbers	(₹ in crore)
At April 01, 2017	**6,035,945,275**	**603.59**
Changes during the year	-	-
At March 31, 2018	**6,035,945,275**	**603.59**
Changes during the year	-	-
At March 31, 2019	**6,035,945,275**	**603.59**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Re 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 is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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.

Notes to the standalone financial statements for the year ended March 31, 2019

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, 2019		March 31, 2018	
	No. of shares held	(₹in crore)	No. of shares held	(₹ in crore)
GMR Enterprises Private Limited ('GEPL'), holding company	2,962,422,625	296.24	2,878,245,098	287.82
Equity shares of Re. 1 each, fully paid up				
GMR Infra Ventures LLP ('GIVLLP'), an associate of the Holding Company	31,321,815	3.13	31,321,815	3.13
Equity shares of Re. 1 each, fully paid up				
Welfare Trust of GMR Infra Employees ('GWT'), an associate of the Holding Company	17,999,800	1.80	17,999,800	1.80
Equity shares of Re. 1 each, fully paid up				
GMR Business and Consulting LLP ('GBC'), an associate of the Holding Company	805,635,166	80.56	805,635,166	80.56
Equity shares of Re. 1 each, fully paid up				
Cadence Retail Private Limited ('CRPL'), a subsidiary of the Holding Company	-	-	100,000	0.01

d. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	March 31, 2019		March 31, 2018	
	No. of shares held	% holding in class	No. of shares held	% holding in class
Equity shares of Re. 1 each fully paid				
GEPL	2,962,422,625	49.08%	2,878,245,098	47.69%
GBC	805,635,166	13.35%	805,635,166	13.35%
DVI Fund Mauritius Limited	505,584,900	8.38%	-	0.00%

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. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

During the year ended March 31, 2016, 5,683,351 Series A CCPS and 5,683,353 Series B CCPS of face value of ₹ 1,000 each have been converted into 359,478,241 equity shares of face value of Re. 1 each at a price of ₹ 15.81 per equity share (including securities premium of ₹ 14.81 per equity share) and 380,666,645 equity shares of face value of Re.1 each at a price of ₹ 14.93 per equity share (including securities premium of ₹ 13.93 per equity share) respectively.

f. Shares reserved for issue under options

For details of shares reserved for issue on conversion of foreign currency convertible bonds ('FCCB'), please refer note 16(3) related to terms of conversion/ redemption of FCCB.

15. Other Equity

Equity component of preference shares		**(₹ in crore)**
Balance as at April 01, 2017		133.94
Less: Transfer to general reserve		(133.94)
Balance as at March 31, 2018		-
Balance as at March 31, 2019	**(A)**	**-**

Notes to the standalone financial statements for the year ended March 31, 2019

Treasury shares[3]		**(₹ in crore)**
Balance as at April 01, 2017		(101.54)
Balance as at March 31, 2018		(101.54)
Balance as at March 31, 2019	**(B)**	**(101.54)**

Securities premium[5]		**(₹ in crore)**
Balance as at April 01, 2017		10,010.98
Balance as at March 31, 2018		10,010.98
Balance as at March 31, 2019	**(C)**	**10,010.98**

Equity component of optionally convertible debentures ('OCD's') [refer note 16 (2)]		**(₹ in crore)**
Balance as at April 01, 2017		-
Balance as at March 31, 2018		-
Add: Equity component recognised on OCD's		45.92
Balance as at March 31, 2019	**(D)**	**45.92**

Debenture redemption reserve ('DRR')[1]		**(₹ in crore)**
Balance as at April 01, 2017		127.20
Balance as at March 31, 2018		127.20
Less: amount transferred to the surplus balance in the standalone statement of profit and loss		(32.34)
Balance as at March 31, 2019	**(E)**	**94.86**

General reserve[6]		**(₹ in crore)**
Balance as at April 01, 2017		40.62
Add: Transfer from equity component of preference share		133.94
Balance as at March 31, 2018		174.56
Balance as at March 31, 2019	**(F)**	**174.56**

Capital reserve[2]		**(₹ in crore)**
Balance as at April 01, 2017		141.75
Balance as at March 31, 2018		141.75
Balance as at March 31, 2019	**(G)**	**141.75**

FCMTR (refer note 16(3))		**(₹ in crore)**
Balance as at April 01, 2017		33.43
Add: Exchange difference gain/ (loss) on FCCB recognised during the year		7.80
Less: FCMTR amortisation during the year		(0.83)
Balance as at March 31, 2018		40.40
Add: Exchange difference gain/ (loss) on FCCB recognised during the year		(114.50)
Less: FCMTR amortisation during the year		(5.79)
Balance as at March 31, 2019	**(H)**	**(68.31)**

		(₹ in crore)
Retained earnings[7]		
Balance as at April 01, 2017		1,710.40
Profit/ (loss) for the year		(587.63)
Add: Re-measurement gains / (losses) on defined benefit plans		0.49
Balance as at March 31, 2018		1,123.26
Profit/ (loss) for the year		(1,034.31)
Add: Amount transferred from debenture redemption reserve		32.34
Add: Re-measurement gains / (losses) on defined benefit plans		0.21
Balance as at March 31, 2019	**(I)**	**121.50**

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Fair valuation through other comprehensive income ('FVTOCI') reserve[4]		
Balance as at April 01, 2017		7,571.58
Gains / (loss) on FVTOCI of equity securities (net of tax ₹ 750.91 crore)		(2,577.93)
Balance as at March 31, 2018		**4,993.65**
Gains / (loss) on FVTOCI of equity securities (net of tax ₹ 1,307.47 crore)		(4,315.81)
Balance as at March 31, 2019	**(J)**	**677.84**

Total other equity	**(A+B+C+D+E+F+G+H+I+J)**	
Balance as at April 01, 2017		**19,668.36**
Balance as at March 31, 2018		**16,510.26**
Balance as at March 31, 2019		**11,097.56**

1. The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued over the life of the debentures issued. The Company has made loss during the year.

2. 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 Re.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

3. The Company had given an interest free loan of ₹ 115.00 crore to GMR Welfare Trust ('GWT') during the year ended March 31, 2011 for the purpose of employee benefit scheme. The trust had utilised the proceeds of the loan received from the Company in the following manner:

(₹ in crore)

	March 31, 2019	March 31, 2018
Investment in equity shares of the Company	101.55	101.55
Investment in equity shares of GAL (refer note 5)	11.28	11.28
Others	2.17	2.17
	115.00	**115.00**

SEBI had issued Circular CIR/CFD/DIL/3-2013 dated January 17, 2013 prohibiting listed companies from framing any employee benefit scheme involving acquisition of its own securities from the secondary market. SEBI had issued Circular CIR/CFD/POLICYCELL/14/2013 dated November 29, 2013 extending the date of compliance to June 30, 2014. The management of the Company submitted the details of GWT to the stock exchanges. SEBI has issued a Notification dated October 28, 2014 notifying "The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014" ("SEBI Regulations") whereby the Companies having existing schemes to which these regulations apply are required to comply with these regulations within one year of the effective date of the regulations and the trusts holding shares, for the purposes of implementing general employee benefit schemes, which exceed ten percent of the total value of the assets of the trusts, shall have a period of five years to bring down trusts' holding in such shares to the permissible limits. SEBI published Frequently Asked Question ("FAQ") on SEBI Regulations and clarified that appropriation of shares towards ESPS/ESOP/SAR/General Employee Benefits Scheme / Retirement Benefit Schemes by October 27, 2015 would be considered as compliance with proviso to regulation 3(12) of the SEBI Regulations. The Company may appropriate towards individual employees or sell in the market during next one year so that no unappropriated inventory remains thereafter. The shareholders have approved the revised terms and conditions of the scheme by passing a special resolution in the Annual General Meeting of the Company held on September 23, 2015 and that the Company will ensure compliance with other applicable provisions of the new regulations within the permissible time period. Pursuant to the implementation of Ind AS, the Company has consolidated the financial statements of GWT in its standalone financial statements and accordingly the loans has become Nil.

4. **FVTOCI equity securities**

Pursuant to change in accounting policies as detailed in note 2, the Company has elected to recognise changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserves within equity.

Notes to the standalone financial statements for the year ended March 31, 2019

5. 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.

6. General reserve was created persuant to transfer of debenture redemption reserve and equity component of preference share. General reserve is a free reserve available to the Company.

7. Retained Earnings are the profits of the Company earned till date net of appropriations.

16. Financial liabilities - Borrowings

(₹ in crore)

	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Long term borrowings:				
Debentures / Bonds				
10,000 (March 31, 2018: 10,000) 0% redeemable and non-convertible debentures of ₹ 432,500 each (March 31, 2018: ₹ 567,500; (secured)[1,39]	207.29	386.81	224.49	179.26
3 (March 31, 2018: Nil) 0% optionally convertible debentures of ₹ 430,802,315 each (March 31, 2018: ₹ Nil; (secured)[2]	-	-	120.86	-
6 (March 31, 2018: 6) 7.5% Foreign Currency Convertible Bonds ('FCCBs') of USD 50,000,000 (March 31, 2018: USD 50,000,000) each (unsecured) [3,39]	2,032.81	1,920.62	-	-
Term Loans:				
From banks				
Indian rupee term loans (secured)[4,5,6,7,8,9,10,11,12,13,14,38,39]	923.91	1,201.28	322.23	352.40
Indian rupee term loans (unsecured)[15,16,17]	487.20	484.63	-	37.41
From financial institutions				
Indian rupee term loans (secured)[18,19,20,21,22,23,39]	344.10	264.80	89.00	102.02
Indian rupee term loans (unsecured)[24,25,26,27,28]	761.98	666.69	164.76	121.35
Others				
Loans from others (secured)[2,29]	140.78	-	50.18	0.06
Loans from related parties (unsecured)[30,31,32,33] (Refer note 34)	395.86	259.74	37.47	28.61
Short term borrowings:				
Bank Overdraft (secured)[34]	-	-	331.19	125.73
Inter-corporate deposits from related parties (secured)[35] (Refer note 34)	-	-	400.00	-
Inter-corporate deposits from related parties (unsecured)[36] (Refer note 34)	-	-	212.36	458.18
Loan from a financial institution (unsecured)[37]	-	-	-	185.00
	5,293.93	**5,184.57**	**1,952.54**	**1,590.02**
The above amount includes				
Secured borrowings	1,616.08	1,852.89	1,537.95	759.47
Unsecured borrowings	3,677.85	3,331.68	414.59	830.55
Less: amount clubbed under Other financial liabilities (refer note 18)	-	-	(1,008.99)	(821.11)
Total financial liabilities - borrowings	**5,293.93**	**5,184.57**	**943.55**	**768.91**

Notes to the standalone financial statements for the year ended March 31, 2019

1. During the year ended March 31, 2012, the Company had entered into an agreement to issue 7,000 secured, redeemable, non convertible debentures of ₹ 1,000,000 each to ICICI Bank Limited ('ICICI') ('Tranche 1'). During the year ended March 31, 2013 the Company had further entered into an agreement with ICICI to issue 3,000 secured, redeemable, non convertible debentures of ₹ 1,000,000 each ('Tranche 2'). These debentures are secured by way of (i) first pari passu charge over 444.52 acres of land held by GKSIR (ii) subservient charge on 8,236 acres of SEZ land held by KSL (iii) first exclusive charge over Debt Service and Reserve Account ('DSRA') maintained by the Company with ICICI and (iv) second ranking pledge over 30% of fully paid-up equity shares of ₹ 10 each of GGAL. These debentures are redeemable at a premium yielding 14.50% p.a. till March 25, 2013 and after March 25, 2013 with a yield of base rate of ICICI plus 4.50% p.a. The Tranche 1 is redeemable in thirty seven quarterly unequal instalments commencing from March 25, 2012 and Tranche 2 is redeemable in thirty six quarterly unequal instalments commencing from June 25, 2012. As at March 31, 2019, the Company has partially redeemed these debentures and the revised face value of these debentures after redemption is ₹ 432,500 (March 31, 2018: ₹ 567,500) per debenture. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Also refer note 16(39) below.

2. During the year ended March 31, 2019, the Company has entered into an agreement to issue eight 0% Optionally Convertible Debentures ('OCD's') of ₹ 402 crore to Doosan Power Systems India Private Ltd ('DPS') which were redeemable in eight quarterly unequal instalments commencing from March 31, 2019. However, subsequent to issue of OCD's, based on interpretative letter received from Securities and Exchange Board of India ('SEBI'), 4 OCD's of face value amounting to ₹ 229.68 crore were cancelled by the Company and have been considered as 'loans from others'. These OCD's are secured by way of (i) pledge of 217,300,975 fully paid -up equity shares of ₹10 each of GEL owned by GIL and GGAL in favour of DPS. As at March 31, 2019, the Compay has redeemed the first installment and carrying value of three outstanding debentures is ₹ 120.86 crore. The presentation of liability and equity portion of aforesaid OCD is explained in the summary of significant accounting policy.

3. Pursuant to the approval of the Management Committee of the Board of Directors dated December 10, 2015, the Company has issued 7.50% Unlisted FCCBs of USD 30.00 crore to Kuwait Investment Authority with a maturity period of 60 years. The subscriber can exercise the conversion option on and after 18 months from the closing date upto close of business on maturity date. Interest is payable on annual basis. The FCCBs are convertible at ₹ 18 per share which can be adjusted downwards at the discretion of the Company, subject to the regulatory floor price. The exchange rate for conversion of FCCBs is fixed at ₹ 66.745/USD. As at March 31, 2019, FCCB holders have not exercised the conversion option. The Company needs to take necessary steps in case the bondholders direct the Company to list the FCCBs on the Singapore Exchange Trading Limited. Also refer note 16(39) below.

4. Indian rupee term loan from a bank of ₹ 110.98 crore is outstanding as on March 31, 2019 (March 31, 2018: ₹ 145.25 crore) carries interest @ the lender's Marginal Cost of Funds based Lending Rate of 1Y (I-MCLE-1Y) plus spread of 4.55% p.a. (March 31, 2018: I-MCLE-1Y plus spread of 4.55% p.a.) and interest is payable on a monthly basis. The loan is secured by (i) first pari passu charge over 444.52 acres of land held by GKSIR (ii) subservient charge on 8,236 acres of SEZ land held by KSL (iii) charge over Dividend / Interest Escrow Account of the Company into which all dividends and/or interest receivable by the Company from GEL and GGAL would be deposited and (iv) first ranking pledge/NDU over 49% of equity shares of GGAL. The loan is repayable in eighteen structured quarterly instalments commencing from December 25, 2016 and ending on March 25, 2021. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Also refer note 16(39) below.

5. Indian rupee term loan from a bank of ₹ Nil (March 31, 2018: ₹ 61.29 crore) carried interest @ base rate of lender plus spread of 1.05% p.a. (March 31, 2018: base rate of lender plus spread of 1.05% p.a.) and interest was payable on a monthly basis. The loan was secured by i) residual charge over all current assets and movable fixed assets of the Company with negative lien ii) first charge over loans and advances of the Company (excluding EPC division) to provide minimum cover of 1.25 times of the facility outstanding iii) first charge over cash flows of GMRHL iv) DSRA covering interest payment for the first three months and v) securities as set out in note 16(38). The loan was repayable in six structured quarterly instalments commencing from March 26, 2017. The loan has been repaid in full during the current year.

6. Indian rupee term loan from a bank of ₹ 17.40 crore (March 31, 2018: ₹ 41.03 crore) carries interest @ base rate of lender plus spread of 0.85% p.a. (March 31, 2018: base rate of lender plus spread of 0.85% p.a.) and interest is payable on a monthly basis. The loan is secured by i) 10% of cash margin on the outstanding amount in the form of lien on fixed deposits in favour of the lender ii) an exclusive charge on assets created out of this facility iii) corporate guarantee of GEPL and iv) securities as set out in note 16(38). The loan is repayable in ten structured quarterly instalments commencing from March 6, 2017 as per the revised agreement dated May 23, 2016. The bank has a put option for full or part of the facility amount at the end of thirty six months from the date of first disbursement and every three months thereafter. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Also refer note 16(39) below.

7. Indian rupee term loan from a bank of ₹ 44.72 crore (March 31, 2018: ₹103.59 crore) carries interest @ base rate of lender plus spread of 1.50% p.a. (March 31, 2018: base rate of lender plus spread of 1.50% p.a) and interest is payable on a monthly basis. The loan is secured by i) 10% of cash margin on the outstanding amount in the form of lien on fixed deposits in favour of the lender ii) charge on assets created out of this facility and iii) securities as set out in note 16(38). The loan is repayable in eight equal quarterly instalments commencing from January 27, 2018 as per the revised agreement dated

Notes to the standalone financial statements for the year ended March 31, 2019

May 23, 2016. The bank has a put option for full or part of the facility amount at the end of eighteen months from the date of first disbursement and every three months thereafter. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof.

