Dated: March 16, 2022
Information Memorandum

This Information Memorandum does not relate to any issuance / sale of equity shares, and no offer is being made to the public or any other category of investors. This Information Memorandum is not an offer to sell securities, and is not soliciting an offer to buy securities in any jurisdiction. The information in this Information Memorandum is not complete and is subject to change.

GMR Power and Urban Infra Limited

GMR Power and Urban Infra Limited was incorporated as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated May 17, 2019 issued by the Registrar of Companies, Central Registration Centre. For details, see *"History and Certain Corporate Matters"* on page 112.

Corporate Identity Number (CIN): U45400MH2019PLC325541

Registered Office: Naman Centre, 701, 7th Floor, Opp. Dena Bank, Plot No. C-31, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India.
Tel – +91 22 4202 8000**; Fax** – +91 22 4202 8004
Contact Person: Vimal Prakash, Company Secretary & Compliance Officer, **Email Id:-** GPUIL.CS@gmrgroup.in
Website: www.gmrpui.com

PROMOTERS OF OUR COMPANY: GRANDHI MALLIKARJUNA RAO AND GMR ENTERPRISES PRIVATE LIMITED

INFORMATION MEMORANDUM FOR LISTING OF THE 60,35,94,528 EQUITY SHARES OF RS. 5/- EACH OF GMR POWER AND URBAN INFRA LIMITED ("THE COMPANY" / "OUR COMPANY" / "GPUIL") PURSUANT TO THE SCHEME OF ARRANGEMENT (THE "SCHEME")

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**") or National Stock Exchange of India Limited ("**NSE**" and collectively with BSE, "**Stock Exchanges**"), and neither does SEBI nor either of the Stock Exchanges guarantee the accuracy or adequacy of this Information Memorandum. Specific attention of the investors is invited to the section *"Risk Factors"* beginning on page 15 of this Information Memorandum.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that, this Information Memorandum contains all information with regard to our Company, which is material in the context of listing and that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of our Company are proposed to be listed on the NSE and BSE. For the purposes of listing of our Equity Shares pursuant to the Scheme, BSE is the Designated Stock Exchange. Our Company has submitted this Information Memorandum and will submit the Information Memorandum, once finalised with the NSE and BSE. The Information Memorandum will be made available on our Company's website at www.gmrpui.com and on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com.

REGISTRAR TO THE COMPANY

Kfin Technologies Private Limited
Selenium Building, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032
Tel: 040 - 67162222
Fax: 040 - 23431551
Website: www.kfintech.com **Email:** **einward.ris@kfintech.com**
Contact Person: S.V. Raju
SEBI Registration Number: INR000000221

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SECTION I – GENERAL

DEFINITION AND ABBREVIATIONS

This Information Memorandum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings ascribed to such terms herein, and references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Tax Benefits", "Industry Overview", "Our Business", "Risk Factors", "Financial Statements", "Outstanding Litigation and Other Material Developments" and "Objects and Rationale of the Scheme", shall have the meaning ascribed to such terms in those respective sections.

COMPANY & SCHEME RELATED TERMS

Term	Description
'GPUIL' or 'Resulting Company' or 'our Company', 'the Company' or 'we' or' us' or 'our'	GMR Power and Urban Infra Limited
'GIL' or 'Demerged Company' or 'Amalgamated Company'	GMR Infrastructure Limited
'GPIL' or 'Amalgamating Company'	GMR Power Infra Limited
Airport Business	Airport Business includes the business of developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, as an airport operator or an airport, project management, infrastructure services, food & beverages services in India and/or outside India whether undertaken directly or through various subsidiaries, associates and jointly controlled entities, ground handling operations, cargo handling operations, aviation fuel farms of, duty free services, maintenance, repair or overhaul facilities, commercial property development, advertising, retail, hotel and car park facilities, each in relation to airports, and shall deem to include activity of investing in special purpose vehicles engaged in any of the above
Amalgamated Undertaking	All the undertakings and entire business of the Amalgamating Company as a going concern. For further details, please refer the Composite Scheme of Amalgamation and Arrangement.
AOA/ Articles/ Articles of Association	The articles of association of our Company, as amended from time to time.
Appointed date	April 1, 2021
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with the SEBI Listing Regulations and the Companies Act, 2013. For details, please refer to the section titled "*Our Management*" on page 151 of this Information Memorandum.
Auditor or Statutory Auditor	The statutory auditor of our Company, being Walker Chandiok & Co LLP.
Board of Directors/ the Board / our Board/ Director(s)	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Chief Financial Officer	Chief financial officer of our Company, being Mr. Suresh Bagrodia
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company appointed in terms of Regulation 6(1) of the SEBI Listing Regulations, being Mr. Vimal Prakash
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, constituted in accordance with the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as described in "*Our Management*" on page 151.
Demerged Undertaking	Demerged Undertaking means all the businesses, undertakings, activities and operations (together with its assets and properties) of GIL, of whatsoever nature and kind and wheresoever situated, forming part of the Urban Infrastructure Business and the EPC Business, as a going concern, including the entire business of such undertaking as more particularly defined in the scheme.

Term	Description
Draft Information Memorandum	The draft information memorandum dated February 11, 2022 filed with the Stock Exchanges issued in accordance with the applicable laws as prescribed by SEBI.
Director(s)	Director(s) of our Company, unless otherwise specified.
Effective Date	December 31, 2021
Eligible Shareholders	Shall mean eligible holder(s) of the equity shares of GMR Infrastructure Limited as on the Record Date.
EPC Business	"EPC Business" means the business undertaken by GIL pertaining to the EPC operations outside the group, including construction of Dedicated Freight Corridor Corporation projects and Rail Vikas Nigam Limited ("**RVNL**") projects. Dedicated Freight Corridor is a project undertaken by DFCCIL (a wholly owned public sector undertaking of MoR) and GMR has been awarded a contract to construct a part of the eastern corridor of the project. RVNL's Multi Modal Transport System ("**MMTS**") project involves construction of civil works, track linking, yard arrangements, railway electrification, signalling and telecommunication works in Secunderabad and Hyderabad divisions of South Central Railway, Andhra Pradesh. RVNL's Jhansi - Bhimsen Project, Uttar Pradesh involves various works on the Jhansi to Bhimsen stretch including construction of roadbed, major and minor bridges, track inking, S&T etc
Equity Shares	Unless otherwise specified, fully paid up Equity shares of our Company of face value of ₹ 5/-.
Financial Statements	Pro Forma Condensed Consolidated Financial Information as at September 30, 2021 and March 31, 2021, Pro Forma Condensed Standalone Financial Information as at September 30, 2021 and March 31, 2021, Special Purpose Unaudited Financial Information for the period ended September 30, 2021, all duly reviewed by the Statutory Auditors and Statutory Audited Financial Statements of the Company for the period ended on March 31, 2021 and March 31, 2020.
Group Companies	The companies (other than our Promoter/Subsidiaries) with which our Company had related party transactions, during the period for which financial information is disclosed in this Information Memorandum, as covered under the applicable accounting standards, and such other companies as considered material by the Board of Directors. For further details on our Group Companies, see "*Our Group Companies*" on page 175.
Independent Director	A non-executive, independent director of our Company as per the Companies Act, 2013 and the SEBI Listing Regulations.
Information Memorandum	The information memorandum to be filed with the Stock Exchanges.
Key Managerial Personnel / KMP	Key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as identified in chapter titled "*Our Management*" beginning on page 151 of this Information Memorandum.
MOA / Memorandum / Memorandum of Association	The memorandum of association of our Company, as amended from time to time.
NCLT	The National Company Law Tribunal, Mumbai Bench.
Net Worth	Net worth of our Company, in terms of Regulation 2 (1) (hh) of SEBI ICDR Regulations.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted in accordance with the SEBI Listing Regulations and the Companies Act, 2013. For details, please refer to the chapter titled "*Our Management*" on page 151 of this Information Memorandum.
Non-Executive Director(s)	A non-executive director of our Company, unless otherwise specified.
Promoters / our Promoters	G. Mallikarjuna Rao and GMR Enterprises Private Limited are the promoters of our Company.
Promoter Group	Persons and entities constituting our promoter group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations.
Record Date	January 12, 2022

Term	Description
Registered Office	The Registered office of our Company situated at Naman Centre, 701, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051.
RoC / Registrar of Companies	The Registrar of Companies, Maharashtra at Mumbai.
Scheme/Composite Scheme of Arrangement	This composite scheme of arrangement and amalgamation under the provisions of sections 230 to 232, read with section 66 and other applicable provisions of, the Companies Act, 2013 involving amongst GMR Power Infra Limited and GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective shareholders, sanctioned by the NCLT on December 22, 2021
Stakeholders Relationship Committee	The committee of the Board of Directors constituted as the Company's stakeholders' relationship committee in accordance with the SEBI Listing Regulations and the Companies Act, 2013. For details, please refer to the section titled "*Our Management*" on page 151 of this Information Memorandum.
Urban Infrastructure Business	means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
AGM	Annual General Meeting
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification / Identity Number
Companies Act, 1956	*Erstwhile* Companies Act, 1956
Companies Act, 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
CSR	Corporate Social Responsibility
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated Stock Exchange	BSE
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
F.Y./FY	Financial Year
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time

Term	Description
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under.
FEMA Rules	Foreign Exchange Management (Non-Debt Instruments) Rules, 2019
FIs	Financial Institutions
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
FPIs	Foreign Portfolio Investor registered with the SEBI under applicable laws in India
Fugitive economic offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GOI/ Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
HUF	Hindu Undivided Family
I. T. Act	The Income Tax Act, 1961, as amended.
ICAI	Institute of Chartered Accountants of India
ICDR Regulations/ SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
IFRS	International Financial Reporting Standards
IND AS	Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as notified under Rule 3 of Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
INR	Indian National Rupee
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
ID Act	The Industrial Disputes Act, 1947
IFSC	Indian Financial System Code
IGST	Integrated GST
MCA	The Ministry of Corporate Affairs, GoI
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NI Act	Negotiable Instruments Act, 1881
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	per annum
P/E Ratio	Price Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
Pvt.	Private
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
ROE	Return on Equity
Rs. / INR / ₹	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank

Term	Description
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Circular	Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 as amended issued by SEBI
SEBI (LODR) Regulations / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SGST	State GST
Sec	Section
SICA	*Erstwhile* Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	BSE Limited and National Stock Exchange of India Limited
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA/United States	United States of America
USD / US$ / $	United States Dollar, the official currency of the United States of America
w.e.f.	With effect from
WDV	Written Down Value
WTD	Whole-time Director
Wilful defaulter	A wilful defaulter, as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations, means a person who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof, in accordance with the guideline on wilful defaulter issued by the RBI.
YoY	Year over year

INDUSTRY RELATED TERMS

Term	Description
CERC	Central Electricity Regulatory Commission
DFCCIL	The Dedicated Freight Corridor Corporation of India Limited
DISCOMs	Distribution Companies
GDP	Gross Domestic Product

GoI	Government of India
GW	Gegawatt
KWH	Kilowatt hours
MNRE	Ministry of New and Renewable Energy
MoR	Ministry of Railway
MoRTH	Ministry of Road Transport and Highways
MTPA	Million Tonnes Per Annum
MW	Megawatt
NHAI	National Highway Authority of India
PLF	Performance for Fiscal
PPA	Power Purchase Agreement
PPP	Public-Private Partnerships
SEZ	Special Economic Zone
WPI	Whole Sale price Index

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data in this Information Memorandum is derived from our Financial Statements. Our Company publishes its Financial Statements in Indian Rupees. Our Financial Statements, including the report issued by the Statutory Auditor, included in this Information Memorandum, have been prepared in accordance with Ind AS.

Our Company’s Financial Year commences on April 1 and ends on March 31 of the following year accordingly, all references to a particular financial year, are to the 12 months period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Information Memorandum are to a calendar year and references to a Financial Year are to March 31 of that calendar year.

Certain figures contained in this Information Memorandum, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

CURRENCY OF PRESENTATION

All references to “Rupees” or “₹” or “Rs.” or “INR” or “Re” are to Indian Rupees, the official currency of the Republic of India. In this Information Memorandum, our Company has presented certain numerical information. Figures for the Financial Year ended March, 2020 are presented in ‘*Rupees*’. Figures for the Financial Year ended March, 2021 are presented in ‘*Thousands*’. Additionally, we have included pro forma condensed financials for the period ended September, 2021 and March, 2021 on standalone and consolidated basis which are presented in ‘*Crores*’. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than crores, such figures appear in this Information Memorandum expressed in such denominations as provided in their respective sources.

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data and various forecasts used throughout this Information Memorandum have been obtained from publicly available information, industry sources and government publications.

Industry sources as well as government publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified by our Company and our affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors”* beginning on page 15 of this Information Memorandum. Accordingly, investment decisions should not be based solely on such information.

The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Further, the extent to which the industry and market data presented in this Information Memorandum is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Time

All references to time in this Information Memorandum are to Indian Standard Time.

FORWARD LOOKING STATEMENTS

This Information Memorandum contains certain "forward-looking statements". These forward looking statements can generally be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are based on our current plans, estimates, presumptions and expectations, and are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

- Uncertainty in the integration of demerged undertaking into our newly incorporated Company;
- Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
- Our ability to successfully implement our strategy, our growth plans;
- Dependency on our management and our ability to attract and retain qualified personnel;
- Other factors beyond our control

For a further discussion of factors that could cause our actual results to differ, refer to section titled "*Risk Factors*" beginning on page 15 of this Information Memorandum. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties or assumptions associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in its industry and incidents of any natural calamities. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

These statements are based on the management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Future looking statements speak only as of the date of this Information Memorandum. Neither we nor our Promoters, Directors, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II – INFORMATION MEMORANDUM SUMMARY

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. For additional information and further details with respect to any of the information summarised below, please refer to the relevant sections of this Information Memorandum. Unless otherwise stated, the financial information in this section is derived from the Financial Statements.

OVERVIEW OF INDUSTRY

I. POWER SECTOR IN INDIA

The power industry is one of the core sectors in India, as it fulfils the energy requirements of several other industries. The per capita electricity consumption in India was 1,208 kWh in 2020, which is below the world average, according to data from the Central Electricity Authority of India ("**CEA**"), US Energy Information Administration and World Bank

II. ROADS AND HIGHWAYS SECTOR IN INDIA

According to the Ministry of Road Transport and Highways of India ("**MoRTH**"), India has the second largest road network in the world, with approximately 6.2 million km of national highways, state highways, other public works department roads, district roads, rural roads, urban roads and project roads. According to the National Highways Authority of India ("**NHAI**"), national highways make up about 2% of the total road network in India.

OVERVIEW OF BUSINESS

GMR Power and Urban Infra Limited ("GPUIL") was incorporated on May 17, 2019 as a wholly owned subsidiary of GMR Infrastructure Limited. The Scheme of Arrangement was aimed at demerger of "Urban Infrastructure Business" and "EPC Business" of GMR Infrastructure Limited into our Company. The Scheme was sanctioned by NCLT vide order dated December 22, 2021 and is effective from December 31, 2021 with the appointed date of April 1, 2021.

Pursuant to the effectiveness of Scheme, the Urban Infrastructure Business and EPC Business operated by GMR Infrastructure Limited stands demerged in our Company with appointed date of April 1, 2021.

The Energy Business consists of our power segment, which engages in the generation of electricity and the provision of related services, including electricity and coal trading and mining activities.

The Transportation Business consists of our roads segment, which is engaged in the development of roads on a BOT model.

The Urban Infrastructure Business is part of our business segment. GMR Krishnagiri SIR currently holds 1,115 acres of land and are developing the SIR in phased manner in Krishnagiri District. Additionally, our Group, through GSPHL and other subsidiaries of GSPHL, possesses large land parcels in the Krishnagiri district.

The EPC Business consists of our EPC segment, which is engaged in delivering EPC solutions in the infrastructure sector, with an increasing focus on provision of construction services to the railway sector.

PROMOTERS OF THE COMPANY

The Promoters of our Company are:

- Grandhi Mallikarjuna Rao
- GMR Enterprises Private Limited

SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

The shareholding of the Promoters and the members of our Promoter Group as on the date of this Information Memorandum, are detailed below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	% of paid up capital
Promoters			
1	Grandhi Mallikarjuna Rao	25,333	0.00
2	GMR Enterprises Private Limited	27,40,84,313	45.41
Sub-Total (A)		**27,41,09,646**	**45.41**
Promoter Group			
3	Mallikarjuna Rao Grandhi (HUF)	1,47,800	0.02

Sr. No.	Name of the Shareholder	No. of Equity Shares	% of paid up capital
4	Grandhi Butchi Sanyasi Raju (HUF)	29,250	0.00
5	Kirankumar Grandhi (HUF)	20,000	0.00
6	Srinivas Bommidala HUF	20,000	0.00
7	Varalakshmi Grandhi	94,266	0.02
8	B Srinivas	25,166	0.00
9	Kirankumar Grandhi	67,216	0.01
10	G Ragini	2,51,370	0.04
11	Buchi Sanyasi Raju Grandhi	25,166	0.00
12	B Rama Devi	25,590	0.00
13	Grandhi Smitha Raju	2,34,850	0.04
14	Hyderabad Jabilli Properties Private Limited	57,50,000	0.95
15	Varalakshmi Enterprises LLP	67,0497	0.11
16	GMR Infra Ventures LLP	31,32,181	0.52
17	GMR Business And Consultancy LLP	7,65,13,516	12.68
18	Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	100	0.00
19	Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee	100	0.00
20	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	100	0.00
21	Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	100	0.00
Sub-Total (B)		**8,70,07,268**	**14.42**
Total (A+B)		**36,11,16,914**	**59.83**

SUMMARY OF FINANCIAL INFORMATION

Our Company was not required to prepare consolidated financial statement prior to effectiveness of the scheme. However, our Company has prepared proforma condensed consolidated financials, duly reviewed by the Statutory Auditors for the inclusion in this Information Memorandum. Accordingly, figures given below are on the basis of proforma condensed consolidated financials for the financial year ended March 31, 2021 and period ended September 30, 2021.

(₹ in cr)

Particulars	Six month period ended September 30, 2021	Financial year ended March 31, 2021
Share Capital (including share capital suspense account) (A)	0.10	0.10
Other Equity (B)	(1,354.63)	(1,817.81)
Total Equity (A+B)	(1,354.53)	(1,817.71)
Net Worth*	(1,812.96)	(2,009.68)
Revenue from operations	1,926.63	2,733.23
Profit after tax	218.36	(2,181.58)
Number of Shares	1,00,000	1,00,000
Earnings per share (in ₹)	21,836.00	(2,18,158.00)
Net asset value per share (in ₹)	(1,35,453.00)	(1,81,771.00)
Total borrowings	11,086.99	11,634.41

**The net-worth as disclosed above has been computed as per section 2(57) of the Companies Act, 2013.*

AUDITOR QUALIFICATIONS

There are no qualifications which have not been given effect to in the Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS

The summary of outstanding or pending litigations involving our Company, Subsidiaries, Directors, Promoters and Group Companies, as applicable, on the date of this Information Memorandum is set out below:

Types of proceedings	Number of cases	Amount (₹ in cr)
Cases against our Company		
Criminal proceedings	NIL	NIL
Statutory or regulatory proceedings	5	2.19
Other pending proceedings	14	13.22
Tax proceedings	10	82.02
Total	**29**	**97.43**
Cases by our Company		
Criminal proceedings	NIL	NIL
Other pending proceedings	7	1134.33
Total	**7**	**1134.33**
Cases against our Subsidiaries		
Criminal proceedings	Refer to Notes below^	
Statutory or regulatory proceedings		
Other material pending proceedings		
Tax proceedings	119	677.79
Total	**119**	**677.79**
Cases by our Subsidiaries		
Criminal proceedings	Refer to Notes below^	
Other material pending proceedings		
Total		
Cases against our Directors (other than individual Promoters)		
Criminal proceedings	NIL	NIL
Statutory or regulatory proceedings	NIL	NIL
Other material pending proceedings	NIL	NIL
Tax proceedings	NIL	NIL
Total	**NIL**	**NIL**
Cases by our Directors (other than individual Promoters)		
Criminal proceedings	Refer to Notes below^	
Other material pending proceedings		
Total		
Cases against our Promoters		
Criminal proceedings	NIL	NIL
Statutory or regulatory proceedings	NIL	NIL
Other material pending proceedings	NIL	NIL
Tax proceedings	30	8.81
Total	**30**	**8.81**
Cases by our Promoters		
Criminal proceedings	Refer to Notes below	
Other material pending proceedings		
Total		
Cases involving the Group Companies which have a material impact on our Company		
Pending material litigation	NIL	NIL

^For Notes to Table please refer to Internal Risk Factor # 10 of the Risk Factor section

For further details, please see section titled *"Outstanding Litigations and Material Developments"* given on page 180 of this Information Memorandum.

RISK FACTORS

Please see the chapter "Risk factors" beginning on page 15.

SUMMARY OF CONTINGENT LIABILITIES

The Company does not have any contingent liabilities as on March 31, 2021.

SUMMARY OF RELATED PARTY TRANSACTIONS

Summary of Related Party Transactions of the Company are as follows:

Rs. In crore

Name of Party	September 2021	March 2021	March 2020
GMR Infrastructure Limited	254.99	Nil	0.57
GMR Airports Limited	200.00	Nil	Nil
GMR Energy Limited	67.72	Nil	Nil
GMR Generation Assets Limited	37.17	Nil	Nil
GMR Bajoli Holi Hydro Power Pvt Ltd	40.00	Nil	Nil
GMR Aerostructure Services Limited	120.97	Nil	Nil

For detail please refer to the chapter titled "*Financial Statements*" beginning on page 179.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, directors / partners of our corporate Promoters or our Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of this Information Memorandum.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY THE PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS INFORMATION MEMORANDUM

The weighted average price at which Equity Shares were acquired by the Promoters in the one year preceding the date of this Information Memorandum is:

Name	No. of Equity Shares Acquired*	Weighted Average price per Equity Shares (in INR)
Grandhi Mallikarjuna Rao	25,333	Not applicable
GMR Enterprises Private Limited	27,40,84,313	Not applicable

**Issued pursuant to the scheme of arrangement.*

AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition per Equity Share for the Promoters is not applicable as the Equity Shares were allotted pursuant to the Scheme.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Information Memorandum, except as set forth below:

Date of allotment	No. of Equity Shares allotted	Face value per Equity Share (INR)	Premium per Equity Share (INR)	Nature of allotment	Nature of consideration
January 31, 2022	60,35,94,528	5	Nil	Allotment pursuant to the Scheme	Pursuant to the Scheme

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken any split or consolidation of Equity Shares during the last one year from the date of this Information Memorandum, however the face value of the equity share capital of the Company have been changed from Rs.10/- per share to Rs. 5/- per share upon effectiveness of the Scheme.

SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Equity Shares of our Company.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our Company's business, results of operations and financial condition could suffer, the price of the Equity Shares could decline, and all or part of your investment may be lost. Unless otherwise stated our Company is not in a position to specify or quantify the financial or other risks mentioned herein.

Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Group", "our Company" or "the Company" refers to GMR Power and Urban Infra Limited on a consolidated basis.

INTERNAL RISKS FACTORS

1. ***The Company was incorporated on May 17, 2019 and there may be certain uncertainties in the integration of the Demerged undertaking into a newly incorporated entity, such as our Company.***

   The Company was incorporated on May 17, 2019 and from the Effective Date of the Scheme, was vested with the Demerged Undertaking as a going concern, with Appointed Date of April 1, 2021. Accordingly, there may also be certain uncertainties in the integration of the Demerged Undertaking into our Company. While post the Effective Date, experienced personnel in the Demerged Undertaking have been transferred to the Company, the Company may be unable to effectively integrate the Demerged Undertaking, and efficiently operate the consequent business of the Company, thereby adversely impacting the results of the Company's operations and profitability of the business. Additionally, pursuant to the Scheme, *inter alia*, properties, approvals, employees, existing contracts and intellectual property of the Demerged Undertaking stands transferred to our Company. Inability to effectively integrate all such transfers in a timely manner may materially impact the ability of the Company to carry on and undertake business operations, in compliance with applicable laws.

2. ***The coronavirus disease (COVID-19) has had an adverse effect on our business and operations and the extent to which it may continue to do so in the future, is uncertain and cannot be predicted.***

   In the first half of calendar year 2020, COVID -19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the COVID-19 pandemic will cause a prolonged global economic crisis or recession.

   The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, including in India where our operations are primarily based, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown beginning March 25, 2020. The lockdown remains in force in many regions, with limited and progressive relaxations being granted for movement of goods and people in other places and cautious re-opening of businesses and offices. However, in case the lockdown is reintroduced, it could result in subdued growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect our business, prospects, results of operations and financial conditions.

   Further, as COVID-19 may adversely affect our business and results of operations, it may also have the effect of exacerbating many of the other risks described in this "*Risk Factors*" section.

3. ***A failure of our operational systems or infrastructure, or those of third parties, could impair our liquidity, disrupt our businesses, cause damage to our reputation and result in losses.***

   The business of the Company is highly dependent on our ability to perform a large number of regulatory, legal and contractual obligations. Its financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond its control, adversely affecting its ability to perform these obligations. As the Company grows its business, the inability of its systems to accommodate an increasing volume of transactions could also constrain its ability to expand its businesses. Additionally, shortcomings or failures in its internal processes or systems could lead to an impairment of our financial condition, financial loss, disruption of our business and reputational damage. Its ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to, and received by, its management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations. It may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products. Its failure to maintain or improve or upgrade its management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. It may also be subject to disruptions of its operating systems, arising from events that are wholly or partially beyond the Company's control including, for example, computer viruses or electrical or telecommunication service disruptions, may result in a loss or liability to the Company, including during ongoing lockdown and un-lock restrictions due to the COVID-19 pandemic.

4. ***Significant increases in the price or shortages in the supply of crude oil and products derived therefrom, including petrol and diesel fuel, could materially and adversely affect the volume of traffic at projects of the Company and the Indian economy in general, including the infrastructure sector***

India imports a significant majority of its requirements of crude oil. Crude oil prices are volatile and are subject to a number of factors, including the level of global production and political factors, such as war and other conflicts, particularly in the Middle East, where a substantial proportion of the world's oil reserves are located. Any significant increase in the price of or shortages in the supply of crude oil could materially and adversely affect the volume of traffic at our projects and materially and adversely affect the Indian economy in general, including the infrastructure sector, which could materially and adversely affect the business, financial condition and results of operations of the Company.

5. ***Our Company's inability to manage growth may lead to loss of opportunities and may hamper our Company's future growth plans.***

Our Company may not pursue its business strategy in future. Our Company may be subject to growth related risks including capacity constraints and pressure on internal systems and controls. Its inability to deal with this growth could have material adverse impact on its business, operations and prospects. In order to manage its current operations and any future growth effectively, our Company has to continue to implement and improve its operational, financial and management information systems and to retain its employees. There can be no assurance that it will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support our Company's operations so that it will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth. Any failure on Company's part to scale up its infrastructure and management to meet the challenges of rapid growth could cause disruptions to its business and could be detrimental to its long-term business prospects. The products manufactured by the Company find application in various industries. The growth rate in these industries is crucial for our Company's growth. The major demand for its products arises primarily due to the growth of these user industries. Any downward trend in any of these industries can affect our Company s turnover and profitability.

The Company intends to grow Urban Infrastructure Business and the EPC Business rapidly, which could place significant demands on its operational, credit, financial and other internal risk controls. It may also exert pressure on the adequacy of its capitalization, making management of asset quality increasingly important. Its future business plan is dependent on its ability to borrow in order to fund its growth. It may have difficulty obtaining funding on attractive terms. Adverse developments in the Indian credit markets may significantly increase its debt service costs and the overall cost of funds. An inability to manage its growth effectively and failure to secure the required funding therefore on favourable terms, or at all, could have a material and adverse effect on the Company's business, future financial performance and results of operations and its ability to service its debt obligations.

6. ***Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.***

Our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key operations personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. In order to be successful, we must attract, train, motivate and retain highly skilled employees. If we are unable to hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We may face issues integrating employees from the Demerged Undertaking into our Company. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, divert management resources and subject us to incurring additional human resource related expenditure. Our inability to attract and retain talented professionals, or the resignation or loss of key operations personnel, may have an adverse impact on our business and future financial performance.

7. ***Access to Capital Markets and Commercial Borrowings***

The Company's growth and ability to repay its debts will depend on its continued ability to access funds at competitive rates. With the growth of its business, the Company is increasingly reliant on funding from the debt capital markets and commercial borrowings. The market for such funds is competitive and its ability to obtain funds at competitive rates will depend on various factors, including its ability to maintain its credit ratings. While its borrowing costs have been dependent in the past on its credit rating and the quality of its asset portfolio, if the Company was unable to access funds at an effective cost, the Company may not be able to discharge its debts when due. This may adversely impact its business and its future financial performance. The value of its assets may also decrease or the Company may experience delays in monetizing its assets, which may adversely affect its financial performance and its ability to service its debt obligations. The liquidity and ongoing profitability of the Company is, in large part, dependent upon its timely access to, and the costs associated with, raising capital. The funding requirements historically have been met from a combination of shareholder funding, secured and unsecured loan funds, such as Rupee- and US Dollar-denominated debt instruments, term loans from banks and financial institutions, the issuance of non-convertible debentures and commercial paper and inter-corporate deposits from its group entities. Thus, the Company’s business depends and will continue to depend on its ability to access diversified funding sources. Its ability to raise funds on acceptable terms and at competitive rates continues to depend on various factors including its credit ratings, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy, investors' and/or lenders' perception of demand for debt and equity securities of infrastructure entities, and the current and future results of operations and financial condition of the Company. Capital and lending markets remained highly volatile and access to liquidity was adversely affected. These conditions resulted in increased borrowing costs and difficulty in accessing funds in a cost-effective manner. Changes in economic and financial conditions or lack of liquidity in the market could make it difficult for us to access funds at competitive rates. In the event the Company is required to register itself as a CIC with the RBI, it will also face certain restrictions on our ability to raise money, including from international markets which may further constrain its ability to raise funds at attractive rates. Any disruption in its primary funding sources at competitive costs would have a material adverse effect on our liquidity and financial condition and its ability to service the Bonds.

8. ***The Company’s ability to pledge, sell or otherwise dispose of its investments and properties in its Subsidiaries, Joint Ventures, Associates and Jointly Controlled Operations may be subject to certain restrictions which may lead to its inability to raise capital as and when required.***

As part of its efforts to raise funding, the Company may sell or pledge all or part of its interests in one or more of its Subsidiaries, Joint Ventures, Associates and/or Jointly Controlled Operations through a listing of the shares of such entities or the sale or pledge to third parties of all or a portion of its shares in such entities, or alternate modes of divestment. Furthermore, there can be no assurance that the proceeds of any sale of shares in such entities will be reinvested in the Company’s business and that the benefits of such proceeds will accrue to it to the extent of the benefits generated by the sold or pledged shares or at all. Restrictive covenants under concession agreements, shareholder agreements and financing agreements amongst shareholders of such entities may restrict the Company’s ability to sell its interest in such entities. Further, the Company is restricted by various shareholder or investment agreements, concession or license agreements, financing agreements and commitments and applicable laws requiring us to seek a prior approval before creating any encumbrance on or divestment, sale or other disposal or arrangement of its interests. There can be no assurance that the Company will be able to encumber, monetise, sell or otherwise dispose of its interest, investments or other assets in such entities or at all.

9. ***The Company is exposed to Interest Rate Risk***

The Company's business is largely dependent on interest income from operations of its material subsidiaries. The Company is exposed to interest rate risk principally as a result of lending to its material subsidiaries at interest rates and in amounts and for periods, which may differ from its funding sources (institutional/bank borrowings and debt offerings). The Company seeks to match its interest rate positions to minimize interest rate risk. Further, increase in interest costs of its subsidiaries, joint ventures and associate companies would adversly affect the income of the Company from the operations of those entities. Despite these efforts, there can be no assurance that significant interest rate movements will not have an effect on its results of operations. Interest rates are highly sensitive to many factors beyond its control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility.

10. ***There are outstanding legal proceedings by or against our Company, Subsidiaries, Directors, Promoters which, if adversely determined, could have an adverse impact on our business, results of operations and financial conditions***

There are certain outstanding legal proceedings by or against our Company, Subsidiaries, Directors and Promoters pending at various levels of adjudication before courts, tribunals, authorities and appellate bodies. Further, pursuant to the Scheme, certain legal or other proceedings forming part of Demerged Undertaking are to be transferred by following a procedure for bringing the Company in the place of GMR Infrastructure Limited in array of parties and to be continued by the Company. Also, there are certain civil proceedings and seven (7) criminal proceedings initiated by or against GIL which may or may not be relatable to the Demerged Undertaking and continued by or against GIL. Accordingly, such proceedings pending by or against GIL may continue to be proceeding by or against GIL after the Effective Date. Our Company may not initiate any legal proceedings which may jeopardize or otherwise affect proceedings continued by and against GIL. Accordingly, post the Effective Date of the Scheme, there are no pending criminal proceedings initiated by or against our Company. There can be no assurance that these legal proceedings will be decided in favour of them. Decisions in any such proceedings adverse to our interests may have an adverse effect on our business, future financial performance and results of operations. A classification of the legal proceedings as disclosed in the Section - 'Outstanding Litigations and Material Developments' is given in the following table:

Types of proceedings	Number of cases	Amount (₹ in cr)
Cases against our Company		
Criminal proceedings	NIL	NIL
Statutory or regulatory proceedings	5	2.19
Other pending proceedings	14	13.22
Tax proceedings	10	82.02
Total	**29**	**97.43**
Cases by our Company		
Criminal proceedings	NIL	NIL
Other pending material proceedings	7	1134.33
Total	**7**	**1134.33**
Cases against our Subsidiaries		
Criminal proceedings	Refer to Notes below	
Statutory or regulatory proceedings		
Other pending material proceedings		
Tax proceedings	119	677.79
Total	**119**	**677.79**
Cases by our Subsidiaries		
Criminal proceedings	Refer to Notes below	
Other pending material proceedings		
Total		
Cases against our Directors (other than individual Promoters)		
Criminal proceedings	NIL	NIL
Statutory or regulatory proceedings	NIL	NIL
Other pending material proceedings	NIL	NIL
Tax proceedings	NIL	NIL
Total	**NIL**	**NIL**
Cases by our Directors (other than individual Promoters)		
Criminal proceedings	Refer to Notes below	
Other pending material proceedings		
Total		
Cases against our Promoters		
Criminal proceedings	NIL	NIL
Statutory or regulatory proceedings	NIL	NIL
Other pending material proceedings	NIL	NIL
Tax proceedings	30	8.81
Total	**30**	**8.81**

Cases by our Promoters		
Criminal proceedings	Refer to Notes below	
Other pending material proceedings		
Total		
Cases involving the Group Companies which have a material impact on our Company		
Pending material litigation	NIL	NIL

^ Notes to Table:

1. *All "Other material pending Proceedings" have been disclosed as per 'Materiality Policy' as defined in the Section – **"Outstanding Litigation and Material Developments"** and the number of cases as mentioned as against "Other material pending Proceedings" in the Table above only reflect those number of cases ascertained as per the Materiality Policy and are not the total exhaustive number of proceedings, whether by or against our Subsidiaries or otherwise involving our Subsidiaries.*
2. *All such "Other material pending Proceedings" involving our Company and the Subsidiary have been disclosed in the Section – **"Outstanding Litigation and Material Developments"** as a matter against the Subsidiary being a matter relatable to the Subsidiary. Further, amounts involved in such claims against our Subsidiaries may not be an amount of claim quantifiable against our Company, except to the extent disclosed therein.*
3. *The Amounts (₹ in cr) mentioned in the table above are approximates and amounts quantified by our Company to the best of its knowledge and belief and may or may not involve counter claims, amounts settled (wherever settled), interests accrued thereon, or any part thereof. Further, the arbitration matter initiated by PEIML involving our Company in relation with certain put option rights of PEIML may lead to our Company being required to purchase the shares of GMR Energy Limited pursuant to the exercise of the said option thereby requiring that such purchase consideration be paid towards the same. While such purchase consideration to be paid may be contingent in nature it has not been included in the Table above since the corresponding value of shares being purchased would also have to be transferred to our Company.*
4. *Further, in terms of the Scheme, all Legal or other proceedings which is in relation to the 'Demerged Undertaking' (other than such proceedings which may be retained by the Demerged Company) are to be transferred in the name of our Company as soon as reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against our Company to the exclusion of the Demerged Company and that both the Demerged Company and our Company are required to make relevant applications in that behalf. We cannot assure you that all such proceedings will be transferred in our name or at all, whether due to the extant legal process involved or reasonably possible or on account of determination of fact or cause of action or for any other reasons whatsoever.*
5. *Accordingly, the number of cases as mentioned as against **"Other pending Proceedings"** in the Table above may not reflect the current position and therefore we cannot assure you that Table above will be updated to reflect the true and accurate position pending transfer of the said proceedings in the name of our Company.*
6. *Cases filed by Directors or Promoters do not involve the Company and hence are not material to our Company.*
7. *Cases disclosed as **"Actions by statutory or regulatory authorities"** in the Section – **"Outstanding Litigation and Material Developments"** does not include matters initiated by such statutory or regulatory other than in their statutory or regulatory capacity.*

For details of litigation outstanding as on the date of this Information Memorandum, see "*Outstanding Litigation and Other Material Developments*" on page 180.

11. ***Delays in court proceedings in India***

If any dispute arises between the Company and any other party, the Company or such other party may need to take recourse to judicial proceedings before courts in India. It is not unusual for court proceedings in India to continue for extended periods. Disposition of cases may be further subject to various delays including multiple levels of appellate adjudication.

12. ***The Company may face asset-liability mismatches which could affect its liquidity, and which may as a consequence have a material and adverse effect on its business, future financial performance and results of operations.***

The Company does not have an asset-liability management policy in place which categorizes all interest rate sensitive assets and liabilities into various time period categories according to contracted residual maturities or anticipated re-pricing dates, as may be relevant in each case. The difference between the value of assets and liabilities maturing, or being re-priced, in any time period category provides the measure to which the Company is exposed to the risk of potential changes in the margins on new or re-priced assets and liabilities. Accordingly, it may face potential liquidity risks due to varying periods over which its assets and liabilities mature. As is typical for an infrastructure company, a portion of its funding requirements is met through a combination of shareholder funding, secured and unsecured loan funds, such as Rupee- denominated term loans from banks and financial institutions, the issuance of redeemable non-convertible debentures and commercial paper and inter-corporate deposits. However, a large portion of its loan liabilities mature over the short to medium term while its assets mature over a longer term. Consequently, its inability to obtain additional credit facilities or renew our existing credit facilities, in a timely and cost-effective manner or at all, may lead to mismatches between our assets and liabilities, which in turn may adversely affect our business, future financial performance and results of operations.

13. ***If we are not able to procure, renew or maintain, as the case may be, the statutory or regulatory permits or third-party approvals required to operate our business or effectively integrate the Demerged Undertaking, or of any assets, properties, liabilities (including contingent liabilities), employees, legal or other proceedings (including tax proceedings), contracts, deeds, etc., or interests, rights or benefits, taxes, duties, cesses, etc. forming part of the Demerged Undertaking, it may have a material adverse effect on our business or lead to additional costs, charges or expenses, indemnities, obligations or other liabilities etc., or taxes arising therefrom or otherwise jeopardize the implementation of the Scheme.***

We require certain statutory and regulatory permits and approvals to operate our business. We are also required to renew certain permits and approvals from time to time. Similarly, the effective transfer and integration of the Demerged Undertaking may be subject to the receipt of various statutory and regulatory approvals and other third party consents. While we believe that we will be able to procure or renew such permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any or all requisite permits or approvals in the time-frame anticipated by us. Failure to procure, renew or maintain the required permits or approvals may result in the interruption of our operations or delay or prevent our vertical integration, and may have a material adverse effect on our business, financial condition and results of operations. Further, change in law or any change in the interpretation of an existing law since the date of filing of the Scheme with the NCLT, if any, may also impact our ability to procure any necessary consents or approval for integration of the Demerged Undertaking. Further, the Scheme also provides for various matters consequential or integrally connected to the transfer by way of demerger of the Demerged Undertaking (as a going concern). This may involve activities to be undertaken by the Company, whether in co-operation or otherwise of third parties and may involve effectuating additional procedures and documentation in relation to the integration of Demerged Undertaking, without limitation, relating to the assets, properties, liabilities (including contingent liabilities), employees, legal or other proceedings (including tax proceedings), contracts, deeds, etc., or interests, rights, grants, support or benefits, taxes, duties, cesses, etc. forming part of the Demerged Undertaking which may result in additional costs, charges, expenses, indemnities, obligations or other liabilities etc., or taxes arising therefrom or otherwise jeopardize the implementation of the Scheme or also lead to further litigation by or against the Company..

14. ***The investment value of the Company's assets is exposed to certain project related risks***

The Company is principally in the business of developing and operating infrastructure assets directly or indirectly through special purpose vehicles (SPVs) and subsidiaries. Globally, infrastructure projects are awarded by Governmental Agencies. As a derivative, such infrastructure projects, being public projects are generally granted by way of licenses or concessions for a limited period of time. Accordingly, from time to time the Company enters into contracts with the Governmental Agencies. Over time, such contracts have evolved and require a high degree of compliance. A breach of such terms could lead to the contracts being terminated. Therefore, as a corollary, each project entails a governance, risk and compliance framework to protect against the risk of termination. Further, given that the counter party to such contracts is a Governmental Agency, the Company regularly deals with Government Officials. The two major businesses of the Company are Urban Infrastructure Business and the EPC Business. The businesses also involve the incorporation of SPVs from time to time to undertake the development and operations of the project on a going concern basis. These SPVs have predominately been financed through the banking sector in India. Public Sector

Banks (PSBs) constitute a significant portion of the Indian banking sector. Further almost all land available with the SPVs for undertaking its projects has been provided by various Governments on a lease or license basis (which may also include right of way). Further, there are various entities dealing with Urban Infrastructure Business and the EPC Business, which are owned or controlled by or otherwise under significant influence of their respective Governments and our projects are subject to their own risks and impact on the Company, some of which are enlisted below:

- inability to exclusively control or receive all benefits from Subsidiaries, Joint Ventures, Jointly Controlled Operations and Associates
- inability to align interest of partners and investors thereby leading to conflict of interest
- inability to negotiate the standard form of concession agreement which may affect the ability to perform and execute the concession
- requirement of significant amounts of capital to meet the project commitments under concession agreements and for its business operations and growth
- substantial leverage affecting the ability to raise additional capital to fund operations
- non-completion of under construction projects by their expected completion dates or at all
- inability to complete expansion projects on time or at all, and the projects may be subject to cost overruns and other uncertainties
- revenue is highly dependent on traffic, which depend in part on factors beyond the Guarantor's control, including economic and political conditions and regulatory environment
- fees, which may comprise a substantial portion of revenues and operations and ability to recover excess capital expenditure, are regulated by the government authorities and the terms of its concessions and aeronautical tariffs are otherwise generally subject to government rulemaking
- compliance with various environmental laws and regulations
- regulatory conflicts due to operation of competing projects or operations by Governments or governmental agencies
- change in laws and regulations
- Failure in security and service obligations leading to additional security related expenditure
- new concessions granted by Governmental authorities that could compete with the Company's concessions/projects
- competition with other modes of transportation, as well as other destinations
- significant maintenance errors could harm the business and subject it to product liability claims.
- significant disruptions may be caused due to injury to people or property in certain circumstances considering that activities related to the projects can be dangerous and lead to legal and regulatory action
- terrorist attacks
- strategy to develop commercial properties may be unsuccessful, which may affect the profitability of commercial property development activities and, consequently, its business, financial condition, results of operations and cash flows
- inability to acquire certain land in relation to projects and right of way for associated with such projects in a timely manner and such rights being challenged or terminated.
- projects are located in inhospitable geographical locations, susceptible to extreme hydrological variation causing delay of project implementation and construction delays as well as risks in operating the projects
- operational and systems risks
- change in relations with labour force
- disruption in continued supply of raw materials, the supply and costs of which can be subject to significant variation due to factors outside the Company's control
- inability of the assets to meet certain agreed performance requirements causing liability for penalties or subject to a termination of project contracts
- currency exchange rates may have an impact on certain businesses and results of operations and financial conditions
- significant exposure to government owned entities for a large portion of revenues.
- delays in payments of dues or inability to renegotiate or have recourse against government entities
- inability to collect on receivables
- loss of one or more of key customers or a reduction in operations resulting in a loss of a significant amount of its revenue
- revision in tariff regulations which are subject to regulatory review and are determined based on the agreements, policies formulated by the Government and/or the determination by the relevant regulatory authority
- imposition of fines and/or terminate the concession agreements under certain circumstances
- projected demand pertaining to the projects not materializing
- certain concessions no having guaranteed revenue streams and facing competition from existing and future projects

- asset-liability mismatches caused due to difference in terms of certain contracts with respect to receivables and liabilities
- contractual risks with customers
- adverse outcome from legal proceedings may affect the business, results of operations and financial condition
- potential revocation or termination of concessions from government bodies, etc.

15. *Bidding generally involves various management activities such as detailed project study, cost estimations. Inability to accurately measure the cost may lead to bid amount having margin lower than hurdle rate margin i.e. the expected rate of return.*

To evaluate a project, we generally undertake various management discussions, project feasibility study, site study, cost estimations, raw material and equipment suppliers among others which aids us to calculate the estimated cost of the project on which we add-on our margin, which varies from project to project, the result of which is the amount which we bid for any particular project.