8. Indian rupee term loan from a bank of ₹ 60.17 crore (March 31, 2018: ₹ 76.42 crore) carries interest @ base rate of lender plus spread of 1.25% p.a. (March 31, 2018: base rate of lender plus spread of 1.25% p.a.) and interest is payable on a monthly basis. The loan is secured by i) 10% of cash margin on the outstanding amount in the form of lien on fixed deposits in favour of the lender ii) an exclusive charge on assets created out of underlying facility by GISPL in favour of lender approved correspondent bank iii) second charge on cash flows of GISPL from coal trading under Coal Sales and Purchase Agreement with GCRPL iv) exclusive charge on loans given to GEL v) DSRA covering interest payment for the next three months and vi) securities as set out in note 16(38). The loan is repayable in fourteen unequal semi-annual instalments commencing after twelve months from the date of first disbursement. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof.

9. Vehicle loan from a bank of ₹ Nil (March 31, 2018: ₹ 0.08 crore) carried interest @ 10.00% p.a. (March 31, 2018 : 10.00% p.a) and the same was payable on a monthly basis. The loan was repayable in sixty equal monthly instalments commencing from October 01, 2013 and was secured by the vehicle taken on loan. The loan has been repaid in full during the current year.

10. Indian rupee term loan from a bank of ₹ 509.74 crore (March 31, 2018: ₹ 500.70 crore) carries interest @ lender's marginal cost of funds based lending rate ('MCLR') plus spread of 3.10% p.a. (March 31, 2018: MCLR plus spread of 3.10% p.a.) and interest is payable on a monthly basis. The loan is secured by (i) first charge on the assets taken on loan by the Company to provide minimum cover of 1.00 times of the facility outstanding (ii) extension of pledge over 20% shares of GEL along with all beneficial/economic voting rights (already cross collateralized for existing term loan facilities at the Company, RSSL, GGAL (Term Loan-I) GMRHL (Term Loan-I)) (iii) additional pledge over 8% shares of GEL along with all beneficial/economic voting rights and non disposal undertaking over 2% shares of GEL (prior to disbursement) (iv) pledge over 26% shares of GMR Airports Limited along with all beneficial/ economic voting rights (v) margin of 19.14% of outstanding amount (in form of FD/cash or any other instrument to the satification of the lender). The loan is repayable in fourteen half yearly structured instalments commencing after a moratorium period of one year from the date of first disbursement. Further the lender has certain mandatory prepayment rights as per the terms of the agreements. Also refer note 16(39) below.

11. Indian rupee term loan from a bank of ₹ 142.22 crore (March 31, 2018: ₹ 211.34 crore) carries interest @ base rate of lender plus spread of 0.50% p.a. (March 31, 2018: base rate of lender plus spread of 0.50% p.a.) and interest is payable on a monthly basis. The loan is secured by i) 10% DSRA in the form of lien on fixed deposits in favour of the lender ii) Exclusive first charge on assets provided by the Company created out of this facility and iii) securities as set out in note 16(38). The loan is repayable in fourteen structured quarterly instalments commencing from January 15, 2017 as per the revised agreement dated May 23, 2016. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof.

12. Indian rupee term loan from a bank of ₹ 340.20 crore (March 31, 2018: ₹ 370.44 crore) carries interest @ MCLR plus spread of 1.45% p.a. (March 31, 2018: MCLR plus spread of 1.45% p.a.) and interest is payable on a monthly basis. The loan is secured by i) first charge on assets created out of this facility ii) 10% of cash margin on the outstanding amount in the form of lien on fixed deposits in favour of the lender and iii) securities as set out in note 16(38). The loan is repayable in twenty eight structured quarterly instalments commencing from October 2017. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof.

13. Indian rupee term loan from a bank of ₹ 20.71 crore (March 31, 2018: ₹ 14.89 crore) carries interest @ MCLR plus spread of 1.35% p.a. (March 31, 2018: MCLR plus spread of 1.35% p.a.) and is payable on a monthly basis. The loan is secured by i) hypothecation of construction equipments/machineries purchased out of the term loan on exclusive basis and ii) pari passu first charge on the current assets of the Company and bank accounts of GIL-SIL JV. The loan is repayable in nineteen structured monthly instalments commencing after 2 months from the date of first disbursement.

14. Indian rupee term loan from a bank of ₹ Nil (March 31, 2018: ₹28.65 crore) carried interest @ 11.50% p.a. linked to MCLR and was payable on a monthly basis. The loan was secured by i) exclusive charge on the equipments purchased by the Company out of the term loan and ii) second charge on the current assets/ non current assets including bank account in respect of Dedicated Freight Corridor Corporation (DFCC) - 201 project. The loan was repayable in thirteen structured monthly instalments commencing from December 01, 2017.The loan has been repaid in full during the current year.

15. Indian rupee term loan from a bank of ₹ 487.20 crore is outstanding as on March 31, 2019 (March 31, 2018: ₹ 484.63 crore) carries interest @ base rate of lender plus spread of 4.75% p.a. (March 31, 2018: base rate of lender plus spread of 4.75% p.a.) payable on a monthly basis. The loan is secured by (i) first pari passu charge on 444.52 acres of land held by GKSIR and (ii) subservient charge on 8,236 acres of SEZ land held by KSL. The loan is repayable in twelve structured quarterly instalments commencing from April 25, 2021 and ending on January 25, 2024 as per the revised agreement dated May 27, 2016. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof.

16. Indian rupee term loan from a bank of ₹ Nil (March 31, 2018: ₹ 7.51 crore) carried interest at base rate of lender plus applicable spread of 3.25% p.a

Notes to the standalone financial statements for the year ended March 31, 2019

(March 31, 2018: base rate of lender plus applicable spread of 3.25% p.a.) and the interest was payable on a monthly basis. The loan was secured by an exclusive first mortgage and charge on i) residential property of Mr. G.B.S Raju, Director at Bangalore ii) certain immovable properties of Boyance Infrastructure Private Limited ('BIPL') iii) non agricultural land of Hyderabad Jabilli Properties Private Limited ('HJPPL') at Telangana iv) non agricultural lands of Mr. G. M. Rao, Chairman and v) commercial apartment owned by Honey Flower Estates Private Limited ('HFEPL') and additionally secured by a) an irrevocable and unconditional guarantee of BIPL and HJPPL limited to the extent of the value of their property as stated aforesaid b) an irrevocable and unconditional guarantee of GEPL, BIPL and HFEPL and c) demand promissory note equal to principal amount of the loan and interest payable on the loan given by the Company. The loan was repayable in thirteen equal quarterly instalments starting July 1, 2015. The loan has been repaid in full during the current year.

17. Indian rupee term loan from a bank of ₹ Nil (March 31, 2018: ₹ 29.90 crore) carried interest @ lender's MCLR plus spread of 5.00% p.a. (March 31, 2018: lender's MCLR plus spread of 5.00% p.a.) payable on a monthly basis. The loan was secured by a first mortgage and charge on 117.96 acres of land or such additional land held by GKSIR to give a minimum cover equivalent to the facility amount. The loan was repayable in eighteen equal monthly instalments commencing from the end of six months from October 26, 2016. The loan has been repaid in full during the current year.

18. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2018: ₹ 8.27 crore) carried interest @ 14.75% p.a. linked with SREI Benchmark Rate (SBR) on reducing balance (March 31, 2018: 14.75% p.a. linked with SBR on reducing balance) and was payable on a monthly basis. The loan was repayable in fifty seven monthly instalments commencing from April, 2014. The loan was secured by a charge on the assets purchased out of the loan proceeds by the Company.

19. Indian rupee term loan from a financial institution of ₹ 86.35 crore (March 31, 2018: ₹ 129.42 crore) carries interest rate @ 13.50% p.a. (March 31, 2018: 14.25% p.a.) and is payable on a monthly basis. The loan is repayable in eighteen quarterly instalments commencing from October' 2016. The loan is secured by way of i) first mortgage and charge on non-agriculture lands of SJK Powergen Limited ('SJK') ii) pledge of 20,000,000 equity shares of Re. 1 each of the Company, held by GEPL and iii) pledge of such number of equity shares of ₹ 10 each of GEL having book value of minimum of ₹ 400.00 crore held by the Company and in case of default of repayment of loan, the lender has the right to convert the loan into equity.

20. Indian rupee term loan from a financial institution of ₹ 236.47 crore (March 31, 2018: ₹137.61 crore) carries interest @ the lender's benchmark rate plus spread of 3.30% p.a. (March 31, 2018: lender's benchmark rate plus spread of 3.30% p.a.). The loan is secured by i) a mortgage on exclusive first charge basis on a) 99.76 acres of immovable property held by RSSL b) 10 acres of immovable property held by GEPL c) 10 acres of immovable property held by Fabcity Properties Private Limited d) 11.46 acres of immovable property held by GMR Bannerghatta Properties Private Limited e) 10 acres of immovable property held by Sri Varalakshmi Jute Twine Mills Private Limited f) 13.225 acres of land held by BIPL g) 246.10 square meter of house property located in New Delhi held by DG Buildwell Private Limited h) commercial property held by Grandhi Enterprises Private Limited and corporate guarantee of these entities which are giving mortgage charge ii) minimum 0.75 time cover on the loan amount by way of first pari-passu charge over SEZ land held by KSL iii) pledge of 10,551,655 unlisted shares of Rajam Enterprises Private Limited iv) Pledge of 6,024,097 listed shares of the Company on exclusive charge basis v) DSRA covering interest payment for two quarters and principal repayment for one quarter in the form of fixed deposit vi) escrow over all the receivables from KSL on exclusive charge basis and vii) post dated cheques ('PDC') for interest and principal repayments. The loan is repayable in fourty eight monthly instalments commencing after a moratorium period of 12 months from the date of first disbursement. Further the lender has certain mandatory prepayment rights as per the terms of the agreements.

21. Vehicle loan taken from a financial institution of ₹10.52 crore (March 31, 2018: ₹ 17.56 crore) carries interest @ 9.50% p.a. (March 31, 2018: 9.50% p.a.) payable on a monthly basis. The loan is repayable in thirty four monthly instalments commencing after two months from the date of first disbursement. The loan is secured by a charge on the assets purchased out of loan proceeds by the Company.

22. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2018: ₹73.96 crore) carried interest @ SBR less spread of 4.25% p.a. (March 31, 2018: SBR less spread of 4.25% p.a.) payable on a monthly basis. The loan was repayable in five equal monthly instalments commencing from January 2019. The loan was secured by i) first charge on all the current assets, present and future, including the cash flow of the DFCC-202 project ii) second charge over all the movable fixed asset of the DFCC-202 project including project documents and all licences, permits, approvals, censent and insurance policies iii) exclusive charge by way of pledge of 19% equity share of GMRHL. The loan has been repaid in full during the current year.

23. Indian rupee term loan from a financial institution of ₹ 99.76 crore (March 31, 2018: ₹ Nil) carries interest @ SREI Prime Lending Rate (SPLR) add spread of 1.00% p.a (March 31, 2018 : Nil) payable on a monthly basis. The loan is secured against i) exclusive charge over 197 equipments ii) first charge over track laying and associated equipment owned by the Company for the DFCC package 201 iii) first pari passu charge by way of hypothecation over the entire current assets of the DFCC package 202 (hereinafter refered as "project") including cash flows related to the project by way of escrow mechanism iv) second pari passu charge by way of hypothecation over the movable fixed assets of the project including but not limited to track laying and associated equipment of the project v) first pari passu charge over all the project documents including all licenses, permits, approvals, consents and insurace polices. The loan facility shall be repaid in four structured monthly installments commencing from March 2020 to June 2020.

Notes to the standalone financial statements for the year ended March 31, 2019

24. Indian rupee term loan from a financial institution of ₹ 107.11 crore (March 31, 2018: ₹128.52 crore) carries interest @ 12.00% p.a. (March 31, 2018: 12.00% p.a.) payable on a quarterly basis. The loan is repayable in seven equal annual instalments commencing at the end of four years from the date of first disbursement. The loan is secured by exclusive first charge on land held by GKSIR.

25. Indian rupee term loan from a financial institution of ₹ 299.65 crore (March 31, 2018: ₹ 399.62 crore) carries interest @ 11.75% p.a. (March 31, 2018: 11.75% p.a.) payable on a half yearly basis. The loan is repayable in ten equated annual instalments commencing from December 2012. The loan is secured by a first pari passu charge on 8,236 acres of land held by KSL. Also refer note 16(39) below.

26. Indian rupee term loan from a financial institution of ₹ 259.98 crore (March 31, 2018: ₹ 259.90 crore) carries interest @ 12.15% p.a. (March 31, 2018: 12.15% p.a.) payable on a quarterly basis. The loan is repayable in six equal annual instalments commencing at the end of five years from the date of first disbursement. The loan is secured by an exclusive first charge on certain immovable properties located in the State of Telangana owned by Namitha Real Estate Private Limited (NREPL), a subsidiary of the Company, Corporate Infrastructure Services Private Limited, a fellow subsidiary, Varalaxmi Jute & Twine Mills Private Limited, Vijay Niwas Real Estates Private Limited and Smt. G. Varalakshmi.

27. Indian rupee term loan from a financial institution of ₹ 185.00 crore (March 31, 2018: ₹Nil) carries interest @ SPLR less spread of 1.50% p.a. (March 31, 2018 : Nil) payable on a monthly basis. The loan facility is repayable at the end of six years from initial disbursement date. The loan is secured against i) second pari passu charge on entire current assets of GEPL ii) corporate gurantee of GEPL. Further the lender has certain mandatory prepayment rights as per the terms of the agreements.

28. Indian rupee term loan from a financial institution of ₹ 75.00 crore (March 31, 2018: ₹Nil) carries interest @ SPLR less spread of 3.25% p.a. (March 31, 2018 : Nil) payable on a monthly basis. The loan is secured against i) second pari passu charge on entire current assets of GEPL ii) corporate gurantee of GEPL. Further the lender has certain mandatory prepayment rights as per the terms of the agreements. The loan facility is repayable at the end of fifteen months from initial disbursement date.

29. Vehicle loan from others of ₹ Nil (March 31, 2018: ₹ 0.06 crore) carried interest @10.33% p.a. (March 31, 2018 @10.33% p.a) and interest was payable on a monthly basis. The loan was repayable in sixty equal monthly instalments commencing from April, 2014 and was secured by vehicle purchased out of the loan proceeds. The loan has been repaid in full during the current year.

30 Loan of ₹ 49.11 crore (March 31, 2018: ₹ 61.77 crore) from its subsidiary, GADL carries interest @ 12.95% p.a. (March 31, 2018: 12.70% p.a.) and is payable on a monthly basis. The loan is to be prepaid on the occurrence of any liquidity event as per the terms of the agreement or repayable in twenty eight structured quarterly instalments commencing from December 23, 2013.

31. Loan of ₹ 60.23 crore (March 31, 2018: ₹ 66.00 crore) from its subsidiary, RSSL carries interest @ 11.35% p.a. to 12.25% p.a. (March 31, 2018: 11.35% p.a.) payable on a monthly basis. The loan 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.

32. Loan of ₹ 46.77 crore (March 31, 2018: ₹ 138.18 crore) from its subsidiary, GETL carries interest @ 14.00% p.a (March 31, 2018: 14.00% p.a.) and is payable along with the principal. The loan is repayable after 3 years from the date of disbursement of the respective loan.

33. Loan of ₹ 277.22 crore (March 31, 2018: ₹ 22.40 crore) from its subsidiary, GPCL carries interest @ 7% p.a. (March 31, 2018: 12.5% p.a.) and is payable along with the principal. The loan is repayable after 3 years from the date of disbursement of the loan. The Company has restructured its short term loan of ₹ 313.22 crore taken from GPCL in previous year to long tem loan in current year

34. Bank overdrafts amounting to ₹ 331.19 crore (March 31, 2018: ₹ 125.73 crore) is secured by first charge on current assets of the EPC division of the Company and GIL-SIL Joint Venture (package 202), first mortgage on the Company's entire fixed asset pertaining to DFCC- 201 project, second pari -passu charge on equipments financed by lakshmi vilas bank, a first charge on all the Company's bank accounts including, without limitation, the TRA/ Escrow account and lien on fixed deposits with banks and carries an interest ranging between 12.30% to 14.25% p.a. (March 31, 2018:12.30% to 13.75% p.a.).