Accordingly, the bid amounts are based on estimation of the project cost, the fluctuation of which, either marginally or substantially, may impact our margins adversely. Further, in case our estimations of the projections do not materialize or are not accurate or within the acceptable range, it could lead to an escalation in the project cost of the project awarded to us thereby affecting our profitability.

Our projects typically have a long gestation period and a long development period and require substantial capital infusion at certain or periodic intervals and it may take months or even years before positive cash flows can be generated, if at all. The construction, development, implementation, conversion, relocation and operation of infrastructure projects involves various risks, including land acquisition risk, regulatory risk, construction risk, time delays in completion of projects, escalations in estimated project cost, financing risk, raw material risk, commodities price risk and the risk that these projects may ultimately prove to be unprofitable. We cannot provide an assurance that such projects will be completed in the time expected or at all, or that their gestation or development period will not be affected. Furthermore, we may need to undergo certain changes to our or their operations respectively as a result of entering into, or further developing such projects, which may pose significant challenges to our management, administrative, financial and operational resources. We cannot provide any assurance that we or they will succeed in any new projects, or any conversion or relocation of existing projects, or that we or they will recover investments.

We or the companies in which we invest may be adversely affected if the completion or commencement of operation of the projects under construction or development or the conversion or relocation of existing projects is delayed, or the costs of such projects increases, due to any of the following:

- the contractors hired may not be able to complete the construction of projects on time, within budget or to the specifications and standards set out in contracts with them, and as a result, we may become liable for losses suffered due to construction delays, performance shortfalls, or the entire amount of any cost overruns, or may be required to engage new contractors, who may not be capable of completing the work on time or to the design specifications envisaged, or at the contracted cost;
- engineering problems, including defective plans and specifications;
- shortages of, and price increases in, energy, materials, skilled and unskilled labour, and inflation in key supply markets;
- changes in laws and regulations, or in the interpretation and enforcement of laws and regulations of such countries including India and Nepal, among others, applicable to projects under development;
- weather interferences, fire, natural disasters or delays due to the COVID-19 pandemic;
- geological, construction, excavation, extreme weather conditions, regulatory and equipment problems with respect to operating projects and projects under development;
- drawings for the sites on which projects are expected to be developed may not be accurate, as these drawings are generally quite dated;
- energy fluctuation due to impact of climate change and seasonal shifts in discharge availability;
- we or the companies in which we invest may not be able to obtain adequate working capital or other financing to complete construction of and to commence operations;

- we or the companies in which we invest may not be able to recover the amounts invested in the projects if the assumptions contained in the feasibility studies for these projects do not materialise;
- customers of our Energy Business and Transportation Business may not off-take our power or use our toll roads in the expected quantities or at all or may not pay in full or at all, and our property lessees and licensees in our urban infrastructure business may not pay in full or at all;
- governmental approvals and other approvals that are required for completion, expansion or operation of our projects may be delayed or denied;
- environmental risk, including rehabilitation and resettlement costs which may lead to non-availability of lenders (citing environmental risk) and / or prohibitively high mitigation cost or unattractive terms of lending; and
- other unanticipated circumstances or cost increases.

There can be no assurance that any cost escalation or additional liabilities in connection with the construction, development, expansion, conversion or relocation of new or existing projects would be fully offset by amounts due or the companies in which we invest pursuant to the guarantees and indemnities, if any, provided by its contractors or insurance policies that we maintain. There can be no assurance that we or our current or future projects will be completed, or, if completed, on time or within budget. Delays in completion and commercial operation of our projects under development or implementation could increase the financing costs associated with the construction and cause our forecasted budgets to be exceeded.

Any failure in the development, financing, implementation or operation of any material new project or existing project by us or a company in which we invest is likely to materially and adversely affect our business, prospects, financial condition and results of operations.

16. ***We may not be able to qualify for and win integrated engineering, procurement and construction ("EPC") and lump-sum turnkey contracts.***

As mentioned above, most of our EPC contracts are obtained through a competitive bidding process. In selecting contractors for major projects, clients generally limit the tender to contractors they have prequalified based on several criteria including experience, technological capacity and performance, reputation for quality, safety record, financial strength and bonding capacity and size of previous contracts in similar projects, although price competitiveness of the bid is the most important selection criterion. Prequalification is key to our winning such major projects. We are currently qualified to bid for projects up to a certain value and therefore, may not be able to compete for larger projects. Our ability to bid for and win such major projects is dependent on our ability to demonstrate experience of working on such large EPC and lump-sum turnkey contracts and developing strong engineering capabilities and credentials to execute more technically complex projects. We cannot assure you that we will be able to bid for and win such major projects which will limit our growth opportunities and our business will be materially and adversely affected.

17. ***Our Promoter and Promoter Group will continue to retain majority control of the Company after the listing, which will enable them to influence the outcome of matters submitted to shareholders for approval.***

Our Promoter and Promoters Group currently hold 59.83% of the paid up equity share capital of the Company**.** As a result, they will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple majority voting, and our other shareholders will be unable to affect the outcome of such voting..

18. ***The Company is exposed to various operational risks, including the risk of fraud and other misconduct by employees, customers or outsiders.***

The Company is exposed to various operational risks such as fraud or misconduct by employees or by an outsider, unauthorized transactions by employees or third parties, misreporting of and non-compliance with various statutory and legal requirements and operational errors. It may not always be possible to deter employees from or otherwise prevent misconduct or misappropriation of cash, and the precautions it takes to detect and prevent these activities may not always be effective. Any instance of employee misconduct, fraud or improper use or disclosure of confidential information could result in regulatory and legal proceedings which if unsuccessfully defended, could materially and adversely affect its business, future financial performance and results of operations.

19. ***The Company's business is based on the trust and confidence of its stakeholders; any damage to that trust and confidence may materially and adversely affect its business, future financial performance and results of operations.***

The Company is dedicated to earning and maintaining the trust and confidence of its stakeholders; and it believes that the good reputation created thereby, and inherent in the "GMR" brand name is essential to its business. As such, any damage to its reputation, or that of the "GMR" brand name, could substantially impair our ability to maintain or grow its business. In addition, any action on the part of any of the "GMR" group companies that negatively impact the "GMR" brand could have a material and adverse effect on its business, future financial performance and results of operations.

20. *The insurance coverage taken by the Company may not be adequate to protect against certain business risks and this may have an adverse effect on the business operations.*

The Company's insurance coverage is likely to cover all normal risks associated with the operation of the business but there can be no assurance that any claim under the insurance policies maintained by it will be honoured fully or in part or on a timely basis. To the extent that the Company suffers loss or damage that is not covered by insurance or exceeds its insurance coverage, the Company's financial performance and cash flow may be adversely affected.

21. *We have entered into, and will continue to enter into, related party transactions.*

We have entered into certain transactions with related parties and may continue to do so in future. These transactions or any future transactions with our related parties could potentially involve conflicts of interest. Although such transactions are undertaken at arms-length basis in the ordinary course of business, we cannot assure that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, financial condition and results of operations, including because of potential conflicts of interest or otherwise.

For details of Related Party Transactions, please refer to chapter "*Financial Statements*" on page 179 of this Information Memorandum.

22. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.*

There can be no assurance that we will pay dividends in the future. The declaration of dividends would be recommended by our Board of Directors, at its sole discretion, and would depend upon a number of factors, including Indian legal requirements, our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. Our business is working capital intensive. Additionally, we may be restricted by the terms of our debt financing, if any, from making dividend payments in certain circumstances.

23. *Industry information included in this Information Memorandum has been derived from industry reports available on public domain. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Information Memorandum. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Information Memorandum.

24. *If we are unable to raise additional capital, our business, results of operations, financial condition and cash flows could be adversely affected*

We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavorable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

EXTERNAL RISK FACTORS

INDUSTRY RISKS

25. ***Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

OTHER RISKS

26. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. For further details of the laws currently applicable to us, see "*Key Industry Regulations and Policies*" on page 93. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future.

The application of various tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by India's Ministry of Finance effective as of September 20, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the Government of India has announced the union budget for the Fiscal 2023, pursuant to which the Finance Bill, 2022 ("**Finance Bill**") has introduced various amendments.. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer of consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. There can be no assurance that governments in countries where we operate will not implement new regulations and policies requiring us to obtain approvals and licenses or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows.

Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities. We have not fully determined the impact of these recent and proposed laws and regulations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Any increase in the compliance requirements as result of a change in law, regulation or policy, may require us to divert additional resources, including management time and costs towards such increased compliance requirements. Additionally, our management may be required to divert substantial time and effort towards meeting such enhanced compliance requirements and may be unable to devote adequate time and efforts towards our business, which may have an adverse effect on our future business, prospects, financial condition and results of operations. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected. There can be no guarantee that we will be able to comply with any increased or more stringent regulatory requirements, in part or at all. Failure to comply with such further regulatory requirements could lead to regulatory actions, including penalties, which may have an adverse effect on our future business, prospects, financial condition, cash flows and results of operations.

27. ***Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The GoI has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

28. ***A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy***

According to the weekly statistical supplement of the RBI Bulletin, India's foreign exchange reserves stood at US$580.8 billion as of December 25, 2020. A sharp decline in these reserves could result in reduced liquidity and higher interest rates in the Indian economy. Reduced liquidity or an increase in interest rates in the economy following a decline in foreign exchange reserves could have a material adverse effect on our financial performance and ability to obtain financing to fund our growth on favorable terms or at all.

29. ***Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

30. ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

31. ***The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

32. ***You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.***

Capital gains arising from the sale of our Equity Shares are generally taxable in India. Any gain realised on the sale of our Equity Shares on a stock exchange held for more than 12 months will be subject to capital gains tax in India if the securities transaction tax has been paid on the transaction of transfer and acquisition of such shares. The securities transaction tax will be levied on and collected by an Indian stock exchange on which our Equity Shares are sold. Any gain realised on the sale of our Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no securities transaction tax has been paid, will be subject to capital gains tax in India. Further, any gain realised on the sale of our Equity Shares held for a period of 12 months or less will be subject to capital gains tax in India.

Capital gains arising from the sale of equity shares will not be taxable in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares.

33. ***There is no prior trading history for the Equity Shares.***

Since the Equity Shares have not been previously traded, their market value is uncertain. Following admission, the market price of the Equity Shares may be volatile. Our Company's operating results and prospects from time to time may be below the expectations of market analysts and investors. At the same time, market conditions may affect the price of our Company's Equity Shares regardless of the operating performance of our Company. Stock market conditions are affected by many factors, such as general economic and political conditions, terrorist activity, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards the retail market and the supply and demand of capital.

34. ***Significant trading volumes of the Equity Shares on the Stock Exchanges on listing could impact the price of our Company's Equity Shares.***

Following admission of our Equity Shares for trading on the Stock Exchanges, there may be a period of relatively high volume trading in the Equity Shares. A high volume of sales of our Equity Shares on the Stock Exchanges after admission, or the perception that these sales might occur, could result in volatility in the market price of our Equity Shares.

35. ***There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Pursuant to listing, we will be subject to a daily "circuit breaker" imposed by the Stock Exchanges, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding shareholders ability to sell Equity Shares at any particular time

36. ***Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

37. ***Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

38. ***Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

39. ***Insolvency and Bankruptcy of the Company***

The insolvency laws of India may differ from bankruptcy laws of other jurisdictions. Because the Company is incorporated under the laws of India, an insolvency proceeding relating to it, even if brought in a jurisdiction outside India, would likely involve Indian insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of bankruptcy laws in jurisdictions outside India.

40. ***The nature and pace of policy and regulatory changes in the infrastructure sector may have an impact on the Company's growth and financial results***

The policy and institutional framework in the infrastructure sector have been continuously evolving and the reform process is an on-going phenomenon. The growth of the infrastructure industry in India, which directly impacts the Company, is dependent on the establishment of stable government policies and prudent regulation. Infrastructure development in India has historically been the preserve of the Central and State Governments, and has been constrained by various factors such as shortages of public funding, political considerations and issues of transparency and accountability. The pace of regulatory change in some infrastructure sectors has not been as rapid as that of other sectors. The precise nature and pace of policy and regulatory change may have an impact on the Company's growth and financial results

SECTION IV – INTRODUCTION

SUMMARY OF FINANCIAL STATEMENTS

GMR POWER AND URBAN INFRA LIMITED
Unaudited Pro Forma Condensed Balance Sheet (Post effect of Composite Scheme)
All amounts are in INR crores, unless otherwise stated

Particulars	**March 31, 2021**		**September 30, 2021**	
	Standalone	**Consolidated**	**Standalone**	**Consolidated**
Assets				
Non-current assets				
Property, plant and equipment	122.16	327.33	112.94	285.08
Right of use asset	-	13.24	-	6.98
Capital work-in-progress	-	-	-	-
Investment property	-	534.51	-	555.70
Goodwill on consolidation	-	-	-	-
Other intangible assets	3.35	2,270.56	3.19	2,236.54
Intangible assets under development	-	-	-	-
Investments accounted for using equity method	-	4,968.67	-	4,977.28
Financial assets				
Investments	3,192.88	106.56	3,090.86	108.12
Trade receivables	146.91	147.50	166.69	167.30
Loans	1,328.83	1,135.25	2,057.72	1,116.68
Other financial assets	569.03	1,671.59	284.62	1,322.98
Non-current tax assets (net)		27.24		14.83
Deferred tax assets (net)	829.83	4.34	864.06	4.23
Other non-current assets	4.84	34.06	4.84	28.23
	6,197.83	**11,240.85**	**6,584.92**	**10,823.95**
Current assets				
Inventories	78.68	81.01	108.96	111.70
Financial assets				
- Investments	0.20	430.55	0.20	90.62
- Trade Receivables	333.67	844.72	110.88	628.22
- Cash and cash equivalents	24.16	186.25	0.56	165.55
- Bank balances other than cash and cash equivalents	27.65	81.97	58.30	99.09
- Loans	597.88	673.12	611.34	938.89
Other financial assets	626.83	1,387.61	1,061.22	1,501.88
Other current assets	115.23	172.51	96.14	158.41
	1,804.30	**3,857.74**	**2,047.60**	**3,694.36**
Assets classified as held for sale	-	314.35	-	430.21
	1,804.29	**4,172.09**	**2,047.60**	**4,124.57**
Total assets	**8,002.13**	**15,412.94**	**8,632.52**	**14,948.52**
Equity and liabilities				
Equity				
Equity share capital	0.10	0.10	0.10	0.10
Other equity	701.46	(1,702.06)	1,293.16	(1,310.28)
Equity attributable to the equity holders of the parent	701.56	(1,701.96)	1,293.26	(1,310.18)
Non-controlling interests	-	(115.75)	-	(44.35)
Total equity	**701.56**	**(1,817.71)**	**1,293.26**	**(1,354.53)**
Liabilities				
Non-current liabilities				

Financial liabilities				
Borrowings	3,548.17	8,366.56	3,695.48	7,579.81
Trade payables	-	-	-	-
Lease liabilities	-	9.33	-	4.86
Other financial liabilities	60.45	211.99	96.61	336.32
Provisions	3.89	40.95	4.40	42.15
Deferred tax liabilities (net)	-	-	-	-
Other non-current liabilities	-	1.40	-	2.16
	3,612.51	**8,630.23**	**3,796.49**	**7,965.30**
Current liabilities				
Financial liabilities				
Borrowings	639.33	854.31	1,323.94	3,507.18
Trade payables	506.46	1,854.73	500.71	1,988.56
Lease liabilities	-	9.35	-	7.27
Other current financial liabilities	2,450.07	4,469.07	1,648.13	1,920.12
Provisions	0.52	692.47	0.62	739.39
Other current liabilities	91.68	689.31	69.37	140.15
Current tax liabilities (net)	-	8.87	-	12.67
	3,688.06	8,578.11	3,542.77	8,315.34
Liabilities directly associated with assets classified as held for sale	-	22.31	-	22.41
	3,688.05	**8,600.42**	**3,542.77**	**8,337.75**
Total liabilities	**7,300.56**	**17,230.65**	**7,339.26**	**16,303.05**
Total equity and liabilities	**8,002.13**	**15,412.94**	**8,632.52**	**14,948.52**

GMR POWER AND URBAN INFRA LIMITED
Unaudited Pro Forma Condensed Statement of Profit and Loss (Post effect of Composite Scheme)
All amounts are in INR crores, unless otherwise stated

Particulars	**March 31, 2021**		**September 30, 2021**	
	Standalone	**Consolidated**	**Standalone**	**Consolidated**
Continuing operations				
Income				
Revenue from operations:				
Revenue from contracts with customers	1,055.59	2,548.31	579.35	1,790.70
Other operating income	386.07	18.56	200.88	0.59
Finance Income	-	166.36		135.34
Other income	18.55	330.64	6.05	83.74
Total income	**1,460.21**	**3,063.87**	**786.28**	**2,010.37**
Expenses				
Revenue share paid/payable to concessionaire grantors	-	124.08	-	69.39
Consumption of fuel	-	-	-	-
Cost of material consumed	662.56	662.56	324.73	324.73
Purchase of traded goods	-	954.03	-	940.57
Increase in stock in trade	-	-	-	-
Construction Expenses	-	-	-	-
Sub-contracting expenses	194.66	297.20	148.92	174.16
Employee benefit expenses	22.81	63.60	9.66	30.46
Other expenses	130.97	316.33	47.13	137.68
Depreciation and amortisation expenses	20.61	122.94	9.72	52.77
Finance costs	814.11	1,529.14	296.92	661.82
Total expenses	**1,845.72**	**4,069.88**	**837.08**	**2,391.58**
(Loss)/ profit before share of net loss of investments accounted for using equity method, exceptional items and tax from continuing operations	(385.51)	(1,006.01)	(50.80)	(381.21)
Share of net (loss)/profit of investments accounted for using equity method (net)	-	(271.09)	-	112.86
(Loss)/ profit before exceptional items and tax from continuing operations	**(385.51)**	**(1,277.10)**	**(50.80)**	**(268.35)**
Exceptional items	(783.79)	(880.57)	590.87	537.00
(Loss)/ profit before tax from continuing operations	**(1,169.30)**	**(2,157.67)**	**540.07**	**268.65**
Tax expenses of continuing operations				
Current tax	-	25.70	-	46.42
Adjustments of tax relating to earlier periods	-	6.36	-	4.03
Deferred tax credit	-	(8.17)	-	0.10
a) MAT credit entitlement	-	-	-	-
b) Deferred tax expense / (credit)	(3.86)	-	-	-
(Loss)/ profit after tax from continuing operations	**(1,165.44)**	**(2,181.56)**	**540.07**	**218.10**

Discontinued operations				
Loss from discontinued operations before tax expenses	-	(0.02)	-	0.26
Tax expense of discontinued operations	-	-	-	-
Current tax	-	-	-	-
Adjustments of tax relating to earlier periods	-	-	-	-
Deferred tax credit	-	-	-	-
Loss after tax from discontinued operations	**(1,165.44)**	**(0.02)**	**540.07**	**0.26**
(Loss)/ profit for the year (A)	**(1,165.44)**	**(2,181.58)**	**540.07**	**218.36**
Other comprehensive income				
Other comprehensive income to be reclassified to profit or loss in subsequent periods:				
Net gain on hedge of a net investment				
Income tax				
Total				
Exchange differences on translation of foreign operations	**-**	**(8.87)**	**-**	**24.49**
Income tax effect	-	-	-	-
	-	**(8.87)**	**-**	**24.49**
Net movement on cash flow hedges				
Income tax effect				
Total				
Net other comprehensive income to be reclassified to profit or loss in subsequent periods				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-measurement gains (losses) on post employment defined benefit plans	0.55	0.59	(0.45)	(0.39)
Income tax effect	-	(0.03)	-	-
Total				
Revaluation of land and buildings				
Income tax				
Total				
Net loss on fair valuation through other comprehensive income ('FVTOCI') of equity securities	(516.40)	-	(147.15)	-
Income tax	120.30	-	34.28	-
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	**(395.55)**	**0.56**	**(113.32)**	**(0.39)**

Other comprehensive income for the year, net of tax (B)	**(395.55)**	**(8.31)**	**(113.32)**	**24.10**
Total comprehensive (loss)/ income for the year, net of tax (A + B)	**(1,560.99)**	**(2,189.89)**	**426.75**	**242.46**

GENERAL INFORMATION

REGISTERED OFFICE OF OUR COMPANY

GMR Power and Urban Infra Limited
Naman Centre, 701, 7th Floor,
Opp. Dena Bank, Plot No. C-31, G-Block,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra, India.
Tel – +91 22 4202 8000**; Fax –** +91 22 4202 8004
Email: gpuil.cs@gmrgroup.in
Website: www.gmrpui.com
Corporate Identification Number: U45400MH2019PLC325541

REGISTRAR OF COMPANIES

Registrar of Companies, Maharashtra at Mumbai
100, Everest, Marine Drive, Mumbai – 400 002, India
Website: www.mca.gov.in

BOARD OF DIRECTORS OF OUR COMPANY

The following table sets out details regarding our Board as on the date of this Information Memorandum:

Sr. No.	Name	DIN	Address	Designation
1.	Grandhi Mallikarjuna Rao	00574243	D-17, Varalakshmi Nilayam, Pushpanjali Farms, Dwarka Link Road, New Delhi-110061.	Non-Executive Chairman (Additional Director)
2.	Srinivas Bommidala	00061464	Sy. No. 7/26/1, Nitte Meenakshi Engg. College Road, Vodeyarapura,Yelahanka Hobli, Bangalore, 560 063	Managing Director (Additional Director)
3.	Grandhi Kiran Kumar	00061669	D-17, Varalakshmi Nilayam, Pushpanjali Farms, Dwarka Link Road, New Delhi-110061.	Additional Director
4.	Venkatanageshwara Rao Boda	00051167	No. 98, next to NAL Layout, Behind FCI Building, East End Main Road, 4th Block Jayanagar, Bangalore- 560041	Additional Director
5.	Gunuputi Subba Rao	00064511	D-168, First Floor, Defence Colony, New Delhi- 110024	Executive Director (Additional Director)
6.	Madhva B. Terdal	05343139	2103, Floor 20, Plot 956, 2 Pearl Residency, Rahimtullah Sayani Road, Prabha Devi, Mumbai – 400025	Additional Director
7.	Vissa Siva Kameswari	02336249	No. 48, Flat F, Akshaya Homes, 3rd Main Road, Gandhi Nagar, Adyar, Chennai–600020, India	Independent Director (Additional Director)
8.	Suresh Narang	08734030	20-01, Beverly Hill Apartments, 61, Grange Road, Singapore- 249570	Independent Director (Additional Director)
9.	Satyanarayana Beela	09462114	50-50-27/7, Balaya Sastry Layout, TPT Colony, Near Gurudwara Junction, Seethammadhara, Visakhapatnam, Andhra Pradesh- 530013	Independent Director (Additional Director)
10.	Subodh Kumar Goel	00492659	D42, Sector 41, Block D, Gautam Budh Nagar, Noida- 201301 (UP)	Independent Director (Additional Director)
11.	Emandi Sankara Rao	05184747	B 23,24 Albert Mansion Road no. 7, Prabhat Colony, Santacruz (East), Mumbai, Maharashtra- 400055	Independent Director (Additional Director)
12.	I.V. Srinivasa Rao	01541362	No. 186, 4th Main, 4th Cross, Dollars Layout, 4th Phase, JP Nagar, Bangalore-560078	Independent Director (Additional Director)

For further details of our Board of Directors, please refer to the chapter titled *"Our Management"* beginning on page 151 of this Information Memorandum.