35. Loan from DIAL of ₹ 400.00 crore (March 31, 2018: ₹ Nil) carries interest @ 10.15% p.a. and is payable along with the principal. The loan is secured by i) an equitable mortgage by way of deposit of title deeds equivalent to 100% of loan amount, in favour of the lender in a form satisfactory to the lender on the immovable property of land admeasuring 800 acres situated at Hosur Taluka , Krishnagiri district, Tamil Nadu ii) pledge of 1,258,910,030 unlisted equity shares of ₹ 10 each of GGAL .The loan is repayable within fifteen months from the date of first disbursement.

36. Loans of ₹ 212.36 crore (March 31, 2018: ₹ 458.18 crore) from its subsidiaries, carry interest ranging between 7.00% p.a. to 12.95% p.a. and is payable along with repayment of principal or on such intervals as may otherwise be agreed upon by the parties.

37. During the year ended March 31, 2018, the Company had taken short term loan from a financial institution of ₹ 185.00 crore which carried interest @ 9.75% p.a. payable on quarterly basis. The loan has been repaid in full during the current year.

Notes to the standalone financial statements for the year ended March 31, 2019

38. **Securities for the facilities mentioned in note 5, 6, 7, 8, 11 & 12**

a. First charge over 30% pledge of shares of RSSL and 70% shares under NDU arrangement to be kept in lender's demat account.

b. Charge over 30% pledge of shares of GGAL.

c. Pledge over 30% shares of GMRHL held by the Company.

d. Undertaking from the Company to hold majority stake in GMRHL.

e. Pledge/charge on the advances/CCPS invested by GISPL in GCRPL in favour of lender/ lender approved correspondent bank.

f. Pledge of 12% of Delhi Duty Free Services Private Limited (DDFS) free shares held by GAL.

g. Mortgage on office space at Bandra Kurla Complex, Mumbai.

h. Pledge of 30% shares of GPCL.

i. NDU of 21% shareholding of GPCL.

j. Pledge over 26% shares of GAL alongwith all beneficial / economic voting rights.

39. The period and amount of delays as on the balance sheet date with respect to abovementioned borrowings are as follows:

S No.	Nature	Particulars	March 31, 2019 (₹ in crore)	Period of Delay (No. of Days)
1	**Payment of Principal**	Indian Rupee term loans from banks	25.74	0-30
2	**Payment of Principal/Premium**	0% redeemable and non-convertible debentures from a bank	59.24	0-30
3	**Payment of Interest**	Interest on FCCB's*	159.15	0-120
		Interest on Indian Rupee term loans from banks	7.24	0-30
		Interest on Indian Rupee term loans from financial institutions	20.41	0-30
		Total	**271.78**	

* The Company has a one time contractual option to delay payment of interest for a year.

The Company has paid all aforesaid delayed outstanding amounts subsequent to March 31, 2019 except for payment of outstanding interest pertaining to FCCB. Further, none of the lenders have demanded for repayment for outstanding amounts as at March 31, 2019.

17. Financial liabilities - Trade payables (₹ in crore)

	Current	
	March 31, 2019	**March 31, 2018**
Total outstanding dues of micro enterprises and small enterprises[1,3]	13.94	-
Total outstanding dues of creditors other than micro enterprises and small enterprises[1]		
- Trade payables	471.68	313.94
- Trade payables to related parties (refer note 34)	11.60	19.54
Total trade payables	**497.22**	**333.48**

1. Includes retention money of ₹ 78.63 crore (March 31, 2018: ₹ 64.27 crore). 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.

2. 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 38(c)
   - The dues to related parties are unsecured.

Notes to the standalone financial statements for the year ended March 31, 2019

3. **Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006".**

(₹ in crore)

	March 31, 2019	March 31, 2018
The principal amount and the interest due thereon remaining unpaid to any supplier:		
- Principal Amount	13.94	-
- 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 specified under this Act	-	-
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	-	-

18. Other financial liabilites

(₹ in crore)

	Non-current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Financial liabilities through profit or loss				
Derivatives not designated as hedges				
Foreign exchange forward contracts[2] (refer note 43)	-	-	-	0.31
	-	**-**	**-**	**0.31**
Other financial liabilities at amortised cost				
Current maturities of long term borrowings (refer note 16)	-	-	1,008.99	821.11
Interest/ Premium accrued on borrowings/ debenture (refer note 34)	-	-	294.18	69.90
Capital Creditors	-	-	-	4.17
Share application money refund [₹ 22,563 (March 31, 2018: ₹ 22,563)][1]	-	-	0.00	0.00
Non trade payable (refer note 34)[3]	-	-	1,198.70	3.39
	-	**-**	**2,501.87**	**898.57**
Financial guarantee contracts	**89.75**	**99.19**	**15.54**	**13.37**
Total other financial liabilities	**89.75**	**99.19**	**2,517.41**	**912.25**

1. 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, 2019.
2. While the Company entered into other foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected repayment of interest, these contracts were not designated in hedge relationships and were measured at fair value through profit or loss.
3. In July 2010, IDFC and Temasek ('PE investors') had made certain investments through preference shares in GMR Energy Limited (GEL). There were certain amendments to the original arrangement between the Company, GEL and the PE investors. As per the latest amended Subscription and Shareholder Agreement executed in May 2016, preference shares held by the PE investors were converted into equity shares of GEL. Post conversion, the PE investors held 17.85% of equity shares in GEL with an exit option within the timelines as defined in the aforesaid amended agreement. As the said timelines have expired during the current year and the PE investors have sort for an exit without any further extensions, the Company has recognized the financial liability of ₹ 1,192.43 crore in the financial statements with corresponding investments in equity shares.

19. Provisions

(₹ in crore)

	Long-term		Short-term	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Provision for employee benefits				
Provision for compensated absences	-	-	4.16	3.88
Provision for gratuity (refer note 35)	1.13	0.46	0.60	0.57
Provision for other employee benefits	-	-	7.35	8.82
	1.13	**0.46**	**12.11**	**13.27**

Notes to the standalone financial statements for the year ended March 31, 2019

20. Other liabilities

(₹ in crore)

	Non-Current		Current	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Advance from customers (refer note 34)	563.85	33.61	246.81	224.27
Unclaimed dividend	-	-	0.27	0.27
TDS payable	-	-	2.54	8.43
Other statutory dues	-	-	0.53	0.54
Total other liabilities	**563.85**	**33.61**	**250.15**	**233.51**

21. Liabilities directly associated with the asset classified as held for disposal

(₹ in crore)

	Current	
	March 31, 2019	March 31, 2018
Advance sale consideration towards assets held for disposal	25.23	25.23
Total	**25.23**	**25.23**

22. Revenue from operation

(₹ in crore)

		March 31, 2019	March 31, 2018
a)	**Sale of services:**		
	Engineering, Procurement and Construction ('EPC'):		
	Construction revenue (refer note 34 and 36)	763.04	736.13
		763.04	**736.13**
b)	**Other operating revenue**		
	Income from leasing of equipment	2.89	-
	Dividend income on current investments (gross) ₹ 14,732 (March 31, 2018: ₹ 14,482)	0.00	0.00
	Profit on sale of current investments (others)	2.02	6.34
		4.91	**6.34**
		767.95	**742.47**

23. Other income

(₹ in crore)

	March 31, 2019	March 31, 2018
Gain on account of foreign exchange fluctuations (net)	43.61	5.92
Fair value gain on financial instrument at fair value through profit or loss	0.31	1.26
Gain on final settlement of claims (refer note 34)	-	19.84
Provisions no longer required, written back (refer note 34)	1.85	2.81
Interest income on income tax refund	-	19.91
Other non-operating income	2.09	2.61
	47.86	**52.35**

24. Finance income

(₹ in crore)

	March 31, 2019	March 31, 2018
Bank deposits	9.33	7.39
Long term loans and investments (refer note 34)	323.76	356.15
	333.09	**363.54**

Notes to the standalone financial statements for the year ended March 31, 2019

25. Cost of materials consumed

(₹ in crore)

	March 31, 2019	March 31, 2018
Inventory at the beginning of the year	38.10	65.74
Add: Purchases	345.29	348.89
	383.39	**414.63**
Less: Inventory at the end of the year	45.08	38.10
	338.31	**376.53**

26. Employee benefit expenses*

(₹ in crore)

	March 31, 2019	March 31, 2018
Salaries, wages and bonus	40.99	43.26
Contribution to provident and other funds (refer note 35(a))	2.01	2.69
Gratuity expenses (refer note 35(b))	0.28	0.92
Staff welfare expenses (refer note 34)	4.01	4.81
	47.29	**51.68**

* Employee benefit expenses are net of ₹ 8.30 crore (March 31, 2018: ₹ 24.88 crore) cross charged to certain subsidiaries, associates and joint ventures.

27. Depreciation and amortisation expenses

(₹ in crore)

	March 31, 2019	March 31, 2018
Depreciation of property, plant and equipment (refer note 3)	23.62	17.98
Amortisation of other intangible assets (refer note 4)	0.87	1.08
	24.49	**19.06**

28. Finance costs*

(₹ in crore)

	March 31, 2019	March 31, 2018
Interest on debt and borrowings	832.37	805.15
Bank and other charges	13.28	16.46
	845.65	**821.61**

* Finance costs are net of ₹ 0.01 crore (March 31, 2018: ₹ 0.08 crore) cross charged to certain subsidiaries, associates and joint ventures.

29. Other expenses*

(₹ in crore)

	March 31, 2019	March 31, 2018
Bad debts written off/ provision for doubtful debts	14.03	18.78
Lease rental and equipment hire charges	41.59	40.44
Rates and taxes	29.97	20.41
Repairs and maintenance	6.89	11.11
Legal and professional fees	13.82	26.53
Payment to auditors (refer details below)	2.98	2.89
Directors' sitting fees	0.28	0.23
Miscellaneous expenses	15.62	23.98
Total other expenses	**125.18**	**144.37**

Notes to the standalone financial statements for the year ended March 31, 2019

* Other expenses are net of ₹ 24.29 crore (March 31, 2018: ₹ 44.01 crore) cross charged to certain subsidiaries, associates and joint ventures. Also refer note 34.

** CSR expenses :

(a) Gross amount required to be spent by the Company during the year: ₹ Nil (March 31,2018: ₹ Nil)

(b) The Company has incurred Nil (March 31, 2018: ₹ Nil) on CSR activities during the year 2018-19.

a) Payment to auditors (exclusive of service tax/ goods and service tax and swachh bharat cess

(₹ in crore)

	March 31, 2019	March 31, 2018
As auditor:		
Audit fee (including fees for internal controls over financial reporting, consolidated financial statements of the Company and quarterly limited reviews)	1.87	1.87
Tax audit fees	0.04	0.04
In other capacity		
Other Services (including certification fees)	0.74	0.74
Reimbursement of expenses	0.33	0.24
	2.98	**2.89**

30. Exceptional items (net)

(₹ in crore)

	March 31, 2019	March 31, 2018
Provision/ write-off for impairment of investments at amortised cost/ doubtful loans and advances (refer note below) (also refer note 6 and 34)	475.96	94.17
	475.96	**94.17**

Note: Refer note 5(4) with regard to provision for diminution in the value of loans/ advances made in subsidiaries/ associates/ joint ventures.

31. Income Tax

The Company is subject to income tax in India on the basis of standalone financial statements. As per the Income Tax Act, the Company is liable to pay income tax which is the higher of regular income tax payable or the amount payable based on the provisions applicable for Minimum Alternate Tax (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.

Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

Income tax expenses in the statement of profit and loss consist of the following:

(₹ in crore)

	March 31, 2019	March 31, 2018
(a) Current tax	0.09	0.09
(b) Deferred tax	(8.17)	-
Total taxes	**(8.08)**	**0.09**

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

(₹ in crore)

	March 31, 2019	March 31, 2018
(Loss)/ profit before taxes	(1,042.39)	(587.54)
Computed tax charge on applicable tax rates in India	**(364.26)**	**(197.72)**
Tax effect on exempted income	(16.07)	(21.12)
Tax effect on permanent non deductible expenses :	16.02	(1.01)
Tax effect on losses on which deferred taxes has not been accounted	356.23	219.94
Total tax expenses	**(8.08)**	**0.09**

Notes to the standalone financial statements for the year ended March 31, 2019

32. Earnings per share (EPS)

Basic EPS is calculated by dividing the profit/ loss for the year attributable to equity shareholders of the Company 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 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 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.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	March 31, 2019	March 31, 2018
Face value of equity shares (Re. per share)	1	1
Profit/ (loss) attributable to equity shareholders (₹ in crore)	(1,034.31)	(587.63)
Weighted average number of equity shares used for computing earning per share (basic and diluted)	6,017,945,475	6,017,945,475
EPS- basic and diluted (₹)	**(1.72)**	**(0.98)**

Notes:

(i) Considering that the Company has incurred losses during the year ended March 31, 2019 and March 31, 2018, the allotment of convertible securities 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.

(ii) Weighted average number of equity shares used for computing earning per share (basic and diluted) have been adjusted for 17,999,800 treasury shares held by GWT as detailed in note 15(3).

33. 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.

i) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Deferred tax assets are recognised for MAT Credit Entitlement 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

Notes to the standalone financial statements for the year ended March 31, 2019

recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 10 and 31 for further disclosures.

b. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The cash flow projections used in these models 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 investments in entities in the energy business, estimation of passenger and vehicle traffic and rates and favourable outcomes of litigations etc. in the airport and expressway business which are considered as reasonable by the management. Fair value of investment in SEZ sector is determined based on available data for similar immovable property/ investment or observable market prices less incremental cost for disposing of the immovable property/ investments. 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 38 for further disclosures

c. Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and contractual claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

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 37 for further disclosure.

d. Revenue recognition

The Company uses 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 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 35.

Notes to the standalone financial statements for the year ended March 31, 2019

34. 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	GMR Generation Assets Limited (GGAL) [formerly known as GMR Renewable Energy Limited (GREEL)]
	GMR Power Corporation Limited (GPCL)
	GMR Energy Trading Limited (GETL)
	SJK Powergen Limited (SJK)
	GMR Coastal Energy Private Limited (GCEPL)
	GMR Londa Hydropower Private Limited (GLHPPL)
	GMR Kakinada Energy Private Limited (GKEPL)
	Delhi International Airport Limited (DIAL) [formerly known as Delhi International Airport Private Limited]
	Delhi Aerotropolis Private Limited (DAPL)
	GMR Hyderabad International Airport Limited (GHIAL)
	GMR Hyderabad Air Cargo and Logistics Private Limited (GHACLPL) [formerly known as Hyderabad Menzies Air Cargo Private Limited (HMACPL)]
	Hyderabad Airport Security Services Limited (HASSL)
	GMR Aerostructure Services Limited (GASL) [formerly known as GMR Hyderabad Airport Resource Management Limited (GHARML)]
	GMR Hyderabad Aerotropolis Limited (HAPL)
	GMR Hyderabad Aviation SEZ Limited (GHASL)
	GMR Hospitality and Retail Limited (GHRL) [formerly known as GMR Hotels and Resorts Limited (GHRL)]
	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 (GCORRPL)
	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL)
	GMR Krishnagiri SIR Limited ('GKSIR') (formely known as GMR Krishnagiri SEZ Limited ('GKSEZ'))
	GMR Logistics Park Private Limited (GLPPL)[3]
	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)

Notes to the standalone financial statements for the year ended March 31, 2019

Description of relationship	Name of the related parties
	Lakshmi Priya Properties Private Limited (LPPPL)
	Honeysuckle Properties Private Limited (HPPL)
	Idika Properties Private Limited (IPPL)
	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)
	Sreepa Properties Private Limited (SRPPL)
	Bougainvillea Properties Private Limited (BOPPL)
	Honeyflower Estates Private Limited (HFEPL)
	Namitha Real Estate Private Limited (NREPL)
	GMR Airports Limited (GAL)
	Asia Pacific Flight Training Academy Limited (APFT) [ceased to be Subsidiary Company w.e.f March 4, 2019] [1]
	GMR Corporate Affairs Private Limited (GCAPL)
	GMR SEZ & Port Holdings Limited (GSPHL)
	GMR Aviation Private Limited (GAPL)
	GMR Business Process and Services Private Limited (GBPSPL)
	Dhruvi Securities Private Limited (DSPL)
	GMR Energy (Cyprus) Limited (GECL)
	GMR Energy (Netherlands) BV (GENBV)
	PT Unsoco (PT) [ceased to be Subsidiary Company w.e.f August 14, 2018][6]
	PT Dwikarya Sejati Utma (PTDSU) [ceased to be Subsidiary Company w.e.f August 14, 2018][6]
	PT Duta Sarana Internusa (PTDSI) [ceased to be Subsidiary Company w.e.f August 14, 2018][6]
	PT Barasentosa Lestari (PTBSL) [ceased to be Subsidiary Company w.e.f August 14, 2018][6]
	GMR International Airport BV (GIABV)[3]
	GMR Infrastructure (Mauritius) Limited (GIML)
	GMR Infrastructure (Cyprus) Limited (GICL)
	GMR Infrastructure Overseas (Malta) Limited (GIOSL) (Formerly known as GMR Infrastructure Overseas Sociedad Limitada)
	GMR Infrastructure (UK) Limited (GIUL)
	GMR Infrastructure (Global) Limited (GIGL)
	GMR Infrastructure (Singapore) Pte Limited (GISPL)
	GMR Energy (Global) Limited (GEGL)
	GMR Genco Assets Limited (GGEAL) [formerly known as GMR Hosur Energy Limited (GHOEL)]
	GMR Energy Projects (Mauritius) Limited (GEPML)
	GMR Airport Developers Limited (GADL)
	GADL International Limited (GADLIL)