COMPANY SECRETARY & COMPLIANCE OFFICER

Vimal Prakash
Tel: 011- 49216760
Email: GPUIL.CS@gmrgroup.in
Website: www.gmrpui.com

STATUTORY AUDITOR

Walker Chandiok & Co LLP
Address: L-41, Connaught Circus, Outer Circle, New Delhi - 110001
Tel No.: +91 11 42787070
Firm Reg. No. 001076N/N500013
Email Id: Neeraj.sharma@walkerchandiok.com
Contact Person: Neeraj Sharma
Membership No: 502103
Peer Review Number: 011707

REGISTRAR AND SHARE TRANSFER AGENT

Kfin Technologies Private Limited
Selenium Building , Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032
Tel: 040 - 67162222
Fax: 040 - 23431551
Website: www.kfintech.com
Email: einward.ris@kfintech.com
Contact Person: S.V. Raju
SEBI Registration Number: INR000000221

AUTHORITY FOR LISTING

The Hon'ble National Company Law Tribunal, Mumbai Bench through an order dated December 22, 2021 has sanctioned the Composite Scheme of Arrangement under the provisions of sections 230 to 232, read with section 66 and other applicable provisions of, the Companies Act, 2013 involving amongst GMR Power Infra Limited and GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective shareholders. For more details relating to the Composite Scheme of Arrangement, please refer to "*Objects and Rationale of the Scheme*" on page 42. In accordance with the Composite Scheme of Arrangement, Demerged Undertaking of GMR Infrastructure Limited has been transferred to and vested with Company with effect from the Appointed Date viz. April 01, 2021 in accordance with Sections 230 to 232 of the Companies Act, 2013 and applicable laws. In accordance with the said Scheme, the Equity Shares of our Company shall be listed and admitted to trading on BSE and NSE. Such listing and admission for trading is not automatic and will be subject to fulfilment of listing criteria by our Company as permitted by BSE and NSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application for listing by our Company. Observations letters from BSE and NSE in relation to the Composite Scheme of Arrangement were granted to GIL vide their letters dated December 18, 2020 and December 21, 2020 respectively.

ELIGIBILITY CRITERIA

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter II or Chapter III of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is not applicable. SEBI has vide its circular SEBI/CFD/DIL3/CIR/2017/21 dated March 10, 2017; CFD/DIL3/CIR/2017/26 dated March 23, 2017 and CFD/DIL3/CIR/2018/2 dated January 3, 2018 (the "**SEBI Circular**") has subject to certain conditions permitted unlisted issuer companies to make an application for relaxation from the strict enforcement of Rule 19(2)(b) of SCRR.

Our Company submitted this Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE. It shall be made publicly available through the respective websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com and through our website on www.gmrpui.com. Our Company will publish an advertisement, in the newspapers containing its details as per the SEBI Circular with the details required in terms of Annexure A Part III (A) para 2 sub – clause 5 of the SEBI Circular. The advertisement shall draw specific reference to the availability of the Information Memorandum on our Company's website.

PROHIBITION BY SEBI

The Company, its Promoters, its Directors, Promoter Group entities and persons in control of the corporate Promoters, have not been prohibited from accessing the capital market under any order or directions passed by SEBI.

GENERAL DISCLAIMER FROM COMPANY

The Company accepts no responsibility for any statement made otherwise than in this Information Memorandum or in the advertisement to be published in terms of SEBI Circular, or any other material issued by or at the instance of Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

LISTING

The Company has nominated BSE Limited as Designated Stock Exchange for the aforesaid listing of the Equity Shares. The Company has received in-principle approvals from BSE on February 25, 2022 and NSE on February 25, 2022 and has received approval from SEBI under 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 on March 11, 2022. The Company will now apply for commencement of trading at BSE and NSE.

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Girish Murthy & Kumar, Chartered Accountant was appointed as First Auditor of the Company and held office till the conclusion of 1st Annual General Meeting held on October 16, 2020. The shareholders at the 1st Annual General Meeting had appointed Walker Chandiok & Co LLP as Auditors of the Company to hold office till the conclusion of 6th Annual General Meeting.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Information Memorandum is set forth below:

Particulars	Aggregate Value in cr (in ₹)
Authorised Share Capital	
110,00,00,000 Equity Shares of ₹ 5 each	550.00
Total	**550.00**
Issued, Subscribed and Paid up Capital	
60,35,94,528 Equity Shares of ₹ 5 each	301.80
Total	301.80

NOTES TO THE CAPITAL STRUCTURE

1. **Details of changes in Authorized Share Capital:**

For details of the changes to the Authorised Share Capital of our Company, see "*History and Other Corporate Matters – Amendments to our Memorandum of Association*" on page 112.

2. **History of Equity Share Capital of our Company:-**

Date of allotment /fully paid up	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up share capital (₹)
Upon Incorporation	1,00,000	10	10	Cash	Subscription to the MOA(1)	1,00,000	10,00,000
Upon effectiveness of the Scheme	(1,00,000)	10	-	-	Cancellation of Equity Shares(2)	-	-
January 31, 2022	60,35,94,528	5	5	Consideration other than cash	Allotment pursuant to the Scheme(3)	60,35,94,528	301,79,72,640

(1) *Allotment of 99,994 equity shares to GMR Infrastructure Limited, 1 equity share to Venkat Ramana Tangirala, 1 equity share to Saurabh Chawla, 1 equity share to Suresh Bagrodia, 1 equity share to Sushil Kumar Modi, 1 equity share to Govindarajulu Tata, 1 equity share to M.V. Srinivas as nominees of GMR Infrastructure Limited.*

(2) *Cancellation of 1,00,000 Equity Shares upon effectiveness of the Scheme pursuant to the Composite Scheme of Arrangement.*

(3) *Allotment of* 60,35,94,528 *Equity Shares to the eligible shareholders of GMR Infrastructure Limited as on the record date fixed for the purpose i.e. January 12, 2022, pursuant to the Composite Scheme of Arrangement.*

3. Other than the allotment of Equity Shares pursuant to the Scheme, our Company has not allotted any Equity Shares for consideration other than cash.

4. As on the date of this Information Memorandum, our Company does not have any preference share capital.

5. **Shareholding of our Promoter and Promoter Group and directors/partners of our corporate Promoters**

Sr. No.	Name of the Shareholder	No. of Equity Shares	% of paid up capital
Promoters			
1	Grandhi Mallikarjuna Rao	25,333	0.00
2	GMR Enterprises Private Limited	27,40,84,313	45.41
Sub-Total (A)		**27,41,09,646**	**45.41**
Promoter Group			
3	Mallikarjuna Rao Grandhi (HUF)	1,47,800	0.02
4	Grandhi Butchi Sanyasi Raju (HUF)	29,250	0.00
5	Kirankumar Grandhi (HUF)	20,000	0.00
6	Srinivas Bommidala HUF	20,000	0.00
7	Varalakshmi Grandhi	94,266	0.02
8	Srinivas Bommidala	25,166	0.00

Sr. No.	Name of the Shareholder	No. of Equity Shares	% of paid up capital
9	Kirankumar Grandhi	67,216	0.01
10	Grandhi Ragini	2,51,370	0.04
11	Buchi Sanyasi Raju Grandhi	25,166	0.00
12	B Rama Devi	25,590	0.00
13	Grandhi Smitha Raju	2,34,850	0.04
14	Hyderabad Jabilli Properties Private Limited	57,50,000	0.95
15	Varalakshmi Enterprises LLP	67,0497	0.11
16	GMR Infra Ventures LLP	31,32,181	0.52
17	GMR Business And Consultancy LLP	7,65,13,516	12.68
18	Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee	100	0.00
19	Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee	100	0.00
20	Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee	100	0.00
21	Srinivas Bommidala and Ramadevi Trust - Mr. Srinivas Bommidala, Trustee	100	0.00
Sub-Total (B)		**8,70,07,268**	**14.42**
Total (A+B)		**36,11,16,914**	**59.83**
Directors of Corporate Promoter			
1	G.M. Rao	1,73,233*	
2	Kiran Kumar Grandhi	87,316*	
3	Srinivas Bommidala	45,266*	
4	B.V.N. Rao	18,214	
5	Buchi Sanyasi Raju Grandhi	54,516*	
6	B Rama Devi	25,590	
	Total	3,24,029	

* Includes the shares as Karta of HUF and Trustee of Trust, which shares have already been in the promoter group above.

6. **Build-up of the Promoter's Shareholding in our Company**

The build-up of the Equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Name of the Promoter	Nature of transaction	Date of allotment	No. of equity shares	Face Value per equity share (in ₹)	Issue Price/Transfer Price (in ₹)
Grandhi Mallikarjuna Rao	Pursuant to Scheme	January 31, 2022	25,333	5	-
GMR Enterprises Private Limited			27,40,84,313		
Total			**27,41,09,646**	-	-

7. **Details of Lock-in**

In accordance with paragraph (III)(A)(3) of Annexure 1 of the SEBI circular bearing no. CFD/DIL3/CIR/2017/21 as amended by SEBI circular bearing no. CFD/DIL3/CIR/2018/2 dated January 03, 2018, the shareholding of our Promoter and the shareholders of our Company is exempt from lock-in, since the shareholding of our Company post effectiveness of the Scheme is exactly similar to the shareholding pattern of GMR Infrastructure Limited.

8. Shareholding Pattern

The table below represents the equity shareholding pattern of Company as on date of this Information Memorandum:

Category	Category of Shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C) (Refer Note 1 below)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered (Refer note 2 below)		Number of equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	21	36,11,16,914	-	-	36,11,16,914	59.83	36,11,16,914	59.83	-	59.83	-	-	23,74,41,212	65.75	36,11,16,914
B	Public	3,79,715	24,24,77,614	-	-	24,24,77,614	40.17	24,24,77,614	40.17	-	40.17	-	-	-	-	24,24,77,614
C	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**3,79,736**	**60,35,94,528**	**-**	**-**	**60,35,94,528**	**100.00**	**60,35,94,528**	**100.00**	**-**	**100.00**	-	-	237441212	65.75	**60,35,94,528**

Note-1. In accordance with the requirements of Section 2(19AA) of the Income Tax Act, 1961, part of the liability pertaining to the outstanding Foreign Currency Convertible Bonds (FCCBs)of GMR Infrastructure Limited (GIL) attributable to the Demerged Undertaking stands vested to the Company pursuant to the Demerger. Thus consequent to the Scheme, subject to necessary regulatory approval, the Company is required to allot FCCBs of USD 27,50,00,000 attributable to Demerged Undertaking. Once allotted these FCCBs of 27,50,00,000 will account for 11,12,41,666 equity shares based on Share Swap ratio. Assuming full conversion of said FCCBs the Promoter / Promoter Group holding would reduce from 59.83% to about 49.48% and the Public Shareholding would increase from 40.17% to about 50.52%

2. The detail of shares pledged by the Promoter & Promoter Group is indicated on the basis of Auto Credit Action executed by the depositories in the normal course of entitlements in demerger and may not reflect an agreed contractual position.

9. **The list of the shareholders of the Company aggregating to 80% or more of the paid up share capital of the Company:**

a. As on the date of the filing of this Information Memorandum, our Company has 3,79,736 shareholders (Consolidated based on PAN).

b. *As on the date and ten days prior to the date of this Information Memorandum*:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of the total Paid-up Share Capital
1	GMR Enterprises Private Limited	27,40,84,313	45.41
2	GMR Business and Consultancy LLP	7,65,13,516	12.68
3	DVI Fund (Mauritius) Limited	5,12,50,711	8.49
4	ASN Investment Limited	4,39,06,992	7.27
5	Nomura Singapore Limited ODI	1,68,13,093	2.79
6	Varanium India Opportunity Ltd	1,38,50,468	2.29
7	Life Insurance Corporation of India	1,03,02,313	1.72
8	GKK Capital Markets Private Limited	71,56,296	1.19
	Total	**49,38,77,702**	**81.84**

c. *One year prior to the date of this Information Memorandum*:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of the then existing Paid-up Share Capital
1.	GMR Infrastructure Limited*	1,00,000	100.00
	Total	**1,00,000**	**100.00**

**It includes the six nominee shareholders. Upon effectiveness of the Scheme on December 31, 2021, the shares held by GMR Infrastructure Limited stand cancelled as per the Scheme.*

d. *Two years prior to the date of this Information Memorandum*:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of the then existing Paid-up Share Capital
1.	GMR Infrastructure Limited*	1,00,000	100.00
	Total	**1,00,000**	**100.00**

**It includes the six nominee shareholders.*

10. Our Company reserves the right, subject to applicable law and requisite approvals, to alter its capital structure at any time, including after the date of this Information Memorandum. Such alteration may be in any permissible manner, including by way of split or consolidation of the denomination of Equity Shares, or by way of any mode of further issue of securities (including issue of securities convertible into or exchangeable directly or indirectly for Equity Shares).

11. As on the date of this Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares. In accordance with the requirements of Section 2(19AA) of the Income Tax Act, 1961, part of the liability pertaining to the outstanding Foreign Currency Convertible Bonds (FCCBs) of GMR attributable to the Demerged Undertaking stands transferred and vested to the Company pursuant to the Demerger. Thus as per clause 23.3 of the Scheme, FCCBs issued by GIL to the extent attributable to the Demerged Undertaking shall subject to necessary regulatory approval, become the Foreign Currency Convertible Bonds, with an option for conversion into equity, upon effectiveness of the Scheme.

12. Except for the allotment of the Equity Shares pursuant to the Scheme, no Equity Shares have been issued pursuant to a scheme approved under Sections 230 to 232 of the Companies Act, 2013.

13. Except for the allotment of Equity Shares pursuant to the Scheme, our Company has not issued any Equity Shares or preference shares during a period of one year preceding the date of filing this Information Memorandum.

14. Our Company does not have any employee stock option scheme as on the date of this Information Memorandum.

15. Our Company has not issued any Equity Shares out of revaluation reserves.

16. As on the date of this Information Memorandum, none of the Equity Shares of our Company are pledged.
17. Our Company and our Directors have not entered into any buy-back, standby or similar arrangements to purchase equity shares of our Company from any person
18. There shall be only one denomination of equity shares of our Company, subject to applicable the regulations.
19. Other than as provided in the Scheme, the members of the Promoter Group, the Promoters, our Directors and their relatives and the directors/partners of corporate Promoters have not purchased or sold, directly or indirectly, any securities of our Company during the period of six months immediately preceding the date of this Information Memorandum.
20. There have been no financing arrangements whereby our Promoters, any member of our Promoter Group, our Directors and their relatives and the directors/partners of our corporate Promoters have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of this Information Memorandum.
21. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "*Our Management*" beginning on page 151 of this Information Memorandum.
22. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Information Memorandum.
23. Our Company and the Directors have not entered into any buyback arrangements and or any other similar arrangements for the purchase of Equity Shares of our Company.

OBJECTS AND RATIONALE OF THE SCHEME

The text of the Objects and Rationale as provided in the Composite Scheme of Arrangement and Amalgamation:

Quote

This composite scheme of amalgamation and arrangement is presented under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Act (*as defined hereinafter*) among GMR Power Infra Limited ("**GPIL**" or the "**Amalgamating Company**"), GMR Infrastructure Limited ("**GIL**" or the "**Amalgamated Company**" or the "**Demerged Company**") and GMR Power and Urban Infra Limited ("**GPUIL**" or the "**Resulting Company**") and their respective shareholders.

1. PREAMBLE

This composite scheme of amalgamation and arrangement, *inter alia*, provides for:

a) amalgamation of GPIL with GIL pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*);

b) followed by the demerger of the Demerged Undertaking (*as defined hereinafter*), comprising of the EPC Business (*as defined hereinafter*) and the Urban Infrastructure Business (*as defined hereinafter*) of GIL, into GPUIL, pursuant to Sections 230 to 232 and other applicable provisions of the Act; and

c) various other matters consequential or otherwise integrally connected therewith;

each in the manner as more particularly described in this Scheme (*as defined hereinafter*).

2. DESCRIPTION OF GPIL, GIL and GPUIL

2.1. GPIL is a public limited company incorporated on February 25, 2011 under the provisions of the Companies Act, 1956 with its registered office at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Bandra Suburban, Maharashtra - 400051. GPIL is primarily engaged in the business of setting up, maintaining, operating all types of power plants, co-generation power plants, energy conservation projects, power houses, distribution systems for generation, distribution and supply of electrical energy, power generation by use of liquid, gaseous or solid fuels or through renewable energy sources, establishment and installation of all types of infrastructure required for generation, transmission and distribution of power and providing all types of consultancy services in the above areas, carrying on the business of traders, procurers, suppliers, distributors, converters, storers, processor, extractor, exporter and importer of all kind of fuels required for power generation, transmitting, distributing, supplying and selling such power, constructing, executing, developing, maintaining all plants, buildings, power houses, transmission lines to carry on the business of general electric power and supply company and gas work company, constructing, carrying out all necessary power stations, cables, wires, lines, lamps, and generating, accumulating, distributing, supplying electricity and gas to light cities, towns, streets, docks, markets, buildings, and places of both public and private. GIL and its nominees hold 49.98% of the issued share capital of GPIL, 49.99% of the issued share capital of GPIL is held by GMR Energy Projects (Mauritius) Limited ("**GEPML**"), and the remaining 0.03% of the issued share capital of GPIL is held by GMR Generation Assets Limited ("**GGAL**"). Both GEPML and GGAL are, directly or indirectly, subsidiaries of GIL.

2.2. GIL is a public limited company incorporated on May 10, 1996 under the provisions of the Companies Act, 1956, with its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GIL was incorporated as "Varalakshmi Vasavi Power Projects Limited" and changed its name to "GMR Vasavi Infrastructure Finance Limited" consequent to the fresh certificate of incorporation dated May 31, 1999, and subsequently to "GMR Infrastructure Limited" consequent to the fresh certificate of incorporation dated July 24, 2000. GIL is engaged in the infrastructure business and primarily undertakes the business of handling engineering, procurement and construction ("**EPC**") solutions in infrastructure sectors as a division and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities, for the purposes of various regulatory stipulations. GIL's EPC Business (*as defined hereinafter*) caters to the requirements of implementing the projects undertaken through its subsidiaries and group entities. GIL is also engaged in providing support activities, as well as, supervisory and management functions to its group entities. Incidental to its infrastructure business, it raises funds by way of equity and/or debt for further infusion into various special purpose vehicles (including for refinancing) and provides corporate guarantees, bank guarantees and letters of comfort on behalf of subsidiaries and group entities. The equity shares of GIL are listed on the Stock Exchanges (*as defined hereinafter*). GIL has also issued 10,000 (ten thousand) secured non-convertible debentures of Rs. 10,00,000 (Rupees Ten Lakh only) each aggregating to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) listed on the National Stock Exchange of India Limited.

2.3. GPUIL is a public limited company incorporated on May 17, 2019 under the provisions of the Act with its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GPUIL is incorporated with the object of, *inter alia,* acquiring of interest, right, title, permission, license for building, operating and for any other purposes in infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose off in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad. GIL and its nominees hold 100% of the issued equity share capital of GPUIL.

3. RATIONALE FOR RESTRUCTURING

3.1. Presently, GIL, directly and/or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business (*as defined hereinafter*) has a distinct operating model from that of the Urban Infrastructure Business (*as defined hereinafter*) and the EPC Business (*as defined hereinafter*) of GIL, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.

3.2. As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization, building further on their respective capabilities and their strong brand presence.

3.3. The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under GIL (in case of the Airport Business) and under GPUIL (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under GIL) and urban infrastructure and EPC (under GPUIL), which aims to unlock shareholder value.

3.4. The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.

3.5. Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable GIL and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.

3.6. The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.

3.7. The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within the Company with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.

3.8. The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

3.9. Accordingly, the Scheme is expected to be in the best interests of the Companies (*as defined hereinafter*) and their respective shareholders, employees and creditors.

3.10. In furtherance of the aforesaid, this Scheme provides for the following:

(a) the amalgamation of the Amalgamating Company with the Amalgamated Company and the dissolution of the Amalgamating Company without winding up and the cancellation of the equity shares of the Amalgamating Company held by the Amalgamated Company, its nominees, GGAL and GEPML ("**Amalgamation**");

(b) the transfer, by way of a demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company to the Resulting Company, the cancellation of equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) and the consequent issue of equity shares by the Resulting Company to the shareholders of Demerged Company in accordance with the Share Entitlement Ratio *(as defined hereinafter)* ("**Demerger**"); and

(c) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company; pursuant to Sections 230 to 232 and other applicable provisions of the Act, including Section 66 (to the extent applicable), in the manner provided for in this Scheme and in compliance with the provisions of the Income Tax Act, 1961, including Sections 2(1B) and 2(19AA) thereof.

3.11. The Amalgamation shall precede the Demerger.

Unquote

4. Brief background and salient features of the Scheme:

The salient features of the Scheme are as follows and the capitalised terms used herein below, shall have the meaning ascribed to such terms in the Scheme

(A) The Scheme provides for the Amalgamation and Demerger and various other matters consequential or otherwise integrally connected therewith pursuant to Sections 230 to 232 of the Act (including the Act as may be applicable) and in compliance with the provisions of the Income Tax Act, 1961. The Amalgamation will precede the Demerger.

(B) Appointed Date for the Amalgamation and the Demerger shall be April 1, 2021.

(C) "**Effective Date"** means the last of the dates on which all the conditions and matters referred to in Clause 40 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme. References to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly.

(D) The Scheme shall be effective from the Appointed Date and operative from the Effective Date.

(E) **Amalgamation:**

- Upon the coming into effect of the Scheme and with effect from the Appointed Date, the Amalgamating Undertaking (as defined in the Scheme) will, pursuant to the provisions of Sections 230 to 232, and other applicable provisions, if any, of the Act, be and stand transferred to and vested in the Amalgamated Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, the undertaking of the Amalgamated Company by virtue of and in the manner provided in the Scheme.
- Upon the coming into effect of the Scheme, all the estate, assets, investments, properties, rights, claims, title, interest and authorities, including all accretions to and appurtenances comprised in the Amalgamating Company, of whatsoever nature and wheresoever situate, whether or not included in the books of the Amalgamating Company, and all assets and properties, which are acquired by the Amalgamating Company, on or after the Appointed Date but prior to the Effective Date, shall, without any further act or deed, be and stand transferred to and vested in the Amalgamated Company, or be deemed to be transferred to and vested in the Amalgamated Company, as a going concern, so as to become, as and from the Appointed Date (or in case of any estate, assets, etc. acquired on a date after the Appointed Date, with effect from such date), the estate, assets, properties, rights, claims, title, interest and authorities of the Amalgamated Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.
- Upon the coming into effect of this Scheme, Liabilities of the Amalgamating Company, if any, whether or not recorded in its books and records, shall, under Sections 230 to 232, read with other applicable provisions of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in and be deemed to have been transferred to and vested in the Amalgamated Company, and the same shall be assumed by the Amalgamated Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date (or in case of any Liability incurred on a date after the Appointed Date, with effect from such date) the Liabilities of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Company and the Amalgamated Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.
- All Encumbrances, if any, existing prior to the Effective Date over the assets of the Amalgamating Company shall, after the Effective Date, without any further act, instrument or deed, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Provided that if any of the assets of the Amalgamating Company have not been Encumbered in respect of the Liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Amalgamated Company. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of this Clause.
- The existing Encumbrances over the other assets and properties of the Amalgamated Company or any part thereof which relate to the Liabilities and obligations of the Amalgamated Company prior to the Effective Date shall continue to relate to such assets and properties and shall not extend or attach to any of the assets and properties of the Amalgamating Company transferred to and vested in the Amalgamated Company by virtue of the Scheme.
- GPIL shall stand dissolved without winding up, and the equity shares held by the Company, its nominees, GGAL and GEPML in GPIL shall stand cancelled.

(F) **Demerger:**

- Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and without any further act or deed, be demerged from the Demerged Company and be transferred to and vested in and be deemed to have been demerged from the Demerged Company and transferred to and vested in the Resulting Company as a going concern so as to become, as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Resulting Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.
- Upon coming into effect of this Scheme and with effect from the Appointed Date, all debts, duties, obligations, and Liabilities (including contingent liabilities) of Demerged Company forming part of the

Demerged Undertaking shall stand transferred to Resulting Company to the extent that they are outstanding as on the Effective Date. The Scheme further stipulates the manner in which Encumrbaces are to be transferred and also provides respective Boards of the Demerged Company and the Resulting Company may mutually agree to retain Encumbrances on the assets of the Demerged Undertaking which do not pertain to the Demerged Liabilities or retain Encumbrances on the assets of the Retained Business, which pertain to the Demerged Liabilities. An interim application clarifying these provisions have been filed before the NCLT and have been allowed by NCLT.

- Upon the Scheme coming into effect, all equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) shall stand cancelled without any further application, act or deed.
- The Company's shareholders, as on the Record Date (as defined in the Scheme), shall be issued and allotted fully paid up equity shares in GPUIL in the share entitlement ratio as specified in the Scheme.

APPROVALS WITH RESPECT TO COMPOSITE SCHEME OF ARRANGEMENT AND AMALGAMATION

The Audit Committee and the Board of Directors of GIL at their respective meeting held on August 27, 2020 have approved the Scheme. The Board of Directors of GPIL and the Company have approved Scheme at their respective meeting held on August 27, 2020. The Shareholders and Secured Creditors of GIL at their respective meeting held on September 29, 2021, have approved the Scheme. The necessary written consent to the Scheme were obtained from the Unsecured Creditors of GIL, GPIL and the Company and from the shareholders of GPIL and the Company and accordingly the meetings of Unsecured Creditors of GIL, GPIL and the Company and shareholders of GPIL and the Company were dispensed by the NCLT. There were no secured creditors in GPIL and the Company. The NCLT vide its order dated December 22, 2021 has sanctioned the Composite Scheme of Arrangement and Amalgamation. The Scheme has been made effective from December 31, 2021 with the appointed date of April 1, 2021. In accordance with the said Scheme, the equity shares of our Company issued subject to applicable regulations shall be listed and admitted to trading on the BSE and NSE. Such listing and admission for trading is not automatic and will be subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of application by our Company seeking listing.

STATEMENT OF POSSIBLE TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO GMR POWER AND URBAN INFRA LIMITED INCLUDING ITS SUBSIDIARIES, NAMELY, GMR AEROSTRUCTURE SERVICES LIMITED, GMR INFRASTRUCTURE (MAURITIUS) LIMITED, GMR ENERGY TRADING LIMITED AND JOINT VENTURE COMPANIES, NAMELY, GMR WARORA ENERGY LIMITED AND GMR KAMALANGA ENERGY LIMITED (ALL COMPANIES COLLECTIVELY KNOWN AS 'RELEVANT COMPANIES') AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To
The Board of Directors
GMR Power and Urban Infra Limited
Naman Center, 701, 7th Floor,
Plot No. C-31, G Block, Bandra Kurla Complex,
Mumbai - 400051, Maharashtra, India

Sub: Proposed listing of equity shares of GMR Power and Urban Infra Limited (the "Company") on BSE Limited and the National Stock Exchange of India Limited pursuant to Composite Scheme of Arrangement

1. This report is issued in accordance with the terms of our engagement letter dated 20 January 2022.
2. The accompanying Statement of Possible tax Benefits available to GMR Power and Urban Infra Limited and its shareholders and its Relevant Companies (hereinafter referred to as "**the Statement**") under the Income Tax Act, 1961 (read with Income Tax Rules, Circulars, notifications) as amended by the Finance Act, 2021 (hereinafter referred to as the "**Income Tax Regulations**"), has been prepared by the management of the Company in connection with the offering, which we have initialled for identification purposes.

Management's Responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the Information Memorandum document, is the responsibility of the management of the Company and has been approved by the Executive Committee of the Board of Directors of the Company at its meeting held on 14 January 2022 for the purpose set out in paragraph 9 below.
4. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

5. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.
6. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the 'ICDR Regulations') and the Companies Act 2013 ('Act'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible tax benefits available as of 20 January 2022 to the Company, the shareholders of the Company and Relevant Companies, in accordance with the Income Tax Regulations as at the date of our report.
7. It is imperative to note that we have relied upon a representation from the Management of the Company with respect to the overseas material subsidiary, GIML, which is registered in Mauritius, regarding the special tax benefits available to GIML in Mauritius.
8. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the Regulations in connection with the Offering.

Inherent Limitations

9. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

   Some of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders or its Relevant Companies fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders or its Relevant Companies to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

   The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

   Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

10. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible tax benefits available as of 20 January 2022, to the Company and its shareholder and its Relevant Companies, in accordance with the Income Tax Regulations as at the date of our report.

    Considering the matter referred to in paragraph 6 above, we are unable to express any opinion or provide any assurance as to whether:

    (i) The Company or its shareholders or its Relevant Companies will continue to obtain the benefits per the Statement in future; or

    (ii) The conditions prescribed for availing the benefits per the Statement have been/ would be met with.

Restriction on distribution or Use

11. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Information Memorandum document to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Sujay Paul
Partner
Membership No.: 096314
UDIN: 22096314AAAAAR8226

Date: 22 January 2022
Place: Noida
Encl. Annexure

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO GMR POWER AND URBAN INFRA LIMITED ('THE COMPANY' or 'GPUIL') INCLUDING ITS SUBSIDIARIES, NAMELY, GMR AEROSTRUCTURE SERVICES LIMITED ('GASL'), GMR INFRASTRUCTURE (MAURITIUS) LIMITED ('GIML'), GMR ENERGY TRADING LIMITED ('GETL') AND JOINT VENTURE COMPANIES, NAMELY, GMR WARORA ENERGY LIMITED ('GWEL') AND GMR KAMALANGA ENERGY LIMITED ('GKEL') (HERINAFTER GASL, GETL, GWEL & GKEL COLLECTIVELY KNOWN AS 'RELEVANT INDIAN COMPANIES') AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The information provided below sets out the possible tax benefits available to the Company, Relevant Indian Companies & GIML and its Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Several of these benefits are dependent on the Company, Relevant Indian Companies & GIML or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act, 1961. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor advising the investor to invest money based on this Statement.

You should consult your own tax advisors concerning the Indian tax implications and consequences of purchasing, owning and disposing of equity shares in your particular situation.

A. BENEFITS TO GPUIL, RELEVANT INDIAN COMPANIES & GIML UNDER THE ACT:

The Company and Relevant Indian Companies will be entitled to deduction under the sections mentioned hereunder from its total income chargeable to Income Tax.

I. General Tax Benefits to the Company and Relevant Indian Companies

The following tax benefits are available to GPUIL and Relevant Indian Companies subject to fulfilling prescribed conditions as per the respective provisions.

1. Benefit of lower rate of tax under Section 115BAA of the Act and corresponding exemption from applicability of Minimum Alternate tax ('MAT') provisions under section 115JB of the Act.

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA in the Income Tax Act, 1961 ('the Act') wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate is available from FY 2019-20 relevant to AY 2020-21 and the option once exercised shall apply to subsequent assessment years. The concessional rate of 22% is subject to the company not availing any of the following specified tax exemptions/incentives under the Act:

- Deduction u/s 10AA: Tax holiday available to units in a Special Economic Zone;
- Deductions available under the Chapter VI-A except under section 80JJAA and section 80M;
- Deduction u/s 32(1)(iia): Additional Depreciation;
- Deduction u/s 32AD: Investment allowance;
- Deduction u/s 35AD: Deduction for capital expenditure incurred on specified businesses;
- Deduction under certain sub-sections/clauses of Section 35: Expenditure on scientific research.

The total income of a company availing the concessional tax rate of 22% is required to be computed without set-off of any brought forward losses and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate on or before the due date of filing the return of income under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

GETL, GASL, GKEL and GWEL have decided to opt for the reduced tax rate of 22% under section 115BAA of the Act from FY 2019-20 relevant to AY 2020-21 onwards.

2. Section 32 – Depreciation Allowance

As per section 32(1) of the Act, a company can claim depreciation allowance at the prescribed rates in respect of the following assets:

- Tangible assets being building, machinery, plant or furniture;
- Intangible assets being know-how, patents, copyrights, trademarks, licences, franchises or any other business or commercial rights of similar nature acquired on or after 1 April 1998

As per the provisions of Section 32(1)(iia) of the Act, a company engaged in the business of manufacture or production of any article or thing or in the business of generation, transmission or distribution of power is entitled to claim additional depreciation at the rate of 20% of the actual cost of any new machinery or plant acquired and installed after March 31, 2005. In case such new plant and machinery is acquired and put to use for less than 180 days during the first year, additional depreciation is restricted at 10% in the year one of acquisition. The balance 10% additional depreciation is allowed in the next year. However, no deduction is allowed in respect of:

- Ships and Aircraft;
- Any machinery or plant which, before its installation by the company, was used either within or outside India by any other person;
- Any machinery or plant installed in any office premises or any residential accommodation, including accommodation in the nature of a guest-house;
- Any office appliances or road transport vehicles; or
- Any machinery or plant, the whole of the actual cost of which is allowed as a deduction (whether as depreciation or otherwise) in computing the income under the head 'Profits and gains from business and profession' of any one FY.

Further, the companies which opt for concessional tax rates are not eligible for additional depreciation under Section 32(1)(iia) of the Act. Since GETL, GASL, GKEL and GWEL have opted for the concessional tax rate they are not eligible for claiming additional depreciation in respect of any new machinery or plant acquired subject to the fulfilment of conditions mentioned therein.

3. Section 35 - Deduction of expenditure on scientific research

Section 35(1)(i) and Section 35(1)(iv) - A company is eligible for deduction (100%) in respect of any revenue or capital expenditure (other than expenditure on the acquisition of any land) respectively incurred on scientific research related to its business. The said deduction will also be available to companies opting for the concessional tax rate under section 115BAA of the Act.

- **Section 35(1)(ii) -** With effect from AY 2021-22, a company can claim deduction of 100% of any sum paid to an approved research association (which has as its object, the undertaking of scientific research) or to a university, college or other institution to be used for scientific research. Further, for any amount paid after 1 April 2020, the deduction shall be equal to the sum so paid. However, the said deduction will not be available to companies opting for the concessional tax rate under section 115BAA of the Act.
- **Section 35(1)(iia) -** Any sum paid to a company registered in India (which has as its main object the conduct of scientific research and development) and is approved by the prescribed authority can be claimed as deduction to the extent of the amount so paid. However, the said deduction will not be available to companies opting for the concessional tax rate under section 115BAA of the Act.

- **Section 35(1)(iii)** – A company is eligible for a deduction of the sum paid to an approved research association, university, college or other institution to be used for research in social science or statistical research. This deduction available is equal to amount paid to approved research association, university, college, or institution. However, the said deduction will not be available to companies opting for the concessional tax rate under section 115BAA of the Act.
- **Section 35(2AA) -** With effect from AY 2021-22, a company is eligible for deduction of 100% of payments made to a National Laboratory, a University, an Indian Institute of Technology or a specified person in respect of programs approved by the prescribed authority for scientific research. The weighted deduction is available provided the sum is paid with specific direction that it is to be used for scientific research approved by the prescribed authority. However, the said deduction will not be available to companies opting for the concessional tax rate under section 115BAA of the Act.
- **Section 35(2AB) -** With effect from AY 2021-22, a deduction of 100% of expenditure incurred on scientific research (excluding cost of land or building) in an approved in-house research and development facility is available to any company engaged in the business of manufacturing articles or things, not being items mentioned in the Eleventh Schedule. However, the said deduction will not be available to companies opting for the concessional tax rate under section 115BAA of the Act.

Since GETL, GASL, GKEL and GWEL have decided to opt for the concessional tax rate under section 115BAA, only the deduction for expenditure on scientific research under the aforesaid provisions of Section 35(1)(i) and Section 35(1)(iv) can be claimed subject to the conditions specified therein

4. **Section 35AD: Deduction on** Investment linked incentives for specified Businesses-

A company can claim investment linked incentives with respect to the capital expenditure incurred for setting up and operation of specified businesses such as a new infrastructure facility. Further, once investment linked incentive for the capital expenditure is availed under this section, no benefit shall be allowed in respect of such specified business under Chapter VIA of the Act.

However, since GETL, GASL, GKEL and GWEL have opted for the concessional tax rate under section 115BAA, the aforesaid deduction cannot be claimed.

5. **Section 80M: Deduction on inter-corporate dividends**

The Dividend Distribution Tax ('DDT') applicable on companies on declaration of dividend has been abolished by the Finance Act 2020 with effect from 1st April 2020. Dividend income shall be taxable in the hands of shareholders with effect from AY 2021-22.

The Finance Act, 2020 has inserted section 80M effective 01 April 2021 to eliminate the cascading tax effect in case of inter-corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date. In this case, due date means one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

GPUIL has multiple companies and should be eligible to claim this deduction under section 80M in respect of dividends received from the companies and further distributed to its shareholders subject to conditions of section 80M of the Act.

6. **Section 80JJAA: Deduction in respect of employment of new employees**

As per section 80JJAA, where a company is subject to tax audit under section 44AB of the Act and derives income from business, shall be allowed deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the previous year through an account payee cheque or account payee bank draft or by use of electronic clearing system through a bank account or through such other electronic mode as may be prescribed. The deduction under section 80JJAA of the Act would continue to be available to the company even where the company opts for the lower tax rate of 22% under the provisions of section 115BAA of the Act.

All the companies, irrespective of whether it has opted for concessional tax rate under section 115BAA, shall be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-section (2) of Section 80JJAA of the Act and satisfies the conditions mentioned in the section.

7. **Section 80G: Deduction in respect of donations**

According to the provisions of section 80G of the Act, in relation to donations made to specified eligible institutions, an amount equal to 50%/100%, as the case may be, of such aggregate of sums paid shall be allowed as deduction while computing the taxable income.

The companies would be eligible to claim deduction under section 80G for FY 2019-20 subject to satisfaction of conditions prescribed.

However, with effect from FY 2020-21, this deduction will not be available where the Company opts for the reduced corporate tax rate of 22%. Accordingly, GETL, GASL, GKEL and GWEL will not be eligible to claim deduction under section 80G from FY 2020-21.

8. **Section 80GGB: Deduction in respect of contributions by companies to political donations**

According to the provisions of section 80GGB of the Act, an Indian company would be eligible to claim deduction of any sum contributed by it to any political party or an electoral trust otherwise than by way of cash.

The companies would be eligible to claim deduction under section 80GGB for FY 2019-20 subject to satisfaction of conditions prescribed.

However, with effect from FY 2020-21, this deduction will not be available where the Company opts for the reduced corporate tax rate of 22% under section 115BAA. Accordingly, GETL, GASL, GKEL and GWEL will not be eligible to claim deduction under section 80GGB from FY 2020-21.

9. **Set off and carry forward of business loss and depreciation.**

Under Section 32(2) of the Act, a company can carry forward and set off unabsorbed depreciation of one FY and adjust it against the income of subsequent years. There is no restriction on the number of years till which unabsorbed depreciation should be set off against the income.

Under Section 72 of the Act, unabsorbed business loss, if any can be carried forward and set off against business profits of subsequent years (up to 8 years) subject to prescribed conditions. However, as per Section 80 of the Act, the unabsorbed business loss can be carried forward only when the return of income has been filed within the time prescribed under section 139(1) of the Act.

10. **Capital gains**

- Capital assets may be categorized into short-term capital assets and long-term capital assets based on the period for which they are held by a taxpayer.

  As per section 2(42A) of the Act, a security (other than a unit) listed on a recognised stock exchange in India or a unit of the Unit Trust of India or a unit of an equity-oriented fund or a zero-coupon bond will be considered short term capital asset, if the period of holding of such share, unit or security is 12 months or less. If such security is held for a period of more than 12 months, the same will be considered as long-term capital asset.

  Consequently, capital gains arising on sale of short-term capital assets and long-term capital assets shall be considered as short-term capital gains and long-term capital gains respectively.

- Section 48 of the Act, (which prescribes the mode of computation of capital gains) provides for deduction of cost of acquisition / improvement and expenses incurred in connection with the transfer of a capital asset from the sale consideration to arrive at the amount of capital gains.

However, in respect of long-term capital gains arising to a resident shareholder, a deduction of indexed cost of acquisition/improvement is available.

Indexed cost of acquisition means an amount which bears to the cost of acquisition the same proportion as Cost Inflation Index (CII) for the year in which the asset is transferred bears to the CII for the first year in which the asset was held by the taxpayer or for the year beginning on 1 April 2001, whichever is later.

- Long-term capital gains (exceeding INR 1 lakh) from transfer of equity shares, equity oriented mutual fund units and units of a business trust shall be subject to tax at the rate of 10% (plus applicable surcharge and cess), if Securities Transaction Tax ('STT') has been paid on both acquisition and transfer in case of equity shares and STT has been paid on transfer in case of units of equity-oriented mutual funds or units of business trust. The benefit of indexation will not be available while computing capital gains under Section 112A of the Act.

- Short-term capital gains arising from transfer of a short-term capital asset being an equity share in a company or a unit of an equity oriented fund or a unit of an eligible business trust, transacted through a recognized stock exchange and subject to STT, shall be taxable as per the provisions of section 111A of the Act at a concessional rate of 15% (plus applicable surcharge and cess if any).

- Short-term capital gains arising from transfer of shares of the Company, other than those covered by Section 111A of the Act, would be subject to tax as calculated under the normal provisions of the Act.

- Shares of a company (other than those listed on a recognised stock exchange) and immovable property being land or building or both will be considered short term capital assets, if the period of holding of such shares, land or building or both is 24 months or less. In respect of all other capital assets, the same shall be considered as short-term capital asset if they are held for a period of thirty-six (36) months or less.

  In case the capital assets are held for more than the respective periods specified above, the same will be considered as long-term capital asset.

  As per the provisions of section 112(1)(d) of the Act, gains arising on the transfer of long-term capital assets shall be chargeable to tax at the rate of 20% (plus applicable surcharge and cess). However, as per the proviso to section 112 of the Act, the tax on long term capital gains resulting on transfer of listed securities (other than those covered under section 112A) and Zero-Coupon Bonds shall be the lower of the following:

  a. 20% (plus applicable surcharge and cess) with indexation benefit; or

  b. 10% (plus applicable surcharge and cess) without indexation benefit.

- The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

- Under Section 54EC of the Act and subject to the conditions specified therein, long-term capital gains arising to a shareholder on the transfer of land or building or both would be exempt from tax if such capital gains are invested within 6 months after the date of such transfer in specified assets, being bonds issued by:

  a) National Highway Authority of India constituted under Section 3 of The National Highway Authority of India Act, 1988;

  b) Rural Electrification Corporation Limited, the Company formed and registered under the Companies Act, 1956;

  c) Any other bond notified by the Central Government in this behalf.

  The investment made in such bonds during the FY in which the asset is transferred and in subsequent FY, cumulatively cannot exceed INR. 50,00,000.

If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. However, in case the long term specified assets are transferred or converted into money within 3 years from the date of its acquisition, the amount of capital gains so exempt shall be chargeable to tax during the year of such transfer or conversion.

11. Set-off of capital losses

As per section 70 read with section 74 of the Act, short-term capital loss arising during a year is allowed to be set-off against long-term capital gains as well as short-term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.

As per section 70 read with section 74 of the Act, long-term capital loss arising during a year is allowed to be set-off against long-term capital gains. Balance loss, if any, shall be carried forward and set -off against long-term capital gains arising during subsequent eight assessment years.

As per Section 71 of the Act, short term capital loss or long-term capital loss for the year cannot be set-off against income under any other heads for the same year.

12. Section 115JB & Section 115JAA of the Act – MAT & Credit of MAT paid (Only available for companies not opting for concessional tax rate under Section 115BAA of the Act)

Where the tax liability of a company as computed under the normal provisions of the Act, is less than 15% of its book profits after making certain specified adjustments, the company would be liable to pay MAT at the rate of 15% (plus applicable surcharge and cess) of the book profits.

As per Section 115JAA of the Act, a company is allowed tax credit in respect of MAT paid under Section 115JB of the Act against the tax liability as per the normal provisions of the Act for any AY commencing on 1st April 2006 and any subsequent AY.

The amount eligible for carry forward is the difference between MAT paid for the particular FY and the amount of tax payable computed as per the normal provisions of the Act.

The credit is available for set off only in the year when tax becomes payable by the company under the normal provisions of the Act. The brought forward MAT credit can be utilized to the extent of difference between the tax payable under the normal provisions of the Act and tax payable under MAT for that year. Credit in respect of MAT paid is available for set-off up to 15 AYs immediately succeeding the AY in which the MAT credit was initially recognized.