Notes to the standalone financial statements for the year ended March 31, 2019

Description of relationship	Name of the related parties
	GADL (Mauritius) Limited (GADLML)
	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)
	Kakinada SEZ Limited (KSL)
	GMR Power Infra Limited (GPIL)
	GMR Male International Airport Private Limited (GMIAL)
	GMR Coal Resources Pte Limited (GCRPL)
	GMR Airport Handling Services Company Limited (GAHSCL)
	GMR Hosur Industrial City Private Limited (GHICL) (Formerly known as Lantana Properties Private Limited (LPPL))
	Asteria Real Estate Private Limited (AREPL)
	GMR Infrastructure (Overseas) Limited (GI(O)L)
	GMR Hosur EMC Private Limited (GHEMCPL)[5]
	GMR Airports (Mauritius) Limited (GAML)
	GMR Hyderabad Airport Power Distribution Limited (GHAPDL)
	GMR Aerospace Engineering Limited (GAEL) (formerly known as MAS GMR Aerospace Engineering Company Limited (MGAECL))
	Delhi Airport Parking Services Private Limited (DAPSL)
	GMR Aero Technic Limited (GATL) (formerly known as MAS GMR Aero Technic Limited (MGATL))
	East Godavari Power Distribution Company Private Limited (EGPDCPL)
	Suzone Properties Private Limited (SUPPL)
	Lilliam Properties Private Limited (LPPL)
	GMR Utilities Private Limited (GUPL)
	Raxa Security Services Limited (RSSL)
	Indo Tausch Trading DMCC (Indo Tausch)
	Kakinada Gateway Port Limited (KGPL)
	GMR Goa International Airport Limited (GIAL)
	GMR Infra Services Limited (GISL)
	GMR Infra Developers Limited (GIDL)
	GMR Infrastructure Airport Mauritius Limited (GIAML)[2]
Associates / Joint Venture Companies	Rampia Coal Mine and Energy Private Limited (RCMEPL)
	Limak GMR Construction JV (CJV)
	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)
	Delhi Aviation Services Private Limited (DASPL)
	Travel Food Services (Delhi Terminal 3) Private Limited (TFS)
	WAISL Limted (WAISL) [formely known as Wipro Airport IT Services Limited]

Notes to the standalone financial statements for the year ended March 31, 2019

Description of relationship	Name of the related parties
	TIM Delhi Airport Advertisment Private Limited (TIM)
	GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)[4]
	DIGI Yatra Foundation (DIGI)[4]
	INTERNATIONAL AIRPORT OF HERAKLION, CRETE SA (CRETE)[4]
	Mactan Travel Retail Group Corporation (MTRGC)[4]
	SSP-Mactan Cebu Corporation (SMCC)[4]
	PT Golden Energy Mines Tbk (PTGEMS)
	PT Tanjung Belit Bara Utama (TBBU)
	PT Roundhill Capital Indonesia (RCI)
	PT Kuansing Inti Makmur (KIM)
	PT Trisula Kencana Sakti (TKS)
	PT Borneo Indobara (BIB)
	PT Karya Cemerlang Persada (KCP)
	PT Bungo Bara Utama (BBU)
	PT Bara Harmonis Batang Asam (BHBA)
	PT Berkat Nusantara Permai (BNP)
	PT Bumi Anugerah Semesta (BAS)
	PT Unsoco (PT) [w.e.f August 14, 2018][6]
	PT Dwikarya Sejati Utma (PTDSU) [w.e.f August 14, 2018][6]
	PT Duta Sarana Internusa (PTDSI) [w.e.f August 14, 2018][6]
	PT Barasentosa Lestari (PTBSL) [w.e.f August 14, 2018][6]
	PT Era Mitra Selaras (EMS)
	PT Wahana Rimba (WRL)
	PT Berkat Satria Abadi (BSA)
	PT Kuansing Inti Sejahtera (KIS)
	PT Bungo Bara Makmur (BBM)
	Shanghai Jingguang Energy Co. Ltd (SJECL)
	PT Gems Energy Indonesia (PTGEI)
	GEMS Trading Resources Pte Limited (GEMSCR) (formerly known as GEMS Coal Resources Pte Limited)
	Delhi Aviation Fuel Facility Private Limited (DAFF)
	Laqshya Hyderabad Airport Media Private Limited (Laqshya)
	Megawide GISPL Construction JV (MGCJV)
	Megawide GISPL Construction Joint Venture Inc. (MGCJV INC.)
	Asia Pacific Flight Training Academy Limited (APFT) [till October 09, 2017][1]
	East Delhi Waste Processing Company Private Limited (EDWPCPL)
	GMR Megawide Cebu Airport Corporation (GMCAC)

Notes to the standalone financial statements for the year ended March 31, 2019

Description of relationship	Name of the related parties
	GMR OSE Hungund Hospet Highways Private Limited (GOSEHHHPL)
	GMR Kamalanga Energy Limited (GKEL)
	Delhi Duty Free Services Private Limited (DDFS)
	GMR Energy Limited (GEL)
	GMR Vemagiri Power Generation Limited (GVPGL)
	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)
	GMR Mining and Energy Private Limited (GMEL)
	GMR Consulting Services Limited (GCSL)
	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)
	GMR Warora Energy Limited (GWEL) (Formerly EMCO Energy Limited (EMCO))
	GMR Gujarat Solar Power Limited (GGSPL)
	Himtal Hydro Power Company Private Limited (HHPPL)
	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) (formerly known as GMR Uttar Pradesh Energy Private Limited (GUPEPL))
	Karnali Transmission Company Private Limited (KTCPL)
	Marsyangdi Transmission Company Private Limited (MTCPL)
	GMR Indo-Nepal Energy Links Limited (GINELL)
	GMR Indo-Nepal Power Corridors Limited (GINPCL)
	GMR Rajahmundry Energy Limited (GREL)
	GMR Chhattisgarh Energy Limited (GCEL)
Enterprises where key managerial personnel or their relatives exercise significant influence (Where transactions have taken place)	Welfare Trust of GMR Infra Employees (GWT)
	GMR Varalaxmi Foundation (GVF)
	GMR Family Fund Trust (GFFT)
	GEOKNO India Private Limited (GEOKNO)
Fellow Subsidiaries (Where transactions have taken place)	Grandhi Enterprises Private Limited (GREPL)
	GMR Airport Global Limited (GAGL)
Key management personnel and their relatives (Where transactions have taken place)	Mr. G.M. Rao (Chairman)
	Mrs. G Varalakshmi (Relative)
	Mr. G.B.S. Raju (Director)
	Mr. Grandhi Kiran Kumar (Managing Director & CEO)
	Mr. Srinivas Bommidala (Director)
	Mr. B.V. Nageswara Rao (Director)
	Mr. Adiseshavataram Cherukupalli (Company Secretary) (Resigned w.e.f. November 14, 2017)
	Mr. Venkat Ramana Tangirala (Company Secretary) (Appointed w.e.f November 15, 2017)

Notes to the standalone financial statements for the year ended March 31, 2019

Description of relationship	Name of the related parties
	Mr. R S S L N Bhaskarudu (Independent Director)
	Mr. N C Sarabeswaran (Independent Director)
	Mr. S Sandilya (Independent Director)
	Mr. S Rajagopal (Independent Director)
	Mr. C.R. Muralidharan (Independent Director)
	Mrs. V. Siva Kameswari (Independent Director)
	Mr. Madhva Bhimacharya Terdal (Group Chief Financial Officer) (Resigned w.e.f. February 14, 2019)
	Mr. Saurabh Chawla (Group Chief Financial Officer) (Appointed w.e.f. February 15, 2019)

Notes

1. Ceased to be a joint venture and became a subsidiary during the year ended March 31, 2018. Further during the year ended March 31, 2019, ceased to be a subsidiary.
2. Incorporated and amalgamated with GIML during the year ended March 31, 2018.
3. Subsidiaries incorporated during the year ended March 31, 2019.
4. Joint Ventures incorporated during the year ended March 31, 2019.
5. Cease to be a Subsidiary on account of amalgamation with its holding company, GMR Krishnagiri SIR Limited w.e.f. March 28, 2018.
6. Ceased to be a Subsidiary and became a joint venture w.e.f. August 14, 2018 pursuant to acquisition by PTGEMS, an existing JV.

Notes to the standalone financial statements for the year ended March 31, 2019

b) Summary of transactions and outstanding balances with above related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
i) Interest Income - Gross						
2019	-	318.11	5.65	-	-	-
2018	-	350.71	5.44	-	-	-
ii) Construction revenue						
2019	-	26.61	-	-	-	-
2018	-	10.97	-	-	-	-
iii) Dividend income on current investments						
2019	-	0.00	-	-	-	-
2018	-	0.00	-	-	-	-
iv) Other Income						
2019	-	-	-	-	-	-
2018	19.84	0.15	2.22	-	0.02	-
v) Subcontracting expenses						
2019	-	0.06	-	-	-	-
2018	0.06	0.01	-	-	0.53	-
vi) Finance cost						
2019	-	107.37	-	-	-	-
2018	-	65.44	-	-	-	-
vii) Legal and professional fees						
2019	-	8.31	-	-	-	-
2018	-	22.58	-	-	-	-
viii) Lease rental and equipment hire charges						
2019	-	1.75	-	0.12	-	-
2018	-	2.18	-	1.23	-	-
ix) Repairs and maintenance expenses						
2019	-	1.07	-	-	-	-
2018	-	1.63	-	-	-	-
x) Miscellaneous Expenses						
2019	0.00	4.30	-	-	-	0.05
2018	0.00	6.97	-	-	-	0.33
xi) Expenses incurred by GIL on behalf of others- Cross charges during the year						
2019	-	22.85	9.75	-	-	-
2018	-	54.48	14.49	-	-	-
xii) Provision for doubtful debts						
2019	-	-	0.09	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
2018	-	1.11	1.91	-	-	-
xiii) Bad debts written off						
2019	-	6.22	-	-	-	-
2018	-	-	-	-	-	-
xiv) Provision for doubtful debts, (written back)						
2019	-	-	-	-	-	-
2018	-	3.89	-	-	-	-
xv) Provision / write off for impairment of investments at amortised cost / doubtful loans and advances						
2019	-	475.96	-	-	-	-
2018	-	94.17	-	-	-	-
xvi) Security deposit refunded / adjusted						
2019	-	-	-	-	-	-
2018	-	1.25	-	-	-	-
xvii) Purchase of property, plant and equivalent						
2019	-	-	-	-	-	-
2018	0.71	-	-	-	-	-
xviii) Investment in equity shares of						
2019	-	-	-	-	-	-
2018	-	148.05	-	-	-	-
xix) Sale proceeds from investment in equity shares of						
2019	-	236.48	-	-	-	-
2018	-	-	-	-	-	-
xx) Buy back of shares by						
2019	-	1,623.37	-	-	-	-
2018	-	-	-	-	-	-
xxi) Investment in debentures of						
2019	-	2,060.00	-	-	-	-
2018	-	-	-	-	-	-
xxii) Redemption of debentures of						
2019	-	-	-	-	-	-
2018	-	336.55	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
xxiii) Loans given to						
2019	-	2,022.54	-	-	-	-
2018	-	2,916.06	-	-	-	-
xxiv) Loans repaid by						
2019	-	2,009.74	-	-	-	-
2018	-	2,456.04	-	-	-	-
xxv) Loans received from						
2019	-	692.47	-	-	-	-
2018	-	1,223.90	-	-	-	-
xxvi) Loans repaid to						
2019	-	394.80	-	-	-	-
2018	0.07	361.23	-	-	-	-
xxvii) Loans (receivable) novated to						
2019	-	-	-	-	-	-
2018	-	317.86	-	-	-	-
xxviii) Loans and interest (payable) adjusted against						
2019	-	-	-	-	-	-
2018	-	317.86	-	-	-	-
xxix) Equity recouped on account of early conversion/ modification of preference shares/ debentures/ loans						
2019	-	-	-	-	-	-
2018	-	38.88	-	-	-	-
xxx) Additional equity on account of financial guarantees						
2019	-	7.91	-	-	-	-
2018	-	27.06	-	-	-	-
xxxi) Conversion of 4,450,000 8% non-cumulative redeemable preference shares of ₹ 100 each to 4,450,000 0.01% compulsorily convertible non-cumulative preference shares of ₹ 100 each						
2019	-	-	-	-	-	-
2018	-	44.50	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
xxxii) Conversion of 2,192,500 6% non-cumulative redeemable preference shares of ₹ 100 each to 2,192,500 0.01% compulsorily convertible non-cumulative preference shares of ₹100 each						
2019	-	-	-	-	-	-
2018	-	21.93	-	-	-	-
xxxiii) Conversion of 249,000,000 0% unsecured compulsorily convertible debentures of ₹ 10 each to 249,000,000 0% unsecured optionally convertible debentures of ₹ 10 each						
2019	-	-	-	-	-	-
2018	-	249.00	-	-	-	-
xxxiv) Conversion of 12,900 12.25% unsecured optionally convertible cumulative debentures of ₹ 100,000 each to 12,900 0% unsecured compulsorily convertible cumulative debentures of ₹ 100,000 each						
2019	-	-	-	-	-	-
2018	-	129.00	-	-	-	-
xxxv) Conversion of 926 12% unsecured optionally convertible cumulative debentures of ₹ 100,000 each to 926 0% unsecured compulsorily convertible cumulative debentures of ₹ 100,000 each						
2019	-	-	-	-	-	-
2018	-	9.26	-	-	-	-
xxxvi) Advance received from customers						
2019	-	555.03	-	-	-	-
2018	-	5.67	5.44	-	-	-
xxxvii) Advance repaid/ adjusted to customers						
2019	-	0.02	-	-	-	-
2018	-	9.04	1.21	-	-	-
xxxviii) Non-trade payables repaid/ adjusted to customers						
2019	-	-	-	-	-	-
2018	10.26	-	-	-	-	-
xxxix) Corporate Guarantees/ Comfort Letters given on behalf of						

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
2019	-	2,200.00	-	-	-	-
2018	-	2,181.60	-	-	-	-
xl) Corporate Guarantees/ Comfort Letters extinguished on behalf of						
2019	-	-	-	-	-	-
2018	-	1,001.44	150.00	-	-	-
xli) Expenses include the following remuneration to the Key Management Personnel						
- Short-term employee benefits						
2019	-	-	-	-	-	2.68
2018	-	-	-	-	-	3.82
- Sitting fees paid to independent directors						
2019	-	-	-	-	-	0.28
2018	-	-	-	-	-	0.23
- Other benefit s[e]						
2019	-	-	-	-	-	-
2018	-	-	-	-	-	-
xlii) Net (loss)/gain on FVTOCI of equity securities						
2019	-	5,599.06	24.22	-	-	-
2018	-	3113.49	215.35	-	-	-
xliii) Outstanding balances as at the year ended						
a) Loans receivable – Non-Current						
2019	-	1,599.45	-	-	-	-
2018	-	2,230.22	-	-	-	-
Loans receivables - credit impaired						
2019	-	260.99	-	-	-	-
2018	-	45.41	-	-	-	-
b) Loans receivable – Current						
2019	-	294.20	-	-	-	-
2018	-	116.21	-	-	-	-
c) Cross Charge Receivable						
2019	-	26.97	28.93	-	0.04	-
2018	0.13	28.42	35.40	-	0.05	-

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
d) Advances other than capital advances						
2019	-	0.01	-	-	0.30	-
2018	-	0.08	-	-	0.28	-
e) Security deposits receivable - Non current						
2019	-	0.32	-	-	-	-
2018	-	0.32	-	-	-	-
f) Security deposits receivable - Current						
2019	-	-	-	-	0.53	-
2018	-	-	-	-	0.53	-
g) Trade receivables- Non Current						
2019	-	-	-	-	-	-
2018	-	2.90	-	-	-	-
Provision for doubtful receivables:						
2019	-	-	-	-	-	-
2018	-	0.64	-	-	-	-
h) Trade receivables- Current						
2019	-	0.55	1.40	-	-	-
2018	6.52	1.74	1.40	-	-	-
Provision for doubtful receivables:						
2019	-	-	0.49	-	-	-
2018	-	0.05	0.42	-	-	-
i) Other financial asset receivable						
2019	-	402.00	-	-	-	-
2018	-	-	-	-	-	-
j) Unbilled revenue - Current						
2019	-	0.41	-	-	-	-
2018	-	5.43	-	-	-	-
Provision for doubtful receivables:						
2019	-	-	-	-	-	-
2018	-	1.09	-	-	-	-
k) Interest accrued on loans and debentures						
2019	-	221.07	-	-	-	-
2018	-	161.72	-	-	-	-
l) Loans payables - Non Current						
2019	-	395.86	-	-	-	-
2018	-	259.74	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
m) Loans payables – Current						
2019	-	649.83	-	-	-	-
2018	-	486.79	-	-	-	-
n) Trade payables - Current						
2019	0.01	11.28	0.02	-	0.27	0.02
2018	-	19.07	-	-	0.25	0.22
o) Accrued interest but not due on borrowings						
2019	-	21.45	-	-	-	-
2018	-	12.37	-	-	-	-
p) Non Trade payables - Current						
2019	-	-	3.39	-	-	-
2018	-	-	3.39	-	-	-
q) Advance from customers - Current						
2019	-	5.69	9.78	-	0.00	-
2018	-	5.68	9.78	-	0.00	-
r) Advance from customers - Non Current						
2019	-	555.00	-	-	-	-
2018	-	-	-	-	-	-
s) Liability towards losses of subsidiaries						
2019	-	5.13	-	-	-	-
2018	-	-	-	-	-	-
t) Corporate Guarantees/ Comfort Letters sanctioned on behalf of						
2019	-	13,177.58	10,029.05	-	-	-
2018	-	11,101.61	9,633.45	-	-	-
u) Bank Guarantee outstanding on behalf of						
2019	-	45.66	-	-	1.30	-
2018	-	45.66	-	-	1.30	-

Notes

a. The Company has provided securities by way of pledge of investments for loans taken by certain Companies (refer note 5).

b. The Holding Company has pledged certain shares held in the Company as security towards the borrowings of the Company and related parties

c. Also refer note 5 on non-current investments and current investments.

d. Also refer note 16 for long term borrowings and short term borrowings as regards security given by related parties for loans availed by the Company

e. As the liability for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the directors are not included.

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.

Notes to the standalone financial statements for the year ended March 31, 2019

35. Gratuity and other post-employment benefit plans

a) Defined contribution plan

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Provident and pension fund	2.16	3.14
Superannuation fund	0.61	1.10
Total*	**2.78**	**4.24**

* Gross of ₹ 0.51 crore (March 31, 2018: ₹ 0.97 crore) towards contribution to provident fund and ₹ 0.26 crore (March 31, 2018: ₹0.58 crore) towards contribution to superannuation fund cross charged to certain subsidiaries.

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 or 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, 2019	March 31, 2018
Current service cost	0.61	0.98
Past service cost - plan amendments	-	0.41
Net interest cost on defined benefit obligations/ (assets)	0.08	0.18
Net benefit expenses*	**0.70**	**1.57**

* Gross of ₹ 0.42 crore (March 31, 2018: 0.65 crore) cross charged to certain subsidiaries.

ii. Remeasurement (gains)/ loss recognised in other comprehensive income:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	(0.24)	(0.39)
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	-	(0.09)
Actuarial (gain)/ loss arising during the year	**(0.24)**	**(0.48)**
Return on plan assets (greater)/ less than discount rate	0.04	(0.01)
Actuarial (gain)/ loss recognised in OCI	**(0.21)**	(0.49)

iii. Net defined benefit asset/ (liability)

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Defined benefit obligation	(2.94)	(2.58)
Fair value of plan assets	1.21	1.55
Plan (liability)/ asset	**(1.73)**	**(1.03)**

Notes to the standalone financial statements for the year ended March 31, 2019

iv. Changes in the present value of the defined benefit obligation are as follows: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Opening defined benefit obligation	2.58	4.12
Current service cost	0.61	0.98
Interest cost on the defined benefit obligation	0.18	0.26
Past service cost- plan amendments	-	0.41
Benefits paid	(0.37)	(0.95)
Acquisition adjustment	0.18	(1.76)
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	(0.24)	(0.39)
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	-	(0.09)
Closing defined benefit obligation	**2.94**	**2.58**

v. Changes in the fair value of plan assets are as follows: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Opening fair value of plan assets	1.55	0.75
Interest income on plan assets	0.10	0.08
Contributions by employer	0.03	3.41
Benefits paid	(0.37)	(0.95)
Return on plan assets (lesser)/ greater than discount rate	(0.04)	0.01
Acquisition adjustment	(0.06)	(1.75)
Closing fair value of plan assets	**1.21**	**1.55**

The Company expects to contribute ₹ 0.60 crore (March 31, 2018: ₹ 3.41 crore) towards gratuity fund in 2019-20.

vi. The following pay-outs are expected in future years: (₹ in crore)

Particulars	March 31, 2019
March 31, 2020	0.60
March 31, 2021	0.32
March 31, 2022	0.29
March 31, 2023	0.28
March 31, 2024	0.33
March 31, 2025 to March 31, 2029	3.61

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2018: 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, 2019	March 31, 2018
Investments with insurer	100%	100%

Notes to the standalone financial statements for the year ended March 31, 2019

viii. The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	March 31, 2019	March 31, 2018
Discount rate (in %)	7.60%	7.60%
Salary escalation (in %)	6.00%	6.00%
Employee turnover	5.00%	5.00%
Mortality rate	Refer Note 4 below	Refer Note 4 below

Notes:

1. Plan assets are fully represented by balance with the Life Insurance Corporation of India.
2. 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.
3. 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.
4. As per Indian Assured Lives Mortality (2006-08) (modified) Ultimate.
5. 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:

   a. 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
   b. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation
   c. 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 as at March 31, 2019 is as shown below:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Discount rate		
Impact on defined benefit obligation due to 1% increase in discount rate	(0.19)	(0.16)
Impact on defined benefit obligation due to 1% decrease in discount rate	0.22	0.19
Salary escalation rate		
Impact on defined benefit obligation due to 1% increase in salary escalation rate	0.21	0.18
Impact on defined benefit obligation due to 1% decrease in salary escalation rate	(0.19)	(0.16)
Attrition Rate		
Impact on defined benefit obligation due to 1% increase in attrition rate [₹ 14,852 {March 31, 2018: ₹ (47,919)}]	0.00	(0.00)
Impact on defined benefit obligation due to 1% decrease in attrition rate [₹ (43,753) {March 31, 2018: ₹ 24,696}]	(0.00)	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 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.

Notes to the standalone financial statements for the year ended March 31, 2019

36. Disclosure in terms of Ind AS 115 - Revenue from Contracts with Customers

(a) Contract Balances: (₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Receivables:		
- Non Current (Gross)	113.82	77.09
- Current (Gross)	397.52	62.53
- Provision for impairment loss (non current)	(25.18)	(10.35)
- Provision for impairment loss (current)	(2.79)	(12.19)
Contract assets:		
Unbilled revenue		
- Non Current	37.36	53.63
- Current	343.51	457.67
- Provision for impairment loss (non current)	-	(1.09)
Contract Liabilities		
Advance received from customers		
- Non Current	563.85	33.61
- Current	246.81	224.27

(b) Increase/ Decrease in net contract balances is primarily due:

i) The movement in receivables and in contract assets is on account of invoicing.

ii) The significant increase in contract liabilities in 2018-19 is mainly due to ₹ 555.00 crore advances received from customers during the year.

(c) Revenue recognised during the year from the performance obligation satisfied upto previous year (arising out of contract modifications) amounts to ₹ Nil.

d) Reconciliation of contracted price with revenue during the year - (₹ in crore)

Opening contracted price of orders as at April 1, 2018	**5,320.79**
Add:	
Fresh orders /change orders received (net)	2,095.90
Increase due to additional consideration recognised as per contractual terms	179.80
Less:	
Orders completed during the year	-
Closing contracted price of orders as at March 31, 2019	**7,596.49**
Total Revenue recognised during the year	763.04
Revenue recognised upto previous year (from orders pending completion at the end of the year)	3,029.30
Balance revenue to be recognised in future	**3,804.15**

37 Commitments and contingencies

I Leases

Operating lease: Company as lessee

Office premises and equipments taken by the Company are obtained on operating leases. The Company entered into certain cancellable operating lease arrangements towards office premises. The equipments are taken on hire on need basis. There are no restrictions imposed by lease arrangements. There are no subleases. The lease rentals charged during the year as per the lease agreement are as follows:

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Lease rentals under cancellable leases [net of ₹ 2.27 crore (March 31, 2018 ₹ 5.27 crore) cross charged to certain subsidiaries, associates and joint ventures]	41.59	40.44

II 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 financial statements but does not record a liability in its accounts unless the loss becomes probable.

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.

(₹ in crore)

Particulars of guarantees	As at	
	March 31, 2019	March 31, 2018
Corporate guarantees availed by the group companies		
(a) sanctioned	19,986.52	19,469.70
(b) outstanding	12,829.71	13,556.69
Bank guarantees		
(a) sanctioned	852.61	912.61
(b) outstanding	792.48	854.04
Letter of comfort provided on behalf of group companies to banks		
(a) sanctioned	1,629.00	1,629.00
(b) outstanding	1,327.86	1,018.10

In addition to above table, followings are the additional contingent liabilities.

1. During the year ended March 31, 2013, the Company and its subsidiaries had divested their 70% stake in GMR Energy Singapore Private Limited (GESPL) to FPM Power Holding Limited and has provided a guarantee of SGD 38.00 crore towards warranties as specified in the Share Purchase Agreement (SPA) and other SPA transaction documents for a period till September 30, 2014 and in respect of tax claims, if any, the guarantee period is upto March 31, 2018. GESPL was developing a 800MW combined cycle gas turbine power plant in Jurong Island, Singapore.

2. There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated 28th February, 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.

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:

(₹ in crore)

Other disputes	As at	
	March 31, 2019	March 31, 2018
Matters relating to indirect taxes under dispute	48.02	47.85
Matters relating to direct taxes under dispute[1,2]	244.32	244.32
Claims against the company not acknowledged as debts	8.37	8.37

Income Tax

1 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 the computation of, or eligibility of the Company's use of certain tax incentives or allowances, transfer pricing adjustments for related parties transactions etc.

Notes to the standalone financial statements for the year ended March 31, 2019

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.

2 Further, aforesaid balance includes demand pertaining to a search under Section 132 of the Income Tax Act, 1961 ('IT Act') which was carried out at the premises of the Company by the Income Tax Authorities on October 11, 2012, followed by search closure visits on various dates thereafter 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 and block assessment had been completed for certain years and the Company had received orders/ demand under Section 143(3) r.w.s.153A of the IT Act from the Income Tax Authorities in respect to Assessment Years ('AY') 2007-08 to 2013-14. Further, during the year ended March 31, 2018, the Company had received orders/ demand amounting to ₹ 75.54 crore under Section 143(3) r.w.s.144C of IT Act from the Income Tax Authorities in respect to Assessment year 2014-15 and 2015-16. The management of the Company has filed the appeals against the above orders and believes that these demands are not tenable and it has complied with all the applicable provisions of the IT Act with respect to its operations. The above amount has not been adjusted to include further interest and penalty leviable, if any, at the time of final outcome of the appeals.

III Commitments

a. Capital commitments (₹ in crore)

Particulars	**As at**	
	March 31, 2019	**March 31, 2018**
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	12.28	59.28

b. Other commitments

1 **The Company has committed to provide financial assistance as tabulated below:** (₹ in crore)

Nature of relationship	**Outstanding commitment for financial assistance**	
	March 31, 2019	**March 31, 2018**
Subsidiaries	3,708.50	1,096.31
Joint Ventures / Associates	375.36	375.36
Total	**4,083.86**	**1,471.67**

2 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.

3 The Company has entered into agreements with the lenders of certain group companies wherein it has committed to hold directly or indirectly at all times at least 51% of the equity share capital of the group companies 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.

4 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 [refer note 5].

5 For commitment relating to FCCBs and OCD's to Doosan [refer note 16 (3) and 16 (2)].

38. 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 (n), to the financial statements.

Notes to the standalone financial statements for the year ended March 31, 2019

(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, 2019 and March 31, 2018.

As at March 31, 2019 (₹ in crore)

Particulars	Fair value through other comprehensive income	Fair value through statement of profit or loss	Amortised cost	Total carrying value	Total Fair Value
Financial assets					
(i) Investments	18,205.41	0.01	213.62	18,419.04	18,419.04
(ii) Loans	-	-	1,949.69	1,949.69	1,949.69
(iii) Trade receivables	-	-	483.37	483.37	483.37
(iv) Cash and cash equivalents	-	-	18.00	18.00	18.00
(v) Bank balances other than cash and cash equivalents	-	-	6.57	6.57	6.57
(vi) Other financial assets	-	-	1,102.41	1,102.41	1,102.41
Total	**18,205.41**	**0.01**	**3,773.66**	**21,979.08**	**21,979.08**
Financial liabilities					
(i) Borrowings	-	-	7,246.47	7,246.47	7,246.47
(ii) Trade payables	-	-	497.22	497.22	497.22
(iii) Other financial liabilities	-	-	1,492.88	1,492.88	1,492.88
(iv) Financial guarantee contracts	-	-	105.29	105.29	105.29
Total	**-**	**-**	**9,341.86**	**9,341.86**	**9,341.86**

As at March 31, 2018 (₹ in crore)

Particulars	Fair value through other comprehensive income	Fair value through statement of profit or loss	Amortised cost	Total carrying value	Total fair value
Financial assets					
(i) Investments	22,436.97	26.60	186.28	22,649.85	22,649.85
(ii) Loans	-	-	2,410.92	2,410.92	2,410.92
(iii) Trade receivables	-	-	117.08	117.08	117.08
(iv) Cash and cash equivalents	-	-	76.15	76.15	76.15
(v) Bank balances other than cash and cash equivalents	-	-	16.53	16.53	16.53
(vi) Other financial assets	-	-	826.30	826.30	826.30
Total	**22,436.97**	**26.60**	**3,633.26**	**26,096.83**	**26,096.83**
Financial liabilities					
(i) Borrowings	-	-	6,774.59	6,774.59	6,774.59
(ii) Trade payables	-	-	333.48	333.48	333.48

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars		Fair value through other comprehensive income	Fair value through statement of profit or loss	Amortised cost	Total carrying value	Total Fair Value
(iii)	Foreign exchange forward contracts (derivative instrument not in hedging relationship)	-	0.31	-	0.31	0.31
(iv)	Other financial liabilities	-	-	77.46	77.46	77.46
(v)	Financial guarantee contracts	-	-	112.56	112.56	112.56
Total		**-**	**0.31**	**7,298.09**	**7,298.40**	**7,298.40**

(i) Investments in mutual funds and derivative instruments are mandatorily classified as fair value through statement of profit and loss.

(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.

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
March 31, 2019				
Financial assets				
Investment in mutual funds	0.01	0.01	-	-
Investments in subsidiaries, associates and joint ventures	18,205.41	-	-	18,205.41
Financial liabilities				
Foreign exchange forward contracts	-	-	-	-
March 31, 2018				
Financial assets				
Investment in mutual funds	26.60	26.60	-	-
Investments in subsidiaries, associates and joint ventures	22,436.97	-	-	22,436.97
Financial liabilities				
Foreign exchange forward contracts	0.31	-	0.31	-

(i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.

(ii) Foreign exchange forward contracts are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.

Notes to the standalone financial statements for the year ended March 31, 2019

(iii) 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.

(iv) The fair values of the unquoted equity shares have been estimated using a DCF model except in case of fair value of investment in SEZ sector which has determined based on available data for similar immovable property/ investment or observable market prices less incremental cost for disposing of the immovable property/ investments. 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.

(v) There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2019 and March 31, 2018.

(vi) Fair value of mutual funds is determined based on the net asset value of the funds.