The Taxation Laws (Amendment) Act, 2019 provides that domestic companies availing option to pay tax under section 115BAA will not be required to pay Minimum Alternate Tax ("MAT") under section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under section 115JB itself would not apply where a domestic company exercises option of lower tax rate under section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under section 115JAA dealing with MAT credit.

II. Special tax benefits available to foreign material subsidiary, GMR INFRASTRUCTURE (MAURITIUS) LIMITED ('GIML'), registered in Mauritius.

There are no special tax benefits available to GIML in Mauritius.

B. BENEFITS AVAILABLE TO THE SHAREHOLDERS UNDER THE ACT:

No special tax benefits under Income Tax Act, 1961 are available to the shareholders arising out of the proposed offering.

1. Resident Corporate Shareholders and Non-Resident Corporate Shareholders [Other than Foreign Portfolio Investors ('FPIs')/ Foreign Institutional Investors ('FIIs')]:

A. Residential status of a company

Tax implications under the Act are dependent on the residential status of the taxpayer. As per section 6 of the Act, a company is resident in India if it is an Indian company or its place of effective management in that year is in India.

Section 2(26) of the Act defines an Indian company as a company formed and registered under the Companies Act, 2013 (erstwhile Companies Act, 1956).

In view of the above, a company will be considered as non-resident in India if it is not an Indian company and its place of effective management is situated outside India.

As per section 6 of the Act, "place of effective management" means a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole, are in substance made.

B. Taxability of Dividend

- Erstwhile, dividend payment by the Company was subjected to dividend distribution tax ('DDT') under section 115-O of the Act and accordingly dividend income earned on shares of the Company was exempt in the hands of shareholders under section 10(34) of the Act, except for cases covered by section 115BBDA wherein dividend in excess of INR 10 lakhs was chargeable to tax in hands of specified shareholders.
- However, the Finance Act, 2020 has omitted section 115-O and section 115BBDA. Effective, 01 April 2020 dividend income shall be taxable in the hands of shareholders at the tax rates applicable to the respective recipient and the Company is not required to pay any DDT. The recipient shareholder shall be entitled to deduction of the interest expenditure incurred under section 57 of the Act, subject to the maximum limit of 20% of the dividend income or income from a mutual funds.
- Section 194 of the Act casts an obligation on an Indian company to deduct tax at source at the rate of 10%, while making any distribution or payment of any dividend to a resident shareholder exceeding INR 5,000.
- The dividend income will be subject to tax in the hands of the non-residents at the rate of 20% (plus applicable surcharge and cess) as per the provisions of section 115A of the Act. The shareholder may choose to be governed by the provisions of Double Taxation Avoidance Agreement to the extent they are more beneficial subject to fulfilment of certain conditions.
- The Company is required to withhold taxes while remitting dividend to non-resident shareholders at the rate of 20% or the rate prescribed under the Double Taxation Avoidance Agreement, whichever is more beneficial to the shareholder.

C. Capital Gains

- Capital assets may be categorized into short-term capital assets and long-term capital assets based on the period for which they are held by a tax payer.

  A security (other than a unit) listed in a recognized stock exchange in India are considered as long-term capital assets if they are held for a period more than 12 months immediately preceding the date of their transfer. Consequently, capital gains arising on sale of these assets are considered as 'long-term capital gains'.

  Capital gains arising on sale of these assets held for a period of 12 months or less are considered as 'short-term capital gains'.

- Section 48 of the Act, (which prescribes the mode of computation of capital gains) provides for deduction of cost of acquisition / improvement and expenses incurred in connection with the transfer of a capital asset from the sale consideration to arrive at the amount of capital gains.

  However, in respect of long-term capital gains arising to a resident shareholder, a deduction of indexed cost of acquisition/improvement is available.

Indexed cost of acquisition means an amount which bears to the cost of acquisition the same proportion as Cost Inflation Index (CII) for the year in which the asset is transferred bears to the CII for the first year in which the asset was held by the taxpayer or for the year beginning on 1 April 2001, whichever is later.

- Long-term capital gains on transfer of listed shares (not covered by section 112A of the Act) would be subject to tax in the hands of the shareholders as per the provisions of Section 112 of the Act as under:

  a) Where the equity shares of the Company are acquired in INR, long-term capital gains shall be taxed at the rate of 20% (plus applicable surcharge and cess) with indexation benefit i.e. after indexing the cost of acquisition/ improvement or at the concessional rate of 10% (plus applicable surcharge and cess) without indexation benefit, whichever is lower.

  b) Where the equity shares of the Company are acquired in convertible foreign exchange, the same taxed at the rate of 10% (plus applicable surcharge and cess) without indexation benefit on the amount of capital gains computed in a manner provided as under:

     In accordance with, and subject to section 48 of the Act read with Rule 115A of the Income Tax Rules, 1962 capital gains arising on transfer of shares of the Company which are acquired in convertible foreign exchange shall be computed by converting the cost of acquisition, expenditure in connection with such transfer and full value of the consideration received or accruing as a result of the transfer into the same foreign currency as was initially utilized in the purchase of shares and the capital gains computed in such foreign currency shall be reconverted into Indian currency, such that the aforesaid manner of computation of capital gains shall be applicable in respect of capital gains accruing/ arising from every reinvestment thereafter.

- Long-term capital gains (exceeding INR 1 lakh) on transfer of shares on which Securities Transactions Tax has been paid will be subject to tax in the hands of shareholders as per the provisions of Section 112A of the Act at 10% (plus applicable surcharge and cess). The benefit of indexation will not be available while computing capital gains under Section 112A.

- Short-term capital gains arising on transfer of shares on which Securities Transactions Tax has been paid will be subject to tax in the hands of shareholders as per the provisions of Section 111A of the Act at 15% (plus applicable surcharge and cess).

- Short-term capital gains arising from transfer of shares of the Company, other than those covered by Section 111A of the Act, would be subject to tax as calculated under the normal provisions of the Act.

- Under Section 54EC of the Act and subject to the conditions specified therein, long-term capital gains arising to a shareholder on the transfer of land or building or both would be exempt from tax if such capital gains are invested within 6 months after the date of such transfer in specified assets, being bonds issued by:

  a) National Highway Authority of India constituted under Section 3 of The National Highway Authority of India Act, 1988;

  b) Rural Electrification Corporation Limited, the Company formed and registered under the Companies Act, 1956;

  c) Any other bond notified by the Central Government in this behalf.

  The investment made in such bonds during the FY in which the asset is transferred and in subsequent FY, cumulatively cannot exceed INR. 50,00,000.

  If only a part of the capital gains is invested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. However, in case the long term specified assets are transferred or converted into money within 3 years from the date of its acquisition, the amount of capital gains so exempt shall be chargeable to tax during the year of such transfer or conversion.

2. **FPIs and FIIs:**

As per section 2(14) of the Act, any securities held by FPIs/ FIIs being invested in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 shall be treated as capital assets.

In accordance with and subject to the provisions of section 115AD of the Act, LTCG on transfer of shares by FIIs/FPIs are taxable at 10% (plus applicable surcharge and cess). In case of LTCG arising on long term capital assets referred to in section 112A of the Act i.e. transfer of listed shares subject to securities transaction tax, the gains are chargeable to tax at 10% (plus applicable surcharge and cess) on income exceeding one lakh rupees. The benefit of cost indexation and foreign currency fluctuations is not available to FIIs/FPIs.

In accordance with and subject to the provisions of section 115AD of the Act, STCG on transfer of shares by FIIs/FPIs are taxable at 30% (plus applicable surcharge and cess). However, STCG arising on transfer of listed shares are chargeable to tax at the rate of 15% (plus applicable surcharge and cess) if such transaction is chargeable to securities transaction tax under section 111A of the Act.

As per section 196D of the Act,

a. no deduction of tax at source will be made in respect of income by way of capital gains arising to FIIs/FPIs from the transfer of securities referred in section 115AD of the Act
b. dividend payment shall be subjected to withholding taxes at the rate 20% (plus applicable surcharge and cess). With effect from 01 April 2021, beneficial tax rate under the relevant tax treaty is available at the time of withholding tax on dividend payments to FIIs/FPIs subject to furnishing of Tax Residency Certificate (TRC).

The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPIs) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of section 115AD of the Act.

3. **Mutual Funds**

Under section 10(23D) of the Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

As per section 196 of the Act, no tax is to be deducted from any income payable to a Mutual Fund specified under section 10(23D) of the Act.

4. **Venture Capital Companies/ Funds**

In terms of section 10(23FB) of the Act, income of:

a. Venture Capital company which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992; and
b. Venture Capital Fund, operating under a registered trust deed or a venture capital scheme made by Unit trust of India, which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992, from investment in a Venture Capital Undertaking,

is exempt from income tax.

As per Section 115U of the Act, any income derived by a person from investment in Venture Capital Company/ Venture Capital Fund would be taxable in the hands of the person making the investment in the same manner and nature as if it were the income accruing or arising to or received by such person had the investments been made directly in the Venture Capital Undertaking.

5. **Investment Funds**

Income of an Investment Fund, being a Trust, Company, Limited Liability Partnership or a body corporate which has been granted a certificate of registration and is regulated under SEBI (Alternative Investment Funds) Regulations, 2012 as Category I or Category II Alternate Investment Fund, other than the income chargeable under the head 'profits and gains of business and profession', shall be exempt from tax under section 10(23FBA) of the Act.

The income (other than income chargeable under the head 'profits and gains of business or profession') would be taxable in the hands of the person making an investment in the same manner as if it were the income accruing or arising to or received by such person had the investments been made directly in the Investment Fund as per section 115UB(1) of the Act.

The income chargeable under the head 'profits and gains of business and profession' shall be taxed in the hands of the Investment Fund depending on the legal status (i.e. a company, a limited liability partnership, body corporate or a Trust) of the Fund, at the rate or rates as specified in the Finance Act of the relevant year where Investment Fund is company or a firm and at maximum marginal rates in any other case as per section 115UB(4) of the Act.

Further, the income accruing or arising to or received by the Investment Fund if not paid or credited to a person (who has made investments in an Investment Fund) shall be deemed to have been credited to the account of the said person on the last day of the previous year in the same proportion in which such person would have been entitled to receive the income had it been paid in the previous year as per section 115UB(6) of the Act.

Investment Funds while making distribution of income to unit holders, other than that proportion of income which is of the same nature as income referred to in clause (23FBB) of section 10, must withhold tax under section 194LBB of the Act at the rate of 10% where the payee is resident and at the rates in force where payee is non-resident.

Taxation of income of AIF Category III and its investors are governed by the other / normal provisions of the Act.

6. Treaty Benefits

As per section 90(2) of the Act, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (tax treaty) is in force, may be subject to withholding of tax at the rates in force under the domestic tax laws or under applicable tax treaty, whichever is beneficial to the non-resident. However, treaty benefits are subject to fulfilment of anti-abuse provisions under the Tax Treaty and submission of TRC and other documents/declarations as required by the Company.

Notes:

1. These special tax benefits are dependent on the Company or its shareholders or Relevant Indian Companies or GIML fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders or Relevant Indian Companies or GIML to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders or Relevant Indian Companies or GIML may or may not choose to fulfil.

2. The tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences aid the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   i. the Company or its shareholders or Relevant Indian Companies or GIML will continue to obtain these benefits in future;

   ii. the conditions prescribed for availing the benefits have been/ would be met with; and

iii. the revenue authorities/courts will concur with the view expressed herein.

4. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of GMR POWER AND URBAN INFRA LIMITED

MV Srinivas
Authorized Signatory
Place: New Delhi
Date: 22 January 2022

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

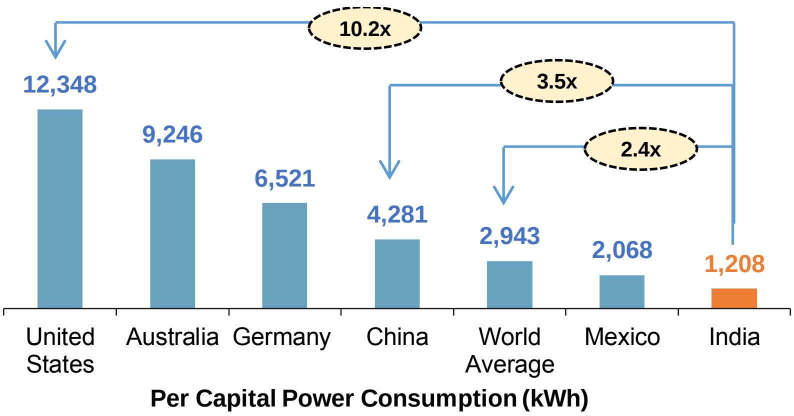
You should read the following summary together with the section "Risk Factors" on page 151 and the more detailed information about us and our financial results included elsewhere in this Information Memorandum. The information presented in this section has been obtained from various publicly available sources, including industry websites and publicly available industry reports. Industry websites and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness, and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Accordingly, none of our Company or any person or advisor associated with our Company, has independently verified this information or takes any responsibility for the data, projections, forecasts, conclusions, or any other information contained in this section. Industry sources and publications are also prepared on information as on specific dates and may no longer be current or reflect market trends. Accordingly, you should not place undue reliance on, or base any investment decisions on, this information.

URBAN INFRASTRUCTURE & EPC BUSINESS

I. POWER SECTOR IN INDIA

The power industry is one of the core sectors in India, as it fulfils the energy requirements of several other industries. The per capita electricity consumption in India was 1,208 kWh in 2020, which is below the world average, according to data from the Central Electricity Authority of India ("**CEA**"), US Energy Information Administration and World Bank:



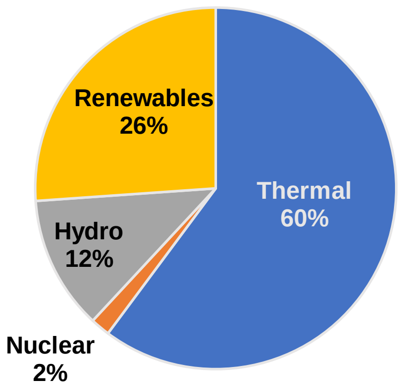
Source: CEA, US Energy Information Administration, World Bank

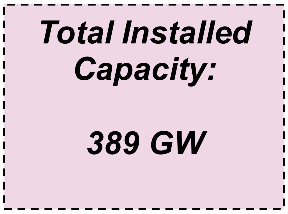
Demand-Supply Overview

Installed Capacity

The total installed generation capacity in India as of September 30, 2021 is 389 GW, according to data from the CEA. Coal and lignite based installed power generation maintain the greatest share of installed capacity, accounting for 54%. Renewable energy installed capacity has increased to 148 GW capacity as of September 30, 2021, compared with 29 GW as of March 31, 2014, constituting 38% of total installed generation capacity as of September 30, 2021. This growth has been led primarily by solar power, which grew to 46.3 GW from 2.6 GW over the same period, as per the CEA.

Total Installed Capacity as at September 30, 2021



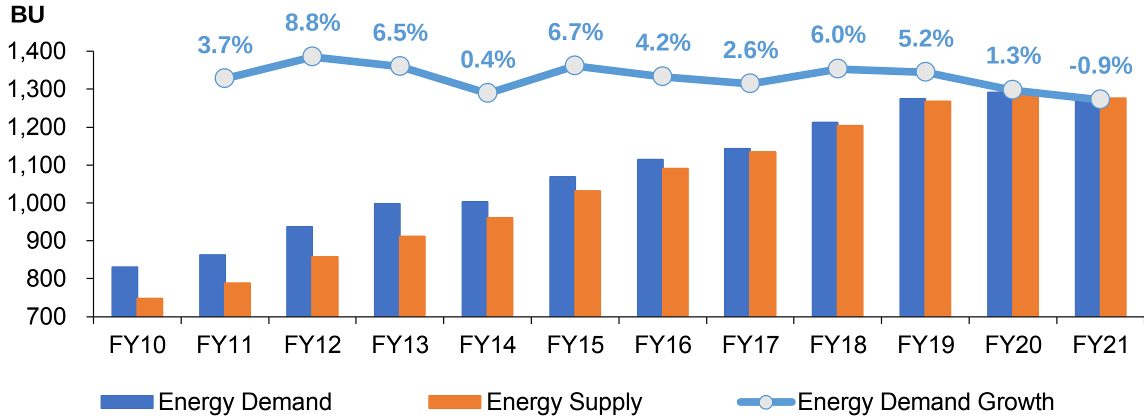


Source: CEA Installed Capacity as at September 30, 2021

Capacity of around 106 GW was added by the private sector between March 31, 2014 and September 30, 2021, which accounted for 75% of the total additions over that period, while the remaining 25% of conventional power capacities were added by state and central players, according to data from the CEA.

Power Demand and Supply from Fiscal 2010 to Fiscal 2021

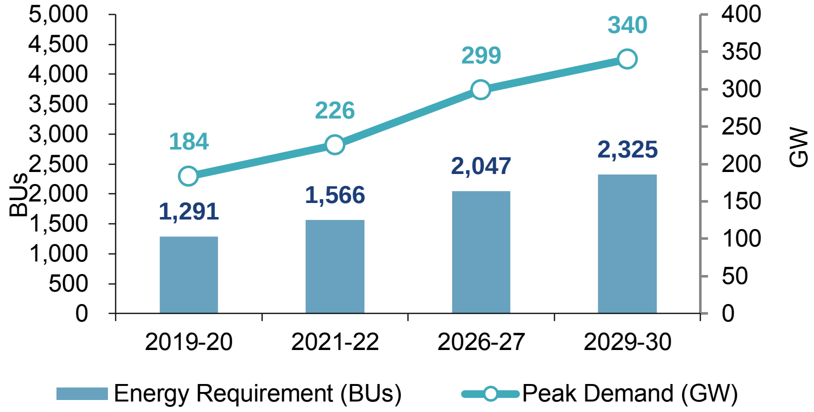
Energy Demand and Supply (Fiscal 2010 – Fiscal 2021)



Source: CEA Annual Report, CEA Executive Summary

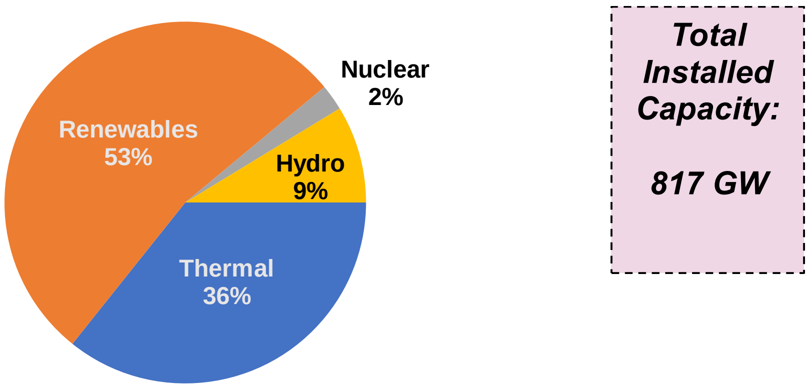
According to data from the CEA, the energy requirement for India has grown at a CAGR of 4.0% between Fiscal 2010 and Fiscal 2021. The power supply increased at a faster pace of 5.0% CAGR between Fiscal 2010 and Fiscal 2021, according to CEA data. This has led to a reduction in energy deficit, which is the difference between the electricity requirement and the electricity supply. The energy deficit declined from 10.1% in Fiscal 2010 to 0.3% in Fiscal 2021.

India's energy requirement is forecasted to grow at a CAGR of approximately 5% between Fiscal 2022 and Fiscal 2030, according to CEA. Similarly, the peak power demand is expected to rise to 340 GW (from the Fiscal 2020 peak power demand of approximately 184 GW), according to CEA data.



Source: CEA, Optimal Mix Report, 2029-2030

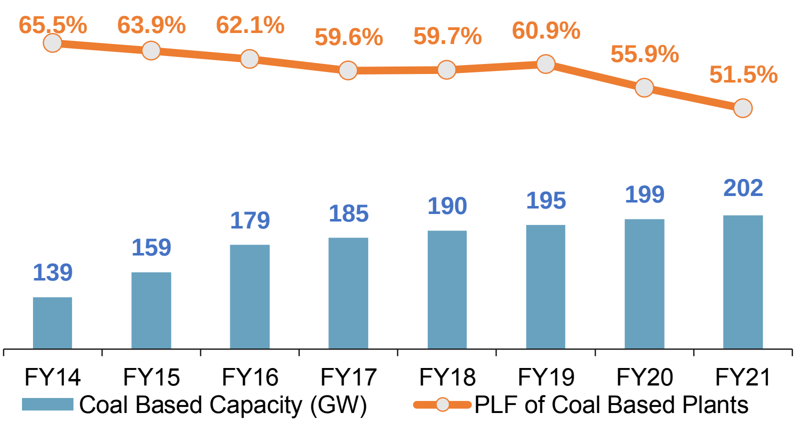
According to CEA, the demand for power in India is intended to be met by a significant increase in the installed capacity, with the likely installed capacity for Fiscal 2030 is expected to be 817 GW. According to CEA data, a higher mix of renewables, with more than 50% to be contributed by solar and wind capacity is likely to contribute to the growth of production capacity.



CEA: Optimal Generation Capacity Mix for Fiscal 2030

Thermal Generation

Coal-based capacities have accounted for more than half of India's total installed capacity from Fiscal 2014 when compared to September 30, 2021, while that of renewables has risen from 12% to 26% from Fiscal 2014 compared to September 30, 2021, according to data from the CEA. The plant load factor ("**PLF**"), which refers to a project's actual generation output over the stated period of time as a percentage of its installed capacity) of thermal plants have witnessed a declining trend in the past few years, falling to 52% as at December 31, 2020 from 66% in Fiscal 2014, according to CEA data.



Source: CEA

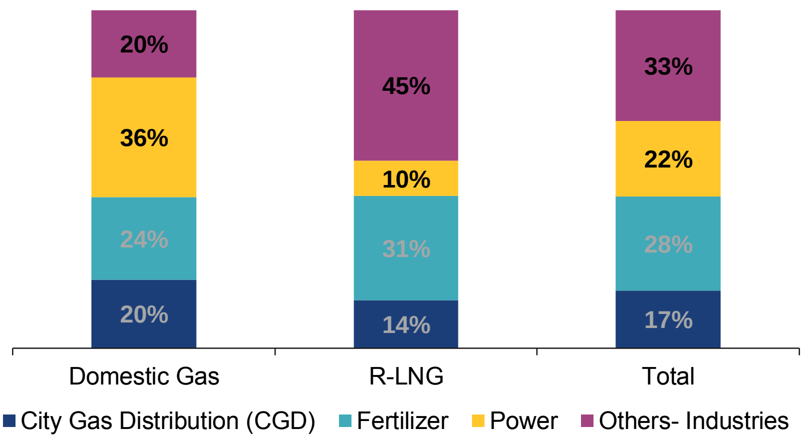
Gas-Based Generation

Gas-based capacities account for only 6.4% of total installed capacity in India as at September 30, 2021, according to CEA data. The share of gas-based capacity in total generation capacity was 3.9% in Fiscal 2020.