(vii) Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets: (₹ in crore)

Particulars	Total
As at 1 April 2017	**25,674.24**
Purchases	148.05
Additional equity recognised for financial guarantees	27.06
Other Adjustments	(83.54)
Re-measurement recognised in OCI	(3,328.84)
As at 1 April 2018	**22,436.97**
Purchases	**2,060.00**
Additional equity recognised for financial guarantees	7.91
Acquisition of equity shares (refer note: 18)	1,190.18
Other Adjustments	(6.52)
Sales / redemption	(1,859.85)
Re-measurement recognised in OCI	**(5,623.28)**
As at 31 March 2019	**18,205.41**

(viii) 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 31 March 2019 and 31 March 2018 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	DCF method	Discounting rate (Cost of Equity)	**31st March 2019:** 8.5% to 21.00% **31st March 2018:** 9.0% to 20.20%	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:

Notes to the standalone financial statements for the year ended March 31, 2019

(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.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in crore)

Particulars	Increase in basis points	Effect on profit before tax
March 31, 2019		
INR	+50	(15.43)
March 31, 2018		
INR	+50	(14.93)

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

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.

At March 31, 2018, the Company hedged its interest of $22.50 mn on FCCB. This foreign currency risk was hedged by using foreign currency forward contracts. No such hedge contract entered for the year ended March 31, 2019.

The following table shows foreign currency exposure in US Dollar on financial instruments at the end of reporting period. The exposure to all other foreign currencies are not material.

(₹ in crore)

Particulars	Currency	Amount in foreign currency	Amount
Borrowings	USD	30.00	2,074.65
		(30.00)	(1,960.20)
Trade Payables	USD	0.01	0.53
		(0.03)	(1.96)
Other financial liabilities	USD	2.99	206.89
		-	-
Loans	USD	-	-
		(4.57)	(298.65)
Trade Receivables	USD	0.01	0.69
		(0.02)	(1.31)
Other financial assets	USD	-	-
		(0.23)	(14.92)

Note: Previous year's figures are shown in brackets above.

Notes to the standalone financial statements for the year ended March 31, 2019

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 Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

(₹ in crore)

Particulars	Change in USD rate	Effect on profit before tax
March 31, 2019	5%	(103.73)
March 31, 2018	5%	(83.08)

The sensitivity analysis has been based on the composition of the Company's financial assets and liabilities at March 31, 2019 and March 31, 2018 excluding trade payables, trade receivables, other non-derivative and derivative financial instruments not forming part of debt and which do not present a material exposure. The period end balances are not necessarily representative of the average debt outstanding during the period.

ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives and financial guarantees provided by the Company.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 21,979.08 crore and ₹ 26,096.83 crore as at March 31, 2019 and March 31, 2018 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. Further, the top 5 customers of the Company in the EPC segment contributes to more than 90% of the trade receivables during the year ended March 31, 2019 and March 31, 2018.

With respect to Trade receivables/unbilled revenue, the Company has constituted the terms to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

With respect to the investing activities of the Company, it has a risk management framework that monitors the sectors of the entities in which the Company has investments and evaluates whether the sectors operate within the defined risk appetite and risk tolerance levels as defined by the senior management. The credit risk function evaluates its investments based on well-established sector specific internal frameworks, in order to identify, mitigate and allocate risks as well as to enable appropriate valuation of investments.

The following table summarises the changes in the loss allowance measured using ECL:

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Opening balance*	23.63	29.01
Amount provided/ (reversed) during the year	4.34	(5.38)
Closing provision*	27.97	23.63

* Pertains to provision for doubtful receivables and unbilled revenue.

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.

Notes to the standalone financial statements for the year ended March 31, 2019

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. Pursuant to aforesaid objective, the Company has entered into binding term sheet with investors, as detailed in note 5(2)

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.

(₹ in crore)

Particulars	0-1 years	1 to 5 years	> 5 years	Total
March 31, 2019				
Borrowings	1,988.02	2,804.88	2,590.46	7,383.36
Other financial liabilities	1,492.88	-	-	1,492.88
Trade payables	497.22	-	-	497.22
	3,978.12	**2,804.88**	**2,590.46**	**9,373.46**
March 31, 2018				
Borrowings	1,604.20	2,546.45	2,730.74	6,881.39
Other financial liabilities	77.77	-	-	77.77
Trade payables	333.48	-	-	333.48
	2,015.45	**2,546.45**	**2,730.74**	**7,292.64**

(i) The above excludes any financial liabilities arising out of financial guarantee contract as detailed in note 37.

(ii) The above excludes interest and other finance charges to be paid on the borrowings and other financial liabilities, by the Company.

39. 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 covenant are complied with (refer note 2.1).

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Particulars	March 31, 2019	March 31, 2018
Borrowings (refer note 16)	7,246.47	6,774.59
Less: Cash and cash equivalents (refer note 13)	18.00	76.15
Total debts (A)	**7,228.47**	**6,698.44**
Capital components		
Equity share capital	603.59	603.59
Other equity	11,097.56	16,510.26
Total Capital (B)	**11,701.15**	**17,113.85**
Capital and borrowings C= (A+B)	**18,929.62**	**23,812.29**
Gearing ratio (%) D=(A/C)	**38.19%**	**28.13%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

40. 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	Amount outstanding as at		Maximum amount outstanding during the year ended		Investment by loanee in the shares of the parent Company
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	
Loans given/ debentures subscribed^					
- GMRHL[1]	36.98	58.21	58.21	304.55	Nil
- GKSIR[1]	54.45	58.83	62.67	76.41	Nil
- GCAPL[1]	-	-	-	39.35	Nil
- GSPHL[1]	34.74	2.89	35.02	132.31	Nil
- DSPL[1]	88.03	-	308.75	123.17	Nil
- GIML[1]	-	267.29	313.13	407.97	Nil
- KSL[1]	1,014.07	979.68	1,014.07	1,357.14	Nil
- GGAL[1]	211.62	103.99	386.62	303.45	Nil
- GBPSPL[1]	18.95	18.95	18.95	18.95	Nil
- RSSL[1]	9.16	45.47	50.02	49.43	Nil
- SJK[1]	436.88	388.53	436.88	388.64	Nil
- GETL[1]	-	-	-	58.00	Nil
- GIOL[1]	-	31.36	58.88	31.36	Nil
- GASL[1]	152.54	85.16	383.20	424.82	Nil
- GAL[1]	-	330.43	330.43	430.00	Nil
- GSISL[1]	76.20	-	76.20	-	Nil
- GIDL[2]	2,060.00	-	2,060.00	-	Nil

Notes to the standalone financial statements for the year ended March 31, 2019

(₹ in crore)

Name of the entity	Amount outstanding as at		Maximum amount outstanding during the year ended		Investment by loanee in the shares of the parent Company
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	
- GKSIR[2]	14.20	14.20	14.20	96.25	Nil
- GSPHL[2]	259.46	259.46	259.46	513.96	Nil
- DPPL[2]	0.99	0.86	0.99	0.86	Nil

1. Loans given
2. Debentures subscribed
3. The above loans and inter-corporate deposits have been given for business purpose.
4. There are no outstanding debts due from directors or other officers of the Company.

^ The above balances does not include interest accrued thereon and equity component of preference shares/ loans/ debentures given at concessional rates.

5. The balances are disclosed on gross basis i.e. excluding provision for doubtful loans.

41. Interest in significant investment in subsidiaries, joint ventures and associates as per Ind AS- 27

S. No.	Name of the entity	Relationship		Ownership interest		Date of Incorporation	Country of Incorporation/ Place of business
		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018		
1	GEL	Joint venture	Joint venture	29.31%	14.89%	10-Oct-96	India
2	GBHPL	Joint venture	Joint venture	0.98%	0.98%	17-Feb-06	India
3	GEML	Joint venture	Joint venture	5.00%	5.00%	27-Feb-08	Mauritius
4	GETL	Subsidiary	Subsidiary	67.86%	67.86%	29-Jan-08	India
5	GGAL	Subsidiary	Subsidiary	99.99%	99.99%	03-Dec-10	India
6	GPIL	Subsidiary	Subsidiary	49.98%	49.98%	25-Feb-11	India
7	GACEPL	Subsidiary	Subsidiary	48.35%	48.35%	14-Jul-05	India
8	GPEL	Subsidiary	Subsidiary	1.50%	1.50%	18-Oct-05	India
9	GMRHL	Subsidiary	Subsidiary	90.26%	90.26%	03-Feb-06	India
10	GHVEPL	Subsidiary	Subsidiary	41.00%	41.00%	11-Jun-09	India
11	GCORRPL	Subsidiary	Subsidiary	41.00%	41.00%	21-Jul-09	India
12	GKUAEL	Subsidiary	Subsidiary	-	3.61%	24-Nov-11	India
13	GFIAL	Subsidiary	Subsidiary	86.49%	86.49%	12-Jan-05	India
14	GASL	Subsidiary	Subsidiary	100.00%	100.00%	18-Jul-07	India
15	DIAL [200 Equity shares (March 31, 2018 - 200 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	01-Mar-06	India
16	GIDL	Subsidiary	Subsidiary	99.99%	99.99%	28-Mar-17	India
17	GAL	Subsidiary	Subsidiary	76.69%	100.00%	06-Feb-92	India
18	GAPL	Subsidiary	Subsidiary	100.00%	100.00%	22-Dec-06	India
19	GKSIR	Subsidiary	Subsidiary	100.00%	100.00%	24-Sep-07	India
20	GSPHL	Subsidiary	Subsidiary	100.00%	100.00%	28-Mar-08	India
21	GCAPL	Subsidiary	Subsidiary	100.00%	100.00%	22-Dec-06	India

Notes to the standalone financial statements for the year ended March 31, 2019

S. No.	Name of the entity	Relationship		Ownership interest		Date of Incorporation	Country of Incorporation/ Place of business
		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018		
22	DSPL	Subsidiary	Subsidiary	100.00%	100.00%	24-Jul-07	India
23	GIML	Subsidiary	Subsidiary	100.00%	100.00%	18-Dec-07	Mauritius
24	GIOL	Subsidiary	Subsidiary	100.00%	100.00%	23-Jun-10	Mauritius
25	GMCAC	Joint venture	Joint venture	-	1.74%	13-Jan-14	Philippines
26	GCRPL [30,000 Equity shares (March 31, 2018 - 30,000 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	04-Jun-10	Singapore
27	GHIAL [1,000 Equity shares (March 31, 2018 - 1,000 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	17-Dec-02	India
28	GMIAL [154 Equity shares (March 31, 2018 - 154 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	09-Aug-10	Maldives

Note:-

1. Disclosure of financial data as per Ind AS – 112 'Disclosure of Interests in Other Entities' has been done based on the audited financial statements for the respective years.
2. The above disclosure made do not include step down subsidiaries, joint ventures and associates and are with respect to subsidiaries, joint ventures and associates existing as at March 31, 2019.
3. The above ownership includes assets held for sale

42. Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

i) Ind AS 116 Leases:

Ind AS 116 Leases was notified in March 2019 and it replaces Ind AS 17 Leases. Ind AS 116 is effective for annual periods beginning on or after April 1, 2019. It sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. Lessor accounting under Ind AS 116 is substantially unchanged from current accounting under Ind AS 17. Ind AS 116 requires lessees and lessors to make more extensive disclosures than under Ind AS 17. The Company intends to adopt these standards from April 01, 2019. As the Company does not have any material leases, therefore the adoption of this standard is not likely to have a material impact in its financial statements.

ii) Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments):

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

(1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty

(2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount

(3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Company does not expect any significant impact of the amendment on its financial statements.

iii) Ind AS 109 – Prepayment Features with Negative Compensation:

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Notes to the standalone financial statements for the year ended March 31, 2019

iv) Ind AS 19 – Plan Amendment, Curtailment or Settlement:

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

v) Ind AS 23 – Borrowing Costs:

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

43. Hedging activities and derivatives

Derivatives not designated as hedging instruments

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally for a period of one year.

(₹ in Crore)

Particulars	March 31, 2019	March 31, 2018
Fair value of foreign currency forward contracts not designated as hedging instruments	-	0.31

44. 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, 2019, with the associated enterprises were undertaken at "arm's length price". The management confirms that all the transactions with associate 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.

45. 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 the management of the Company.

46. Ministry of Corporate Affairs had published a list of Disqualified Directors in September 2017. As per this list, Mr. Srinivasan Sandilya (director of the Company as at March 31, 2019) was reported as disqualified from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013 for the period from November 1, 2016 to October 31, 2021 pursuant to his directorship of Association Of Indian Automobiles Manufacturers (defaulting company). Consequently, the defaulting company has filed application with the Registrar of Companies (ROC) under Condonation of Delay Scheme, 2018 ('CODS – 2018'). During the year ended March 31, 2019, as confirmed by an email from ROC, his disqualification has been removed in view of Circular No. 16/2017 dated 29-12-2017 after filing of documents under CODS, 2018. However, his name continues in the List of Disqualified Directors published by the Ministry as he was defaulter for non-filing of documents on the date of publication of the said list.

47. The Company is primarily engaged in the business of handling EPC solutions in infrastructure sector and investment activity and corporate support to various infrastructure Special Purpose Vehicles (SPV). In accordance with Ind AS 108 "Operating Segments", the Company has presented segment information on the basis of its consolidated financial statements.

48. Previous year's figures have been regrouped/reclassified , wherever necessary, to conform to the current year's classification.

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

As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W / E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership number: 061207

Place: New Delhi
Date: May 29, 2019

For and on behalf of the Board of Directors of
GMR Infrastructure Limited
Corporate Identity Number: L45203MH 1996PLC281138

G M Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership number: A13979

Place: New Delhi
Date: May 29, 2019

GMR INFRASTRUCTURE LIMITED
(CIN: L45203MH1996PLC281138)
Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India
T: +91 22 4202 8000; F: +91 22 4202 8004; W: www.gmrgroup.in
Email id: Gil.Cosecy@gmrgroup.in

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of GMR Infrastructure Limited will be held on Monday, September 16, 2019 at 3.00 p.m. at K. R. Foundation, Sheila Gopal Raheja Auditorium, Balgandharva Rangmandir, Junction 24th & 32nd Road, Bandra (West), Mumbai-400050, Maharashtra, India, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. B.V.N. Rao (DIN: 00051167), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and in this regard, pass with or without modification(s),the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Walker Chandiok & Co LLP, Registration No. (001076N/N500013), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee."

Special Business:

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2020, being ₹ 1,25,000 /- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified."

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

   "**RESOLVED THAT** Mr. Madhva Bhimacharya Terdal (DIN:05343139), who was appointed as an additional director of the Company by the Board of Directors with effect from August 8, 2019, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and as recommended by Nomination and Remuneration Committee of Board of Directors and the Board of Directors of the Company, be and is hereby appointed as a Director of the Company.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee of Board of Directors and the Board of Directors of the Company, approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Madhva Bhimacharya Terdal (DIN:05343139) as a Whole Time Director of the Company for a period of three (3) years effective August 8, 2019 and shall be designated as Executive Director – Strategic Initiatives, to perform the duties of a Whole Time Director and such duties as may be assigned to him from time to time, with remuneration and other terms and conditions of his employment as detailed below:

   - The overall remuneration of ₹ 2.29 crore per annum with such allocation among various components of salary and perquisites as may be mutually agreed between the Company and Mr. Madhva Bhimacharya Terdal. The valuation of perquisites for inclusion in the remuneration shall be as per the provisions of the Income Tax Act, 1961.

- The Annual increment, Variable pay and other entitlements shall be in accordance with the HR policy of the Group, in addition to the above.

  RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to file all necessary intimations with the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchanges and any other statutory authorities.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable rules notified by the Central Government under the Act, the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the "FEMA Regulations"), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipt Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended, ("the SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, and in accordance with the rules, the uniform listing agreements entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 1 each of the Company (the Equity Shares) and non-convertible debentures are listed, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the rules, regulations, guidelines, notifications, circulars, and clarifications issued thereon from time to time by the Government of India (GoI), the Reserve Bank of India (RBI), and the Securities Exchange Board of India (SEBI) and/or any other competent authorities including the Ministry of Finance, the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion/ Secretariat for Industrial Assistance), whether in India or abroad, and subject to necessary approvals, consents, permissions and / or sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents, authority and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") (whether listed or otherwise), fully convertible debentures/partly convertible debentures, non-convertible debentures (the NCD) with or without warrants, with a right exercisable by the warrant holder to exchange the said warrant with equity shares and/or any other financial instruments convertible into Equity Shares (including warrants or otherwise) and/or any security convertible into equity shares and/or securities linked to equity shares and/or securities with or without detachable warrant with right exercisable by the warrant holder to convert or subscribe to equity shares (all of which are hereinafter collectively referred to as Securities) or any combination of securities, at a later date, in one or more tranches, whether Indian rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/private offering and/or qualified institutions placement ('QIP') or any combination thereof, through issue of prospectus and/or other permissible/requisite offer document, at such time or times, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors) whether or not such Investors are members of the Company as may be decided by the Board at its discretion and permitted under applicable laws and regulations, of an aggregate amount up to ₹ 2500 Crore (Rupees Two Thousand Five Hundred Crore Only) or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium as may be fixed on such securities by offering the securities, in one or more countries, at such time or times, at such price or prices or premium to market price or prices permitted under the applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency(ies) or equivalent Indian rupees inclusive of such premium, as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

   RESOLVED FURTHER THAT if any issue of securities is made by way of QIP in terms of chapter VI of SEBI (ICDR) Regulations (hereinafter referred as eligible securities within the meaning of SEBI (ICDR regulations) the eligible securities shall be fully paid up and the allotment of such Securities shall be completed within 365 days from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such other percentage as permitted under applicable law on the calculated price in accordance with the pricing formula provided under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules / regulations / statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, inter-alia be, subject to the following terms and conditions:

- in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more domestic/ overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board or the Management Committee or any other Committee thereof be and is hereby authorised to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Escrow Agents, Paying and Conversion Agents Advisors and all such agencies as may be involved or concerned depending on the nature of the offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 71 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby granted to the Board to offer, issue and allot Secured or Unsecured redeemable Non-convertible Debentures/Bonds in one or more tranches, on such terms and conditions as the Board of Directors may determine and consider proper and most beneficial to the Company including as to when the said Debentures to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, for an amount up to ₹ 2500 Crore (Rupees Two Thousand and Five Hundred Crore Only) including the amounts raised through issue of any other Securities.

RESOLVED FURTHER THAT subject to the applicable law the Board be and is hereby authorised to form a Committee of directors /Company Secretary/ other persons authorised by the Board (Authorised person) to give effect to the aforesaid resolutions and is authorised to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise with regard to issue and allotment of Securities including but not limited to:

a. Approving the offer document and filing the same with any other authority or persons as may be required;

b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;

c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company or any one of the above Authorised Persons, who shall sign the same in token thereof;

d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;

e. Opening such bank accounts and demat accounts as may be required for the transaction;

f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;

h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and

i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 62(3), 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), read with the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Issue of Capital and Disclosure Requirements (ICDR) Regulation 2018 and any other Rules/ Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), and the Reserve Bank of India, and such approvals, permissions, sanctions and consents as may be necessary from the regulatory and other appropriate authorities (including but not limited to the SEBI, Reserve Bank of India, the Government of India, etc.), which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee of Directors), the consent of the members be and is hereby accorded to create, offer, issue and allot unsecured, unrated, unlisted Optionally Convertible Debentures ("OCDs") for an amount aggregating up to ₹ 229,67,90,740 (Rupees Two Hundred Twenty Nine Crore Sixty Seven Lakh Ninety Thousand Seven Hundred and Forty Only), in one or more tranche(s) to Doosan Power Systems India Private Limited ("Allottee") on private placement basis on the following terms and conditions:

Type of Debenture	Optionally Convertible Debenture (“OCD”)
Issuer	GMR Infrastructure Limited (“GIL” or “Company”)
Allottee	Doosan Power Systems India Private Limited
Face Value	4 OCDs of face value of ₹ 57,41,97,685/- each
Rating & Listing	Unrated and Unlisted
Coupon rate	0%
Facility Amount	An amount aggregating up to ₹ 229,67,90,740 (Rupees Two Hundred Twenty Nine Crore Sixty Seven Lakh Ninety Thousand Seven Hundred and Forty Only),
Yield	Zero
Redemption/ repayment	OCDs of face value of ₹ 57,41,97,685/- each shall be redeemable in four equal quarterly instalments commencing from March 31, 2020 and ending on December 31, 2020 or such shorter time as may be required under the applicable laws.
Call/ Put option	The Company shall have the right to call for the redemption of OCDs not earlier than 45 days and not later than 30 days from the respective quarterly Redemption Date (being the end date of each quarterly instalment). However, if the Company does not exercise the Call option, the Allottee may exercise the put option not earlier than 30 days and not later than 10 days from the respective quarterly Redemption Date. Further, if neither the Company nor the Allottee exercise the Call / Put Option, as the case may be, then the respective OCDs shall be converted into equity shares of the Company within 15 days of end of the respective quarterly Redemption Date. Further, if the Allottee exercises the Put option and the Company is unable to redeem, then all the outstanding OCDs shall be mandatorily redeemed within 10 days from the end of the quarter in which the Allottee has exercised the Put option.

RESOLVED FURTHER THAT

a) The said OCDs, if required to be converted as agreed above, shall be convertible into Equity Share of face value of ₹ 1/- (Rupee One Only) each of the Company.

b) The Equity Shares shall be allotted at a price which would be the higher of the following (“Conversion formula”) :

    i) The average of the weekly high and low of the volume weighted average price of equity shares of the Company quoted on the recognised stock exchange during the 26 weeks preceding the relevant date; and

    ii) The average of the weekly high and low of the volume weighted average prices of equity shares of the Company quoted on a recognised stock exchange during the 2 weeks preceding the relevant date.

c) The Relevant Date would be 30 days prior to the date on which the Allottee is entitled to apply for conversion of OCDs (“Relevant Date”).

d) The Equity Shares to be issued and allotted as a result of conversion of OCDs shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including that of payment of dividend, if any.

e) The issue of the Equity Shares shall only be made in dematerialised form and shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised, in its entire discretion, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required and to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to issue and allot OCDs and equity shares after conversion, as the case may be, in one or more tranches to the Allottee without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or any other Officer(s) of the Company to give effect to the aforesaid resolution and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including but not limited to making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and/or regulatory authorities to give effect to the aforesaid resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, read with the Rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI ESOP Regulations"), and the Circular CIR/CFD/POLICY CELL/2/2015 issued by the Securities and Exchange Board of India dated June 16, 2015 (the "SEBI Circular"), and subject to any approval as may be required, the revised terms and conditions of the welfare trust of GMR Infra Employees as mentioned in the amended trust deed (including employees of Holding and Subsidiary Companies) ("Amended Trust Deed"), together with annexures thereto including the Education Scholarship Scheme, the Short Term Home Loan Scheme and the Medical Assistance Scheme (collectively the "Welfare Schemes", which term shall include any additional schemes framed and adopted in accordance with the Trust Deed), be and is hereby approved.

RESOLVED FURTHER THAT the implementation and administration of the Welfare Schemes in accordance with the Amended Trust Deed shall be delegated to the trustees of the Welfare Trust of GMR Infra Employees, subject to compliance with the policies and procedures for compliance with applicable law framed by the Nomination and Remuneration Committee of the Board from time to time and notified to the trustees.

RESOLVED FURTHER THAT the Welfare Trust of GMR Infra Employees under the Amended Trust Deed shall be entitled to undertake secondary acquisitions for the purposes of the Welfare Scheme. Such secondary acquisitions by the Welfare Trust of GMR Infra Employees for the purposes of the Welfare Scheme shall be permitted upto such limits as determined by the trustees under the Amended Trust Deed in compliance with applicable laws and regulations as prevailing and in force (including the SEBI ESOP Regulations).

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to carry out any other amendments to the Amended Trust Deed and the Welfare Schemes in compliance with the SEBI ESOP Regulations, the SEBI Circular and any other applicable law from time to time."

By order of the Board of Directors
For GMR Infrastructure Limited

Place: New Delhi
Date : August 8, 2019

T. Venkat Ramana
Company Secretary & Compliance Officer

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be received at the registered office of the Company at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, not later than forty-eight hours before the commencement of the AGM.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item nos. 4 to 9 and the additional information required to be provided pursuant to Regulation 36 read with Regulation 26 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 Meeting (SS-2) prescribed by Institute of Company Secretaries of India (ICSI), regarding the Directors who are proposed to be appointed/re-appointed are

annexed hereto.

3. Copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company between 10.00 a.m. IST to 1.00 p.m. IST on all working days till the date of the AGM.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 9, 2019 to Monday, September 16, 2019 (both days inclusive).

5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

6. Karvy Fintech Private Limited 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. Members holding shares in physical form are requested to dematerialize their shares. Members holding shares in physical mode are requested to intimate changes in their address to Karvy Fintech Private Limited, RTA of the Company located at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

7. Pursuant to Regulation 40 of SEBI LODR, transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in dematerialized mode. Hence members are advised to dematerialize their shares that are held in physical form for any further transfer.

   Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration /updation.

8. 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 forms can be obtained from the RTA.

9. As per Rule 3 of 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 in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.

10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Karvy Fintech Private Limited (RTA) / Depositories.

11. In terms of Section 125 of the Companies Act, 2013, the Company has transferred the share application money received by the Company for allotment of shares and due for refund remaining unpaid or unclaimed for a period of seven years from the date they became due for payment to the Investor Education and Protection Fund, established by the Central Government.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund along with the respective corresponding equity shares of the Company.

13. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date so that the desired information may be made available at the Meeting.

14. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.

15. As a measure of austerity, copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copy of Annual Report to the Meeting.

16. No compliment or gift of any nature will be distributed at the Meeting.

17. 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, substituted by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meetings and Regulation 44 of SEBI LODR, the Company is pleased to provide members with facility to exercise their votes by electronic means through remote e-voting services provided by Karvy Fintech Private Limited (Service Provider) on all resolutions set forth in this Notice. The facility for voting will also

be made available at the meeting, to the Members attending the AGM and who have not already cast their votes by remote e-voting. Such Members shall be able to exercise their right at the AGM through e -voting. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

The instructions and other information relating to remote e-voting are as under:

The procedure for remote e-voting is as below:

(i) **In case of Members receiving e-mail from Karvy Fintech Private Limited:**

a) Open your web browser during the voting period and navigate to https://evoting.karvy.com.

b) Enter the login credentials i.e. User ID and Password mentioned below this communication. Your Folio No. / DP ID-Client ID will be your User ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 character DP ID followed by 8 digits Client ID b) For CDSL :- 16 digits Beneficiary ID For Members holding shares in physical form :- • Event Number followed by Folio Number registered with the Company
Password	In case of members who have not registered their email addresses, their User-Id and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

c) After entering the details appropriately, Click on "LOGIN".

d) You will now reach Password change menu wherein you are required to mandatorily change your password. The new password shall 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 it. 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.

e) You need to login again with the new credentials.

f) On successful login, the system will prompt you to select the "EVENT" i.e., GMR Infrastructure Limited.

g) On the voting page, the number of shares as held by the members as on the Cut-off date will appear. If you desire to cast all the vote assenting/dissenting to the resolution, then enter all shares and click "FOR/AGAINST" as the case may be. You are not required to cast all your votes in the same manner. 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 in case you wish to abstain from voting. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

h) Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.

i) You may then cast your vote by selecting an appropriate option and click on "Submit". 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, Members can login any number of times till they have voted on the Resolution(s).

j) Institutional Members (i.e., other than Individuals, HUF, NRI, etc.,) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutinizer through e-mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com.

k) Once you have cast your vote on resolution, you will not be allowed to modify it subsequently.

l) The facility for e-voting, other than remote e-voting, shall also be made available at the venue of AGM. Members attending the AGM and who have already not cast their vote by remote e-voting will only be able to exercise their right to vote at the AGM through e-voting.

However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.

m) The remote e-voting period commences on Friday, September 13, 2019 at 9.00 a.m. IST and ends on Sunday, September 15, 2019 at 5.00 p.m. IST (both days inclusive). During this period, the Members of the Company holding shares in physical form or in dematerialized form, 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. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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 9, 2019 will be entitled to cast their votes by remote e-voting.

n) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., Monday, September 9, 2019 he/she may write to Karvy on the e-mail id: evoting@karvy.com, requesting for the User ID and Password. However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

(ii) **In case of Members receiving physical copy of the Notice of AGM by Post (for Members whose e-mail addresses are not registered with the Company/Depositories):**

(i) Initial Password is provided as below / at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from SI. No. (a) to (j) of (i) above, to cast vote.

o) In case of any query pertaining to e-voting, please visit Help & Frequently Asked Questions (FAQ's) for members and e-voting User Manual for members available at the download section of https://evoting.karvy.com (Karvy's website) or contact Karvy Fintech Private Limited at 1800 345 4001 (Toll free).

p) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

q) The results of voting (remote e-voting and e-voting) will be announced by the Company on its website and the same shall also be informed to the Stock Exchanges.

Other Instructions

1. Mr. V. Sreedharan, (Membership No. FCS 2347) Practicing Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process (in a fair and transparent manner).

2. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company. Further, the Scrutinizer shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, 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.

3. The Results on resolutions shall be declared on or after 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.

4. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.gmrgroup.in and on Service Provider's website at https://evoting.karvy.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.

Explanatory Statement under Section 102(1) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3

S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W) were appointed as Statutory Auditors of the Company to hold office for a period from the conclusion of the 21st Annual General Meeting of the Company till the conclusion of 23rd Annual General Meeting.

Since the tenure (10 years) of S.R. Batliboi & Associates LLP gets completed at the ensuing Annual General Meeting, the Board of Directors of the Company at its meeting held on August 8, 2019, on the recommendation of Audit Committee, have approved and recommended appointment of Walker Chandiok & Co LLP (Registration No. 001076N/N500013), Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting, on the basis of review of the their profile, vast experience and specialization in the Audit of large Corporates, at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of Audit Committee, from time to time, subject to the approval of shareholders.

Accordingly, approval of members is being sought for appointment of Walker Chandiok & Co LLP as Statutory Auditors of the Company for a term of 5 (five) years commencing from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting.

The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2020. Walker Chandiok & Co LLP have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the Section 139 and Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of Walker Chandiok & Co LLP, Chartered Accountants, are as under:

i.	Proposed fees payable to the statutory auditor(s) along with terms of appointment.	Appointment of Walker Chandiok & Co LLP, Chartered Accountants, is being proposed from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting at a fee of upto ₹ 1.5 Crore for audit of each financial year.
ii.	Material change in the fee payable to Walker Chandiok & Co LLP from that paid to S.R. Batliboi & Associates LLP (the outgoing auditor) along with the rationale for such change.	There is no material change in the proposed fee of Walker Chandiok & Co LLP from that paid to S.R. Batliboi & Associates LLP (outgoing Auditors). However, there is a marginal reduction in the fee proposed, owing to reduced operations in the Energy and Highway sectors.
iii.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Since the tenure (10 years) of S.R. Batliboi & Associates LLP would be completed at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 8, 2019, have recommended the appointment of Walker Chandiok & Co LLP for a term of five years. On the basis of comparative analysis with other potential audit firms and in view of the better presence and experience of Walker Chandiok & Co LLP, the Grant Thornton (GT) network firm in handling large sized audits using the tools & methodologies similar to those used by the Big 4 Audit firms, the Board recommended the appointment of Walker Chandiok & Co LLP, as the statutory auditor of the Company.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 3. The Board recommends passing of the resolution set out in Item No. 3 as an Ordinary Resolution.

Item No. 4

The Board of Directors of the Company at its meeting held on August 8, 2019, on recommendation of the Audit Committee, approved the appointment of and remuneration payable to M/s. Rao, Murthy & Associates, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020 as set out in the resolution, for the services rendered / to be rendered by the Cost Auditor.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 4. The Board recommends passing of the resolution set out in Item No. 4 as an Ordinary Resolution.

Item No. 5 & 6

The Board of Directors based on the recomendation of Nomination and Remuneration (NRC) of Board of Directors, at its meeting held on August 8, 2019, appointed Mr. Madhva Bhimacharya Terdal as an Additional Director in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 119 of the Articles of Association of the Company, to hold office upto the date of ensuing Annual General Meeting. He was also appointed as a Whole Time Director in the category of Key Managerial Personnel (KMP) under section 203 of the Companies Act, 2013.

NRC of Board of Directors has also recommended to the shareholders for the appointment of Mr. Madhva Bhimacharya Terdal as a director of the Company and a Whole time director.

He is not disqualified from being appointed as a Director in terms of Section 164, Schedule V and other applicable provisions of the Act and has given his consent for the appointment.

Pursuant to Sections 196, 197, 198 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Madhva Bhimacharya Terdal requires approval of the Members by way of special resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Madhva Bhimacharya Terdal are provided in the resolution referred in Item No. 5 & 6.

The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act.