Demand and Supply of Natural Gas

According to the Ministry of Petroleum and Natural Gas, power is the 2nd largest consumer of gas after the fertilizer sector in the country, accounting for 17% of natural gas consumption in Fiscal 2020.

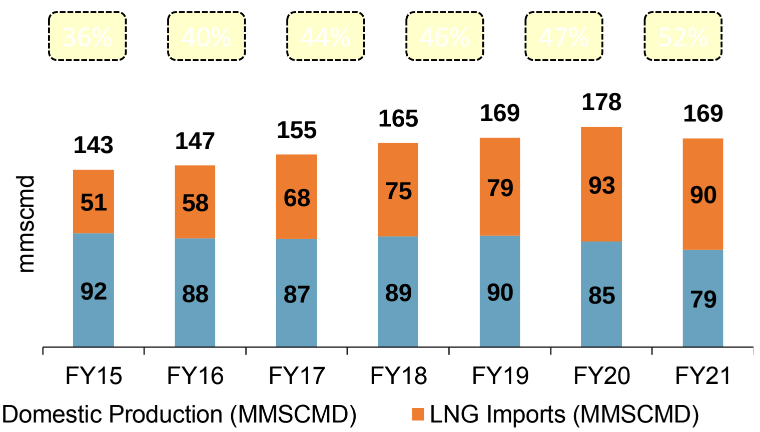
Consumption of Natural Gas in Fiscal 2020



Source: Ministry of Petroleum and Natural Gas (MoPNG)

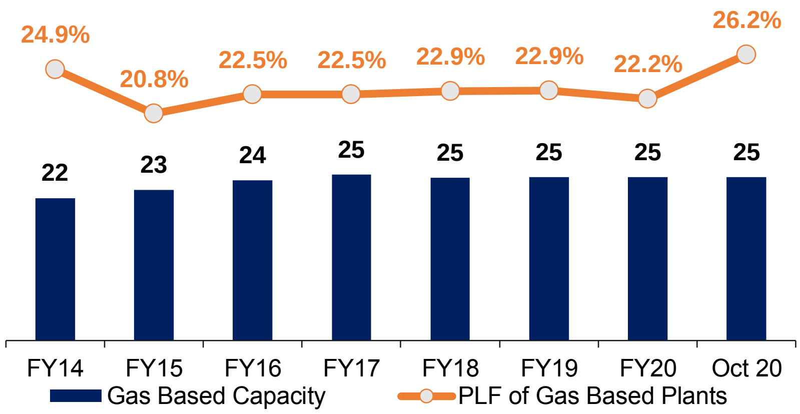
As per the Petroleum Planning & Analysis Cell, domestic gas production in India has decreased at a CAGR of 2.6% since Fiscal 2015. In the same period, the import of Liquefied Natural Gas (LNG) has increased by 9.9%, with its share in total natural gas supply increasing to 55% in Fiscal 2021 from 36% in Fiscal 2015.

Domestic Production and LNG Imports



Source: Petroleum Planning & Analysis Cell (PPAC); Note: MMSCMD: Million Metric Standard Cubic Meter per Day

According to the Petroleum Planning & Analysis Cell, while domestic gas production has gone up, gas based power capacity has remained constant since 2017 with PLF remaining low.



Source: CEA

<u>Hydro Power Generation</u>

According to the CEA, hydro power accounts for 12% of installed capacity in India as of September 30, 2021. According to the re-assessment studies on the hydro-electric potential of the country by CEA in 1987, the hydro power potential in terms of installed capacity is estimated at 149 GW out of which 145 GW consists of hydro-electric schemes having an installed capacity of above 25 MW.

The CEA has analysed some of the measures undertaken by the GoI to promote the hydro power sector:

- Large Hydro-power Projects ("**LHPs**", i.e., > 25 MW projects) have been declared a renewable energy source. However, LHPs would not be automatically eligible for any preferential treatment for statutory clearances such as forest clearance, environmental clearances, National Board for Wildlife ("**NBWL**") clearance, as might be available to Small Hydro-power Projects (i.e., <25 MW projects).

- Hydropower Purchase Obligation ("**HPO**") covers all LHPs commissioned after March 8, 2019 (the date of issuance of Office Memorandum by Ministry of Power) as well as any untied capacity (without PPA) of the commissioned projects.

- Flexibility to the developers to determine tariffs by rationalising hydro power tariffs through back loading the tariff after increasing the project life to 40 years, increasing the debt-repayment period to 18 years and introducing a tariff escalation of 2%.

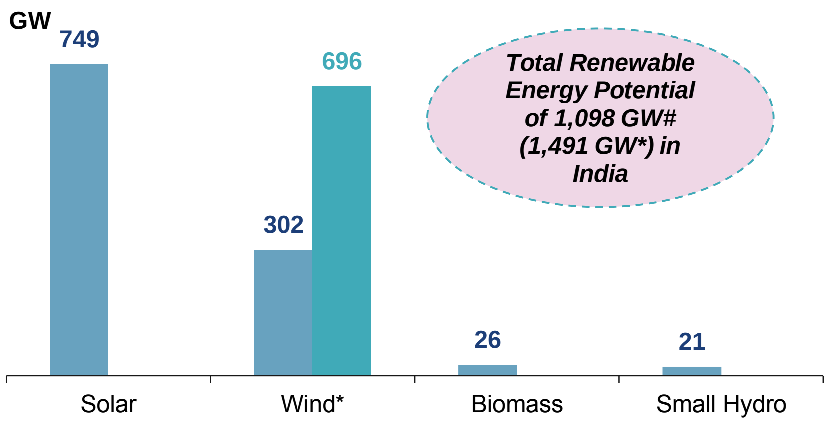
Budgetary support has been extended for flood moderation/storage Hydro-Electric Projects ("**HEPs**"). Budgetary support also has been extended to the cost of enabling infrastructure for roads/ bridges at ₹1.5 crore per MW for projects up to 200 MW and ₹1 crore per MW for projects above 200 MW.

<u>India Renewable Power</u>

The CEA notes that renewable capacity in India has grown at CAGR of 16.4% from Fiscal 2014 to Fiscal 2021, led by various central and state government incentives. As of September 30, 2021, the installed renewable energy generation capacity in India stood at 101.5 GW, which is 26.1% of its total installed generation base, according to the CEA.

According to the Annual Report for Fiscal 2021 of the MNRE, despite such strong capacity additions, there is still significant potential for renewable power installations in India. The total untapped potential (as on March 2021) is approximately 1,095 GW.

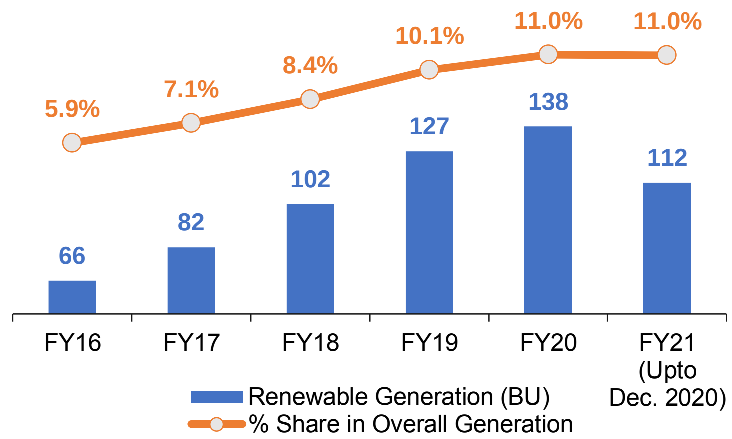
<u>Current Renewable Energy Potential in India</u>



*Source: MNRE Annual Report for Fiscal 2021; *696 GW at 120-meter and 302 GW at 100-meter level; # excludes Solar Rooftop*

Renewable Generation

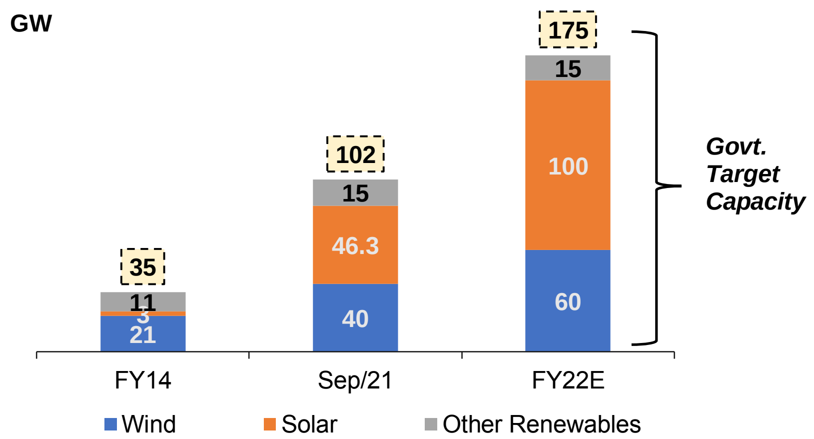
Renewable sources' contribution to the total installed capacity has been increasing at a rapid pace. Although 26% capacity of total installed capacity is renewable, the CEA notes that renewable generation has only contributed approximately 11% to the total generation as of December 2020.



Source: CEA

Government Focus on Increasing Renewable Capacity Growth

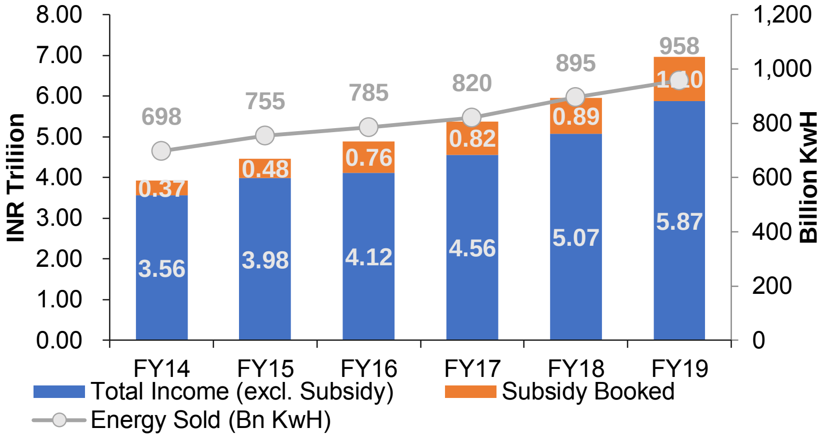
According to the CEA, in 2015, the GoI set a target of achieving 175 GW of cumulative renewable energy capacity by the year 2022. The MNRE notes that, as of Fiscal 2021, India has the fourth and fifth positions in the world with respect to wind and solar power deployment, respectively.



Source: CEA Installed Capacity, MNRE

INDIAN ELECTRICITY DISTRIBUTION SECTOR

Distribution Sector in India

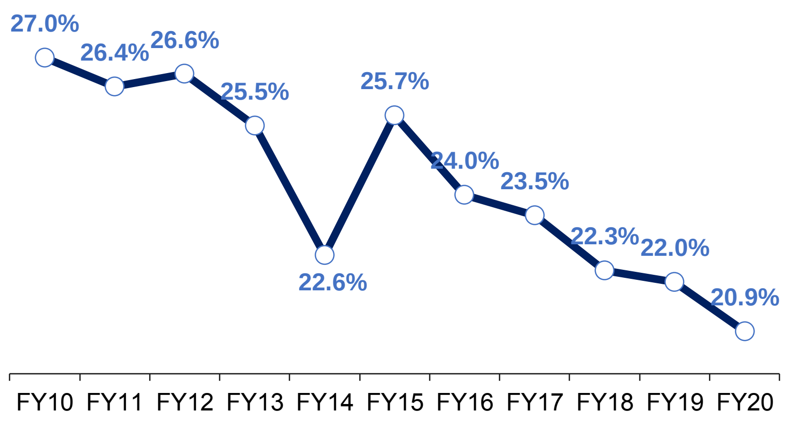


Source: Power Finance Corporation

Distribution is the final link in the power sector value chain, undertaken by purchasing power from generation utilities and supplying electricity to consumers in the residential, commercial, agricultural and industrial sectors. The distribution business in India is generally dominated by state government promoted DISCOMs.

The distribution segment in India has been plagued by a host of issues, resulting in its deteriorating financial health. DISCOM dues to the generation companies crossed the ₹1,000 billion mark in April 2020, indicating stress in the sector. According to the Ministry of Power, the current outstanding debt of ₹1,580 billion (June 2021) is largely due to delayed payments, issues around tariff rationalisation and subsidy disbursement constraints.

The percentage of aggregate Technical & Commercial Losses of State Power Utilities Energy (measured as units lost from the point of when they are fed into the transmission system until they reach the consumer)

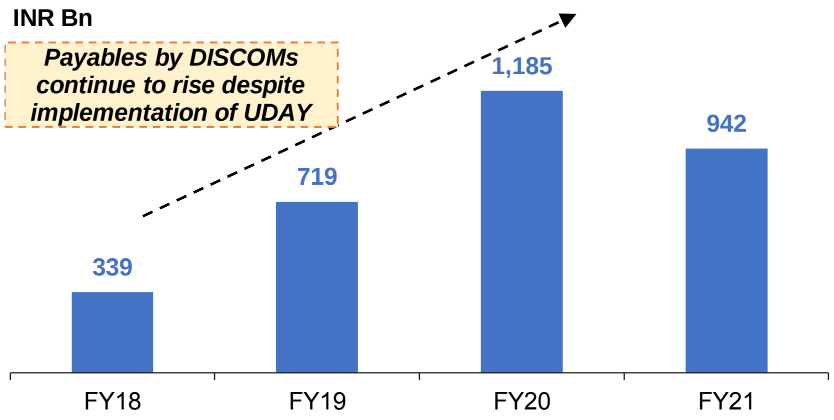


Source: PFC Report on Performance of State Power Utilities, 2019-20. Aggregate Technical & Commercial Losses are the combined energy losses from technical and commercial sources. Technical Losses includes loss by theft and inefficiency in billing and Commercial Losses include default in payment and inefficiency in collection.

The sector has been at the forefront of major power sector reforms and policy developments.

The GoI is working towards addressing these issues and improving the financial situation of the power sector through various measures. According to the Ministry of Power, the government introduced Letter of Credit ("**LoC**") mechanisms in August 2019 to ensure payment security, which has led to some improvements in receivables.

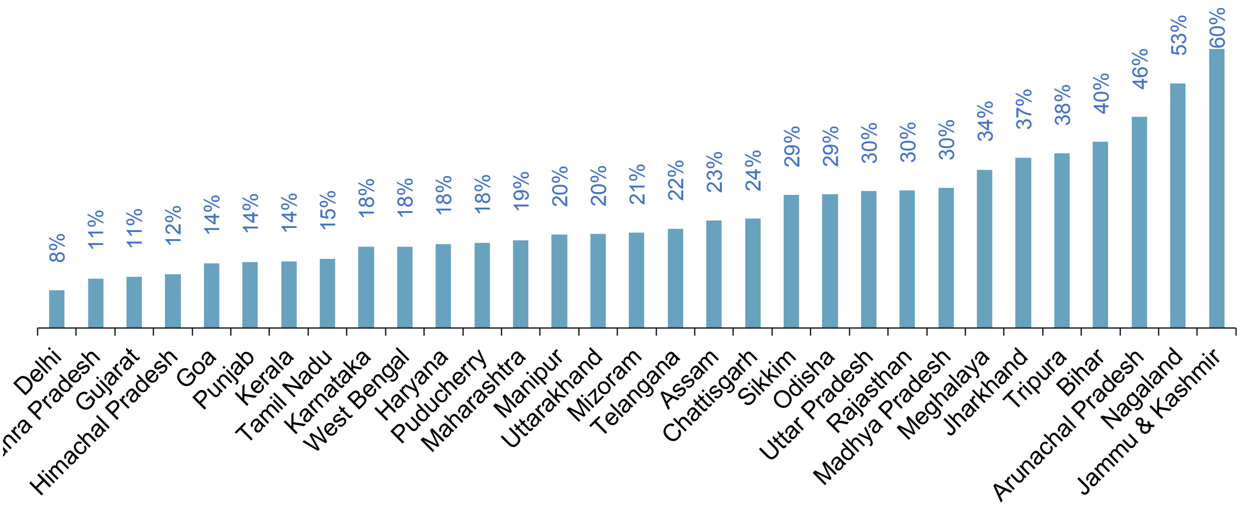
In addition, Ujjwal DISCOM Assurance Yojana ("**UDAY**") is a scheme initiated by the GoI with the objective of improving the operational and financial efficiency of the State DISCOMs. The UDAY scheme is yet to yield desired results both in terms of financial and operational parameters and to meet the objective and intent behind its launch. The Aggregate Technical & Commercial Losses, measured as the combined energy loss from technical and commercial sources, as of Fiscal 2020, was 21.0%, compared to the Fiscal 2020 target of 12% set by the UDAY scheme, according to the Ministry of Power.



Source: PRAAPTI Portal

As per the ninth Annual Integrated Rating, a methodology formulated by Ministry of Power for the evaluation of the performance of State Power DISCOMS on a range of parameters covering operational, financial, regulatory and reform measures, 8 out of 41 DISCOMs were rated as A+ or A as against 16 DISCOMs receiving this rating in the seventh Annual Integrated Rating.

State-wise figures of Aggregate Technical & Commercial Losses



Source: PFC Report on Performance of State Power Utilities, 2019-20
HP-Himachal Pradesh, TN-Tamil Nadu, WB-West Bengal, AP-Andhra Pradesh, UP-Uttar Pradesh, MP-Madhya Pradesh, J&K-Jammu & Kashmir, Ar. P- Arunachal Pradesh

<u>Regulatory Support to Improve Health of DISCOMs</u>

Apart from the LoC and UDAY schemes, the government has provided other forms of regulatory support, detailed below:

- *Proposed Privatisation of DISCOMs in all Union Territories and PPP partnerships for power distribution in some states:* According to the Ministry of Power, while a few state DISCOMs have started considering a distribution franchisee route in certain areas to help reduce the AT&C losses, some DISCOMs such as Rajasthan, Uttar Pradesh, Madhya Pradesh and Orissa are evaluating privatisation through the PPP model. The Central Electricity Supply Utility ("**CESU**"), Orissa has been privatised and the process of privatisation of the remaining DISCOMs in the state of Orissa are at advanced stages. The privatised distribution sector, by virtue of being closer to end-consumers, is expected to extensively utilise data analytics and may open opportunities in the service segments such as smart meters, smart grids, LED street lighting and advisory services projects.

- *PFC and Rural Electrification Corporation have been directed by GoI to inject liquidity into the DISCOMs with a package of ₹900 billion to clear outstanding dues of generation companies / transmission companies:* According to the Ministry of Power, the fresh loans, backed by state government guarantees, would be provided in two tranches of ₹450 billion each, and the release of the first component to each state DISCOM would be contingent on the respective state government undertaking to clear departmental dues to its DISCOM within three years, and putting in place a credible mechanism to release the subsidies – meant for consumers but routed through the DISCOMS – in advance.

- *Atal Distribution System Improvement Yojana ("**ADITYA**") scheme by GoI*: according to the Institute for Energy Economics and Financial Analysis, the proposed scheme contemplates investing in network infrastructure in order to reduce DISCOM losses.

II. ROADS AND HIGHWAYS SECTOR IN INDIA

According to the Ministry of Road Transport and Highways of India ("**MoRTH**"), India has the second largest road network in the world, with approximately 6.2 million km of national highways, state highways, other public works department roads, district roads, rural roads, urban roads and project roads. According to the National Highways Authority of India ("**NHAI**"), national highways make up about 2% of the total road network in India.

According to the MoRTH, as of March 31, 2019 (provisional), the Indian road network consisted of the following:

Type of Road	Length (km)	Per cent of Road Network
National Highways	132,500	2%
State Highways	186,528	3%
District Roads	632,154	10%
Rural Roads	4,535,511	71%
Urban Roads	544,683	9%
Project Roads	354,921	6%
Total	**6,386,297**	**100%**

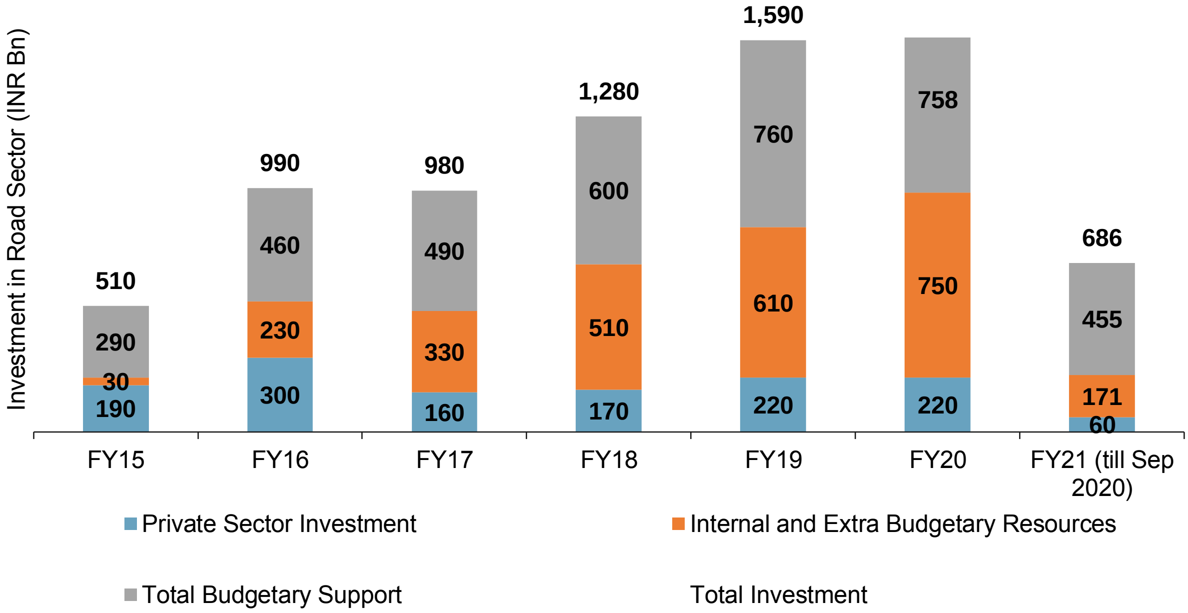
Source: MoRTH, Annual Report 2020-2021

The roads constructed have grown significantly, from 17 km per day in Fiscal 2016 to 22.0 km per day in Fiscal 2021(as on 30/09/2020).