Except Mr. Madhva Bhimacharya Terdal and his relatives, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 & 6.

The Board of Directors accordingly recommends passing of the resolution as set out in item no. 5 as an Ordinary Resolution and item no. 6 as a Special Resolution.

Statement containing required information pursuant to Section II of Schedule V of Companies Act, 2013 is as under:

I. General information:	
(1) Nature of industry :	Engineering, Procurement and Construction and Others [Investment Activity and corporate support to various infrastructure SPVs]
(2) Date or expected date of commencement of commercial production :	The Company received its certificate of commencement of business on May 23, 1996.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :	Not applicable
(4) Financial performance based on given indicators	For Financial year 2018-19 (₹ In Crore) a. Revenue from operations: 1101.04 b. Profit/ (Loss) before tax : (1042.39) c. Profit / (Loss) after tax : (1034.31)
(5) Foreign investments or collaborations, if any.	₹ 1,318.04 Crore
II. Information about the appointee:	
(1) Background details	Mr. Madhva Bhimacharya Terdal aged 65 years, is a Post Graduate in Economics, CAIIB and DBM from Indian Institute of Bankers and has been associated with the Company for more than 19 years. He has more than 35 years of work experience including Canara Bank, Vysya Bank Limited. He has specialized experience in the fields of corporate finance, banking and investment banking.
(2) Past remuneration	The total remuneration drawn by Mr. Madhva Bhimacharya Terdal during the past two years is as follows: **Year** — **₹ in Lakh** 2018-19 — 237,69,204 2017-18 — 227,63,176

(3) Recognition or awards	Mr. Madhva Bhimacharya Terdal over the years has been instrumental in driving the group strategy and other corporate initiatives which are detailed below: • He has spearheaded a USD 300 Million "60 year Bond" from Kuwait Investment Authority, the first of its kind in the country itself. He was also instrumental in getting another USD 300 Million Equity Investment from Malaysia in the Group's Energy Holding Company. • In his more than 19 years of long stint in GMR Group, Mr. Terdal has personally led more than USD 6 Billion worth of transactions covering Financial Closure to Acquisition to Divestments to Crisis Management.
(4) Job profile and his suitability	He was previously the Group Chief Finance Officer (GCFO) of GMR Group and devotes his whole time and attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. He will currently be associated with all new and strategic initiatives of the Company. He is also on the Board of GMR Energy Limited, GMR Highways Limited, GMR Aviation Private Limited and GMR Aerostructure Services Limited.
(5) Remuneration proposed	The remuneration proposed is detailed in the resolution.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company except the following: a. He is included under the 'Directors and KMP Group' of the Company. b. He holds 392214 equity shares of Company as on March 31, 2019.
III. Other information:	
(1) Reasons of loss or inadequate profits :	• General slowdown and inherent problems relating to raw materials, market etc., in some sectors of infrastructure business such as Energy, Highways and Urban Infra; • Being the Infrastructure holding company, with investments in long gestation projects, the returns from its investments are yet to materialize.
(2) Steps taken or proposed to be taken for improvement:	Following steps taken by the Company for improvement: - • The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted; • The Company is making continued endeavors to reduce debt/ reduce cost of borrowing. • Cost rationalization and optimization of expenditure to achieve the stated goals of the business. • The Company continues above action plan and takes appropriate measures to sweat existing operating assets. • Scout for business opportunities which are in sync with the business strategy of the Group.
(3) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year

Item No. 7

The Special Resolution proposed is an enabling resolution to facilitate the continuing efforts to reduce the debts of the Company and its subsidiaries or other entities in the group and to meet any immediate fund requirements of the Company, its subsidiaries, Associates etc. and any other exigencies including pursuing new opportunities, it is proposed to create, offer, follow on offer, issue and allot Equity shares, GDRs, ADRs, FCCBs, equity linked instruments, debentures and such other securities as stated in the resolution (the "Securities") at such price or prices, at premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupee inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board may at its absolute discretion deem fit and appropriate.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be amended from time to time ("the SEBI ICDR Regulations"). The Board of Directors, may in their discretion adopt this mechanism, as prescribed under Chapter V and VI of the SEBI ICDR Regulations, as may be applicable in order to facilitate and meet any immediate fund requirement and to meet any exigencies including pursuing new opportunities, etc. without the need for fresh approval from the shareholders. The pricing of the Securities to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price determined pursuant to the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee thereof decides to open the QIP for subscription.

The Company therefore seeks a fresh approval which will enable the Company to meet its fund requirements as and when required, by providing an option to the Board of Directors to decide the type and manner of securities to be offered, in the best interests of the Company.

The Special Resolution seeks to give the Board the powers to issue any of the Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board may in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations").

Section 62(1)(c) of the Companies Act, 2013 and the relevant regulations of the SEBI LODR Regulations provides, inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI LODR Regulations.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution intends to retain the right and flexibility to undertake any of the following activities; namely issue of GDRs, ADRs, FCCBs, QIPs, Equity linked instruments, Non-Convertible debentures and other securities upto ₹ 2,500 Crore.

It may be noted that at the previous Annual General Meeting of the Company held on September 21, 2018, the shareholders had approved as an enabling resolution for raising of funds through issue of securities up to ₹ 2,500 Crore. However, the same was not implemented and the said Resolution in terms of the Companies Act, 2013, expires at the end of one year from the date of passing.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the aforesaid resolution.

The Board recommends passing of the resolution set out in Item No. 7 as a Special Resolution.

Item No. 8

The Special Resolution is proposed to restructure a liability of the Company. An existing liability of the Company (being a liability of one of the subsidiary of the Company, assumed by the Company), to a tune of ₹ 2,296,790,740/- (Rupees Two Hundred Twenty Nine Crore Sixty Seven Lakh Ninety Thousand Seven Hundred Forty Only) towards Doosan Power Systems India Private Limited is proposed to be converted into Unsecured, Unlisted, Unrated Optionally Convertible Debentures (hereinafter referred to as "OCDs"). Therefore, the Company proposes to create, offer and allot OCDs to Doosan Power Systems India Private Limited for an amount aggregating to ₹ 2,296,790,740 /- (Rupees Two Hundred Twenty Nine Crore Sixty Seven Lakh Ninety Thousand Seven Hundred Forty Only).

The proposed OCDs is beneficial and in the interests of the Company as it allows an additional period of more than 1(One) year without any additional interest cost to settle the aforesaid liability.

In terms of Section 62(3) read with Section 71 of Companies Act, 2013 and other applicable provisions consent of the shareholders is being sought to create, allot and issue OCDs by way of Special Resolution.

The Special Resolution also seeks the approval of the shareholders for the issue of equity shares in the event the Call / Put option not being exercised either by Company or Doosan Power Systems India Private Limited, as the case may be and for the conversion formula in the event of conversion of OCDs into equity shares of the Company.

The OCDs so allotted shall be unlisted, however, the equity shares arising out of conversion of any such OCDs shall be listed subject to requisite approvals from the SEBI, Stock exchanges and other appropriate authorities.

The Board of Directors of the Company, at its meeting held on August 8, 2019, have approved issuance of OCDs for an amount aggregating to ₹ 2,296,790,740 (Rupees Two Hundred Twenty Nine Crore Sixty Seven Lakh Ninety Thousand Seven Hundred Forty Only) in one or more tranche(s) in accordance with the applicable provisions of the Act and other applicable laws and subject to approval of the Members, on the terms and conditions as per the resolution.

The Board recommends the resolution with respect to the issuance of OCDs for an amount aggregating to ₹ 2,296,790,740 (Rupees Two Hundred Twenty Nine Crore Sixty Seven Lakh Ninety Thousand Seven Hundred Forty Only) on private placement basis for approval of the Members.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends passing of the resolution set out in Item No. 8 as a Special Resolution.

Item No. 9

The purpose of the Welfare Trust of GMR Infra Employees' ("Trust"), established pursuant to a Deed of Trust dated March 4, 2010 ("Trust Deed", which term shall include the rules framed thereunder) is to provide welfare benefits to the Eligible Employees (as defined under the Trust Deed) and providing beneficial support to all the activities meant for the wellbeing and welfare of the Eligible Employees through the Education Scholarship Scheme, the Short Term Home Loan Scheme and the Medical Assistance Scheme (collectively called the "Welfare Schemes") or through other appropriate means identified by the Trustees as per the Trust Deed.

The Infrastructure Business of the GMR Group over the period of time has been organised into different sectors namely the Energy Sector, Airport Sector, Transportation and Urban Infrastructure Sector etc., with each Sector having its own Holding Companies, managing and overseeing the respective businesses. In the process of this organising the business verticals, large part of the employee base of the Company were moved to the respective Sector Holding Company/ Business entities, other than the employees engaged in the EPC division of the Company and a few corporate resources.

With a view to ensure that the Welfare Schemes under the Trust are available for employees across the GMR Group, being the Company, its Holding and Subsidiary companies, who have been engaged at different sectors / verticals, depending on the business requirements and in the best interest of the Company, it is proposed to amend the Trust Deed to extend the scope and benefits of the Welfare Schemes under the Trust to all the eligible employees of the GMR Group (being the Company, its Holding company and its Subsidiary companies)

The amendments proposed to the Trust Deed do not vary the terms of the Welfare Schemes in any manner detrimental to the interests of the employees of the Company.

None of the directors or Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, (financially or otherwise), in the proposed special resolution(s) except to the extent of the benefit that may be granted to them under the Welfare Schemes, alongside other employees.

The Board of directors of your company has approved the transaction and recommends the Resolution as set out in item no. 9 in the accompanying Notice for approval of members of Company as a Special Resolution.

By order of the Board of Directors
For GMR Infrastructure Limited

Place: New Delhi
Date : August 8, 2019

T. Venkat Ramana
Company Secretary & Compliance Officer

Annexure

Details of director seeking appointment / reappointment at the Annual General Meeting to be held on September 16, 2019, pursuant to SEBI (LODR) Regulations and SS-2, as on March 31, 2019:

Name of the Director	Mr. B.V.N. Rao	Mr. Madhva Bhimacharya Terdal
Director Identification Number (DIN)	00051167	05343139
Age	65 years	65 years
Qualification	Graduate in Electrical Engineering from Andhra University	He holds a post graduate degree in Economics from Karnataka University and CAIIB and DBM from Indian Institute of Bankers.
Brief resume of the Director and other details viz. experience/ expertise	Mr. B.V.N. Rao, a Group Director, has been associated with the GMR Group since 1989 and is one of the first Directors of the Company. He is a graduate in Electrical Engineering from Andhra University. During his tenure with Andhra Bank before joining the Group, he gained extensive experience in the Banking Sector with specific focus in Industrial Finance. He was also on the board of Vysya Bank (now known as ING Vysya Bank Limited) for eight years. He has held various senior responsibilities in the GMR Group Currently as a Business Chairman, he heads Transportation & Urban Infrastructure covering Transportation, SEZ, EPC and Corporate Services covering Legal, Procurement, Corporate Affairs and GMR Varalakshmi Foundation. He is a Director on the Board of several subsidiaries of the GMR Group.	Details disclosed in Statement above containing required information pursuant to Section II of Schedule V of Companies Act, 2013 under item no. 5 and 6.
Date of first appointment on the Board	Appointed as one of the first directors since incorporation i.e., May 10, 1996.	Appointed as Additional director w.e.f August 8, 2019
Shareholding in the Company	182142 equity shares of ₹ 1 each	392214 equity shares of ₹ 1 each
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)
Inter-se relationships between – Directors – Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.
Number of Board Meetings attended during the year 2018-19	Seven (7)	N.A.
Details of remuneration last drawn (₹) p.a.	Nil	237,69,204
Terms and conditions of appointment along with remuneration sought to be paid	Director (Non-Executive Non-Independent) liable to retire by rotation and governed by the Code of Conduct for the Directors.	Whole Time Director to be designated as Executive Director – Strategic Initiatives and governed by the Code of Conduct for the Directors.

(a) Names of entities in which B.V.N. Rao holds directorship and the membership of Committees of the Board:

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Stakeholders' Relationship Committee
		Management Committee
		Debentures Allotment Committee
		Nomination and Remuneration Committee
		Corporate Social Responsibility Committee
2.	GMR Varalakshmi Foundation	Nil
3.	GMR Highways Limited	Nomination and Remuneration Committee
		Management Committee
		Corporate Social Responsibility Committee
4.	TIM Delhi Airport Advertising Private Limited	Nil
5.	Kakinada SEZ Limited	Nil
6.	GMR Krishnagiri SIR Limited (Formerly GMR Krishnagiri SEZ Limited)	Nil
7.	GMR Enterprises Private Limited	Audit Committee
		Corporate Social Responsibility Committee
		IT Strategy Committee
		IT Steering Committee
8.	Raxa Security Services Limited	Corporate Social Responsibility Committee

*Foreign entities not considered.

(b) Names of entities in which Mr. Madhva Bhimacharya Terdal holds directorship and the membership of Committees of the Board:

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	GMR Infrastructure Limited	Nil
2.	GMR Highways Limited	Nil
3.	GMR Aviation Private Limited	Nil
4.	GMR Aerostructure Services Limited	Nil
5.	GMR Energy Limited	Shareholders Transfer & Grievance Committee
		Corporate Social Responsibility Committee
		Management Committee
		Securities Allotment Committee
		Nomination and Remuneration Committee

*Foreign entities not considered

GMR INFRASTRUCTURE LIMITED

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.
Ph: +91 22 4202 8000 Fax: +91 22 4202 8004 Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

Form MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):		E-mail Id:	
Registered address:		Folio No/Client Id*:	
		DP ID*:	

I / We being the members of .... shares of GMR Infrastructure Limited, hereby appoint:

1) .... of .... having e-mail id .... or failing him

2) .... of .... having e-mail id .... or failing him

3) .... of .... having e-mail id ....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, September 16, 2019 at 3.00 p.m. at K. R. Foundation, Sheila Gopal Raheja Auditorium, Balgandharva Rangmandir, Junction 24th & 32nd Road, Bandra (West), Mumbai-400050, and / or at any adjournment thereof.

** I / We direct my / our proxy to vote on the resolution(s) in the manner as indicated below:

Sl. No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. B.V.N Rao as Director who retires by rotation.		
3.	Appointment of Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
4.	Ratification of remuneration to Cost Auditor for the Financial Year ending March 31, 2020.		
5.	Appointment of Mr. Madhva Bhimacharya Terdal as a Director of the Company.		
6.	Appointment of Mr. Madhva Bhimacharya Terdal as a Whole Time Director of the Company.		
7.	Approval for issue and allotment of securities, for an amount upto ₹ 2,500 Crore in one or more tranches.		
8.	Approval for issue and allotment of Optionally Convertible Debentures.		
9.	Approval of amendment of Welfare Trust of GMR Infra Employees.		

Signed this .... day of 2019

....
Signature of Shareholder

Affix Revenue Stamp

....
Signature of first Proxy holder

....
Signature of second Proxy holder

....
Signature of third Proxy holder

NOTES:

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
7. In case a member wishes his / her votes to be used differently, he / she should indicate the number of shares under the column “For” or “Against” as appropriate.

* Applicable for the members holding shares in electronic form.

** This is optional. Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.

GMR INFRASTRUCTURE LIMITED

(CIN: L45203MH1996PLC281138)

Regd. Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.
Ph: +91 22 4202 8000 Fax: +91 22 4202 8004 Web: www.gmrgroup.in E-mail: Gil.Cosecy@gmrgroup.in

ATTENDANCE SLIP

(23rd Annual General Meeting to be held on Monday, September 16, 2019)

Name of the Member: .... *DP ID : ....

Regd. Folio No.: .... *Client ID : ....

No. of shares held: ....

Note: Member / Proxy must hand over the duly signed attendance slip at the venue.
*Applicable for the members holding shares in electronic form.

....
Signature of the Member / Proxy

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Ph: +91 22 4202 8000 Fax: +91 22 4202 8004 Web: www.gmrgroup.in E-mail: 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.gmrgroup.in.

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, Karvy Fintech Private Limited					
Overall rating of investor services					

Your comments and suggestions, if any ....

....

....

....

....

Map for AGM Venue – turn page

Venue Map

K. R. Foundation, Sheila Gopal Raheja Auditorium, Balgandharva Rangmandir, Junction 24th & 32nd Road, Bandra (West), Mumbai-400050

Touching Lives,
Enhancing Livelihoods!

GMR Varalakshmi Foundation

GETTING FUTURE READY

GMR

Airports Energy Transportation Urban Infra Foundation

GMR INFRASTRUCTURE LIMITED

REGISTERED OFFICE:
Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31
G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India

www.gmrgroup.in