Road Length Awarded and Constructed (Length in km)	Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021*
Award of national highway projects and road projects	10,098	15,948	17,054	5,494	N/A	5,100
Construction of national highways and roads	6,061	8,231	9,829	10,855	7,925	4,000
Road construction per day	16.6	22.6	26.9	29.7	28.0	22.0

Source: Economic Survey, Fiscal 2021, GoI
** As on 30.9.2020*

Total investments in the sector has increased by more than three times in the five-year period from Fiscal 2015 to Fiscal 2019. The table below sets forth the investment in the road sector for the periods indicated:



Source: Economic Survey Fiscal 2021

Regulatory Framework for the Highways Infrastructure Industry

The highways infrastructure industry in India is governed by the following key entities:

- *The Ministry of Road Transport and Highways:* MoRTH is responsible for the formulation and administration of policies for road transport, national highways and transport research and consults with other central ministries, departments, state governments, organisations and individuals. The aim of the MoRTH is to increase mobility and the efficiency of the road transport system in India. *(Source: https://morth.nic.in/)*

- *The National Highways Authority of India:* The NHAI was constituted by the National Highways Authority of India Act, 1988. The NHAI is responsible for the development, maintenance and management of national highways entrusted to it and for matters connected or incidental thereto. The NHAI became operational in February 1995. *(Source: https://nhai.gov.in/)*

- *State Public Works Department ("**PWD**"):* Each state has a Public Works Department which is governed and funded by the respective state governments. It is engaged in planning, designing, construction and maintenance of various infrastructural assets of the state government with roads being one of the major assets. The PWD, much like the NHAI, is also engaged in setting up tolls across its projects or awarding them to private players in the state.

- *District Municipal Corporations and Gram Panchayats:* A Municipal Corporation is a local governing body of cities, towns, districts etc. Gram Panchayats are equivalents of Municipal Corporations at village level. These governing bodies are independent like the PWD, but are funded by both the Government of India as well as the state government under various schemes. Major district roads and rural roads and highways are developed and maintained by these bodies.

For more information on the regulatory framework, see "*Key Industry Regulations and Policies* " on page 93.

Roads and Highways Development

The GoI has taken various initiatives to boost the growth in the roads sector, in particular the Bharatmala Pariyojana program and the National Infrastructure Pipeline program. In May 2020, the Government of India announced a road construction target for the next two years of ₹15 trillion.

Bharatmala Pariyojana

This is the umbrella program launched in October 2017 by the MoRTH to improve the efficiency of the National Corridor, being the Golden Quadrilateral (the national highway network forming a quadrilateral connecting the four major metro cities of India, Delhi (north), Kolkata (east), Mumbai (west) and Chennai (south)) and the North South – East West corridor by decongesting it through lane expansion, construction of ring roads, bypasses/elevated corridors and logistics parks at identified points.

Under Phase I of this project, the MoRTH has undertaken construction and upgrading of national highways of 34,800 km in length over a period of five years (2018 to 2022) at an estimated expense of ₹5,350 billion. The table below sets for the components of this project and estimated expense:

Components	**Approximate Length (km)**	**Estimated expense (₹ billion)**
Economic corridors development	9,000	1,200
Inter-corridor & feeder roads	6,000	800
National Corridors Efficiency improvements	5,000	1,000
Border & International connectivity roads	2,000	250
Coastal & port connectivity roads	2,000	200
Expressways	800	400
Balance works under National Highway Development Programme	10,000	1,500
Total	**34,800**	**5,350**

Source: https://morth.nic.in/

Projects with an aggregate length of nearly13,000 km have already been awarded under the programme as of February 2021, while projects with an aggregate length of approximately 8,500 km are currently under bidding, according to the NHAI.

National Infrastructure Pipeline

The National Infrastructure Pipeline is an investment plan of ₹1,100 billion for enhancing infrastructure in identified sectors for a period of five years from 2020 to 2025. For Fiscal 2020 to Fiscal 2025, sectors such as Energy (24%), Roads (18%), Urban (17%), and Railways (12%) amount to around 70% of the projected capital expenditure in infrastructure in India.

Estimated expenditure on the sectors below under the National Infrastructure Pipeline

Sector (in ₹ trillion)	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Fiscal 2023**	**Fiscal 2024**	**Fiscal 2025**	**No Phasing***	**Total**	**% of Total**
Energy	2.3	4.4	4.4	4.7	5.0	4.7	1.4	26.9	24%
Roads	**3.3**	**3.8**	**3.6**	**2.5**	**2.4**	**3.3**	**1.3**	**20.3**	**18%**
Urban	3.0	4.6	4.0	2.3	2.2	1.6	1.4	19.2	17%
Railways	1.3	2.6	3.1	2.7	2.2	1.7	0.0	13.7	12%
Irrigation	1.1	2.0	1.8	1.4	1.2	0.7	0.8	8.9	8%
Rural Infra	1.4	1.8	2.1	1.1	1.1	0.3	0.0	7.7	7%
Social Inra	0.6	0.8	0.9	0.6	0.5	0.3	0.5	3.9	4%
Industrial Infra	0.2	0.4	0.4	0.4	0.2	0.1	1.4	3.1	3%
Digital comm.	0.8	0.6	0.5	0.4	0.4	0.4	0.0	3.1	3%
Agri. & Food Processing	0.0	0.0	0.0	0.0	0.0	0.0	1.5	1.7	2%
Airports	0.2	0.2	0.2	0.2	0.3	0.1	0.3	1.4	1%
Ports	0.1	0.2	0.2	0.2	0.1	0.1	0.4	1.2	1%
Total	**14.4**	**21.5**	**21.3**	**16.5**	**15.4**	**13.2**	**9.0**	**111.3**	**100%**

Source: National Infrastructure Pipeline, Report of the Task Force, Department of Economic Affairs
**No phasing means that the expenditures are not expected to be incurred by the dates mentioned against them.*

Financing Mechanism

The NHAI finances its activities through several means:

- *Budgetary Allocation:* Every year during the Union Budget, the GoI makes a budgetary allocation to be spent for the development of roads and highways infrastructure. Under Union Budget 2021-22, the GoI has allocated ₹1,181 billion for MoRTH.

- *Loan assistance from international funding agencies:* Loan assistance is available from multilateral development agencies like Asian Development Bank, World Bank, Japan Bank for International

Cooperation, among others, at concessional rates for infrastructure development and usually repayable over a longer timeframe, thereby allowing more time for the revenues to stabilise and make the repayments.

- *Market Borrowings:* NHAI taps the securities markets, primarily bond markets, for raising debt to finance its existing projects and refinancing debt.

- *Infrastructure Investment Fund:* NHAI has been given the mandate to set up an Infrastructure Investment Trust to monetise completed stretches of public funded national highways with the objective of mobilising additional resources through capital markets, which can be further redeployed for future growth.

In addition, the NHAI utilises a public private partnership ("**PPP**") model. The PPP framework was introduced to increase the efficiency of infrastructure projects through a long-term collaboration between the public sector and private business. Discussed below are the frameworks which are widely used in order to execute and implement roads and highway projects by NHAI:

- **Build-Operate-Transfer ("BOT") Toll**: The private developers/operators meet the upfront cost and expenditure on annual maintenance and recover the entire cost along with the interest from toll collections as per toll policy during the concession period. A capital grant up to a maximum of 40% is provided by NHAI.

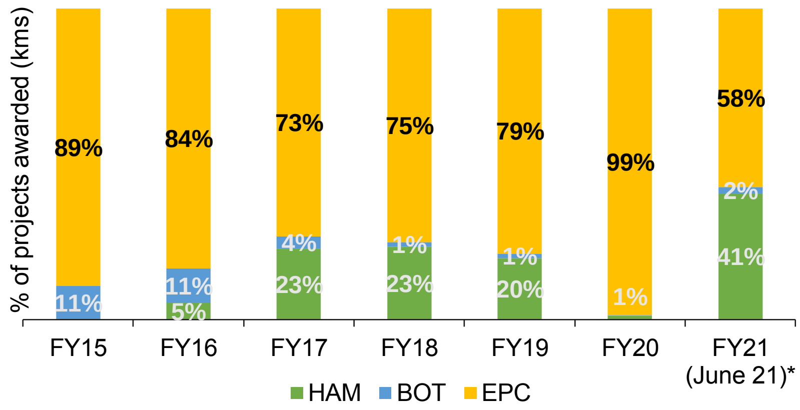
- **Build-Operate-Transfer ("BOT") Annuity**: The private developer is required to meet the entire upfront cost and the expenditure on annual maintenance. The concessionaire recovers the entire investment through pre-determined annuity payments by NHAI during the concession period. The Government is responsible for collecting toll revenue and thereby commercial risk is not transferred to the concessionaire.

- **Engineering, Procurement and Construction ("EPC")**: In the new EPC model, projects are contracted for a fixed term, fixed time and fixed cost. There is a shift from an item rate construction contract to an EPC (lump sum) contract to minimise time and cost overruns. The Government collects toll revenue after construction period. There is no commercial risk for the contractor except maintenance during a four year defect liability period.

- **Hybrid Annuity Model ("HAM")**: HAM is a relatively new PPP framework which combines the features of BOT (Annuity) and EPC. Under HAM, 40% of the bid project cost is payable to the concessionaire by NHAI in five equal instalments linked to project completion milestones and concessionaires shall have to arrange the balance 60% of the bid project cost. Once the project is completed, the NHAI collects tolls and pays annuities until the end of the concession period. For concessionaires, the traffic risk is not associated with them as compared to BOT Toll model.

- **Toll-Operate-Transfer ("TOT")**: MoRTH is monetising its road assets constructed with public funds through the TOT scheme, which envisages bidding for bundled national highways for a concession period of 30 years. Two bundles have been awarded. The TOT model was amended to only include toll assets which have toll revenue generation history of one year after the commercial operations date. Under this model, the right of collection of toll fees for operational public-funded National Highway projects is to be assigned for a pre-determined period to the concessionaires against up-front payment of a lump-sum amount. O&M obligations of such projects would rest with the concessionaires until the completion of the period under TOT model.

The chart below shows the distribution of projects awarded by the NHAI by PPP framework (excluding TOT) for Fiscal 2015 to Fiscal 2021:



Source: Department-r elated Parliamentary Standing Committee on Transport, Tourism and Culture, Rajya Sabha
** Data upto June 2021 includes that for Bharatmala Pariyojana.*

OUR BUSINESS

This section has been prepared considering the effect of the scheme. Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Group", "our Company" or "the Company" refers to GMR Power and Urban Infra Limited on a consolidated basis.

Please note that GMR Power and Urban Infra Limited has been incorporated in the year 2019 and has commenced business operations from the date of effectiveness of the Scheme. The business operations of our Company comprise of the Urban Infrastructure Business and EPC Business, which was transferred to our Company pursuant to the Scheme. While the following section includes details in relation to the business operations of our Company, post effectiveness of the Scheme, please read the information available on the websites of the Stock Exchanges, and financial statements, investor presentations and corporate disclosures issued by GMR Infrastructure Limited from time to time, which are available on www.gmrgroup.in.

Overview of the Business

GMR Power and Urban Infra Limited ("GPUIL") was incorporated on May 17, 2019 as a wholly owned subsidiary of GMR Infrastructure Limited. The Scheme of Arrangement was aimed at demerger of "Urban Infrastructure Business" and "EPC Business" of GMR Infrastructure Limited into our Company. The Scheme was sanctioned by NCLT vide order dated December 22, 2021 and is effective from the Appointed Date.

Pursuant to the approval of Scheme of Amalgamation and Arrangement by National Company Law Tribunal, the Urban Infrastructure and EPC Business operated by GIL stands demerged and transferred to and vested in our Company w.e.f December 31, 2021 and with Appointed Date of April 1, 2021.

Urban Infrastructure business means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking.

EPC business means the business undertaken by GIL pertaining to the EPC operations outside the group, including construction of Dedicated Freight Corridor Corporation projects and Rail Vikas Nigam Limited ("**RVNL**") projects. Dedicated Freight Corridor is a project undertaken by DFCCIL (a wholly owned public sector undertaking of MoR) and GMR has been awarded a contract to construct a part of the eastern corridor of the project. RVNL's Multi Modal Transport System ("**MMTS**") project involves construction of civil works, track linking, yard arrangements, railway electrification, signalling and telecommunication works in Secunderabad and Hyderabad divisions of South Central Railway, Andhra Pradesh. RVNL's Jhansi – Bhimsen Project, Uttar Pradesh involves various works on the Jhansi to Bhimsen stretch including construction of roadbed, major and minor bridges, track inking, S&T etc.

The Energy business consists of our power segment, which engages in the generation of electricity and the provision of related services, including electricity and coal trading and mining activities. In aggregate, our operating power plants had a gross capacity of 1,679.35 MW as of September 30, 2021 (excluding two gas-based power plants having gross capacity of 1,155.18 MW which are both currently non-operational due to non-availability of natural gas). In addition, the operating capacity would be augmented very shortly by 180 MW attributable to one hydroelectric power plant which while synchronised, will be operational with water flows commencing post lean season around Apr 2022. Further, gross capacity of 1,775 MW of hydro power is under development, of which a plant with 900 Mw capacity is in advanced stages of development, with a major part of its power output being tied up under a long term PPA and with USD denominated tariff. For Fiscal 2021, revenues from operations for power segment (consisting of energy and coal trading income from GETL and GISPL) amounted to ₹1023.4 crores. Revenues from GWEL, GKEL is ₹.1,482 crores and ₹2,206 crores respectively, which was not forming part of Consolidation of Demerged Company . Further, PT GEMS, wherein Company owns 30% stake, generated revenue of ~ USD 1 Billion for the calendar year end 2020 on 100% basis.

The Transportation Business consists of our roads segment, which is engaged in the development of roads on a BOT model. As of September 30, 2021, the Transportation Business held a roads portfolio consisting of four operational roads located in Andhra Pradesh, Telangana, Haryana, Punjab and Tamil Nadu, with a total length of 349.48 km. For Fiscal 2021, revenues from operations for the roads segment amounted to ₹496.87 crores.

The Urban Infrastructure Business is part of our business segment. GMR Krishnagiri SIR currently holds 1,032 acres of land and are developing the SIR in phased manner in Krishnagiri District. Additionally, our Group, through GSPHL and other subsidiaries of GSPHL, possesses large land parcels in the Krishnagiri district. For Fiscal 2021, revenues from operations & sale of lands from these segments amounted to ₹181.87 crores and revenues from operation from these segments amounted to ₹25.23 crores for six months ending September 30, 2021

The EPC Business consists of our EPC segment, which is engaged in delivering EPC solutions in the infrastructure sector, with an increasing focus on provision of construction services to the railway sector. For Fiscal 2021, revenues from operations for the EPC segment amounted to ₹1,081.69 crores.

Our Competitive Strengths

We believe that our Urban Infrastructure and EPC Business will benefit from the following strengths:

The Urban Infrastructure and EPC Business has diversified infrastructure operations under long-term concessions and investments across the Energy Business, Transportation Business, EPC Business and Urban Infrastructure Business

Our Company is one of the few Indian infrastructure players with a presence across the energy, transportation, and urban infrastructure (including SIR development) sectors, and including EPC capabilities (including in the railways sector). The Energy Business, which includes operating power projects in India, thermal and hydroelectricity power projects under development in India and Nepal and our coal mine interests in Indonesia, is diversified in terms of geography (both within India and internationally), fuel type and fuel source (our power projects utilise coal, natural gas, solar and wind energy as fuel for power generation and we are also developing hydroelectricity projects) and power off-take arrangements (depending on market conditions, we either enter into long-term PPAs or sell our energy directly to the open market). In the Transportation Business, our road assets and projects are spread across five states in India, where we operate two annuity and two toll road projects with concession periods of 20 to 25 years from the respective commencement periods. In our Urban Infrastructure Business, we are developing one SIR in India and have divested our stake in one SIR. We have also delivered a number of infrastructure projects through our EPC Business, which is currently undertaking, amongst other things, projects in the rail sector. We believe our experience in each of the infrastructure sectors in which our Urban Infrastructure and EPC Business operates positions us favourably to secure a wide range of future projects in these sectors.

The Energy Business has a track record of developing and operating a diversified portfolio of large-scale power projects with relatively stable, long-term income streams and fuel security.

Our Company is an established power generation player in India and is one of the first Independent Power Producers of the country with a proven track record of identifying, developing and operating power projects successfully. Since its founding in 1996, it has developed power plants with an aggregate gross capacity of 6,579.18 MW using a variety of fuel sources, including coal, natural gas, hydro, solar and wind. As of September 30, 2021, our Energy Business Portfolio has existing gross capacity of 4,789.18 MW with eight commissioned power plants: two coal projects (one operated by GKEL (1,050 MW) and another operated by GWEL (600 MW)); two solar projects (26 MW in aggregate); two wind projects (3.35 MW in aggregate); two gas-based plants (GREL (767.56 MW) and GVPGL (387.62 MW)).

In the Energy Business, we are in the last stages of construction and commissioning of a hydroelectric power plant with a capacity of 180 MW and additional under-development power projects, which are expected to deliver an aggregate gross capacity upon completion of 1,775 MW (primarily hydroelectric power projects).

Our power offtake arrangements are intended to achieve a balance between risk and revenue through a mix of both long-term and short-term PPAs. As of September 30, 2021, 1,440 MW of Coal based capacity is tied up in long-term & medium-term PPAs, which had remaining terms ranging from 2 to 18 years. These PPAs provide a relatively stable stream of revenue, as the tariffs are generally defined and contracted for the duration of the PPA (which is generally for a term of 15 to 25 years), with allowances for certain escalations. For any untied capacity, from time to time, we enter into short-term or medium-term offtake arrangements, which are generally based on prevailing market prices, allowing us to take advantage of favourable market prices to make sales on an opportunistic basis. This provides the Energy Business with a mix of contractual and market-driven revenue streams. All Renewable projects (29.35 MW) are fully tied up with long term PPA. 180 MW Hydro project has long term PPA arrangements with Delhi International Airport Limited and UP Power Corporation Limited, out of which there is a possibility to maximise the revenue by short term sale of some portion of energy through Power

Exchanges In addition, another hydro plant with 900 MW capacity which is in advanced stages of development, a major part of its power output is being tied up under a long term PPA (with USD denominated tariff).

For its two operational thermal coal power plants, which provide the majority of our operational gross capacity, we have relatively stable fuel security through access to long-term coal linkages and has the ability to pass through its fuel costs as per the terms of the PPA. We currently have long-term linkages in place covering the entire capacity of the Warora Power Plant and a majority of the capacity of the Phase I Kamalanga Power Plant, which helps to provide fuel security. We have an option to source any shortfall in domestic coal through its coal mining investment in Indonesia. Long term fuel tie up corresponding to the entire capacity of GWEL & GKEL has been tied up through long and medium term PPA (~ 1400 MW). . Our power offtake arrangements also enable it to be substantially hedged against any escalation in domestic coal prices. The PPAs provide for a fuel charge component in the tariff which is escalable. Escalation rates are announced by the CERC on a six-month basis on the basis of the WPI of domestic coal. Except for the PPAs entered into with Uttar Haryana Bijli Vitran Nigam Ltd and Dakshin Haryana Bijli Vitran Nigam Ltd, where the escalation in coal prices is built into the quoted tariff, our Company's fuel charge in its other PPAs is either passed through to its customers or escalates periodically at rates determined by CERC which are linked to the WPI for domestic coal. We are also eligible to pass through fuel costs arising out of its usage of imported or e-auction or open market coal for long-term PPAs in cases where there is a supply deficit from CIL or its subsidiaries on linkage coal for meeting commitments under the PPAs.

Through the development, construction and operation of its power projects, we have gained significant experience in managing the development cycle of large-scale power projects, from the conceptualisation of the project to its operation, including engineering, procurement, erection testing and project management expertise. This experience enables us to approach the development and operation of its power projects more efficiently and provides management with insights in identifying and mitigating risks in the development and construction of such projects. The expertise derived from the development and operations of various fuel-based power projects enables us to demonstrate competence across multiple aspects of the power generation spectrum and to pursue opportunities that may arise in this sector. We have a detailed understanding of the regulatory regimes and has been actively contributing to policy advocacy in relation to plant operation and receivables management.

The Transportation Business has a diversified portfolio of annuity and toll road projects offering cash flow stability with growth potential

The Transportation Business is engaged in the development of roads on a build, operate and transfer model. As of September 30, 2021, the Transportation Business held a roads portfolio consisting of four operational roads located in Andhra Pradesh, Telangana, Haryana, Punjab and Tamil Nadu, with a total length of 349.48 km. Two of the four concessions are annuity projects, for which we receive annuity payments from the NHAI and the state government of Tamil Nadu, providing us with fixed revenue for each year of the concession period without reference to the number of road users. The remaining two concessions are operated on a toll basis, with toll charges collected directly from road users. The toll for these concessions is based on a formula linked to a WPI under the relevant concession agreement.

Toll road concessions are along the Ambala-Chandigarh corridor and the Hyderabad-Vijayawada corridor. The Ambala-Chandigarh highway has one of the highest traffic densities in India, catering to vehicular traffic between Punjab, Haryana, Himachal Pradesh and New Delhi. The Hyderabad-Vijayawada corridor connects a number of major cities in the states of Telangana and Andhra Pradesh. According to data from the Ministry of Statistics and Programme Implementation, the GDP of the states in these corridors has grown from 2015 to 2019, hence we believe that there is potential to capture increased revenue as a result of future growth in traffic along these corridors.

As the operating income from annuity projects is fixed while that from toll projects varies based on traffic volume, we believe the mix of annuity and toll projects provides a more diversified source of revenue for the Transportation Business.

The Urban Infrastructure Business has land parcels at strategic industrial locations

Our Urban Infrastructure Business is engaged, along with our joint venture partners, in holding and developing land in India as SIRs, which are special economic interest areas. We are currently holding 1,032 acres of land parcel in the Krishnagiri district of the state of Tamil Nadu owned by GMR Krishnagiri SIR Limited (Krishnagiri SIR) as a joint venture with Tamil Nadu Industrial Development Corporation ("**TIDCO**"). Additionally, our Company, through GSPHL and other subsidiaries of GSPHL, possesses large land parcels in the Krishnagiri district which are also being monetized.

Our Company has undertaken the development of SIR in phase manner. In Phase 1, Krishnagiri SIR has sold approximately 268 acres of land till date and signed a binding term sheet by which another approximately 244 acres would be sold to an Indian multinational. GSPHL and other subsidiaries of GSPHL have sold approximately 502 acres of land to Tamil Nadu government agency and is concluding sale of another approximately 260 acres to the same Government agency. Krishnagiri SIR is now making plans to develop approximately 270 acres in Phase 2. The Krishnagiri SIR forms part of the Bangalore-Chennai industrial corridor, and there are a number of initiatives in various stages of planning to monetize the area.

We are delivering turn-key EPC solutions and critical projects for the railway sector

Our in-house EPC expertise supports new project wins, successful project execution and focus on third party contract business. Since 2009, our in-house EPC Business has assisted our Transportation Business and Energy Business in winning and commencing work on our projects and is now increasingly moving into various works in railway projects. The railway projects for RVNL are nearing completion, and we along with our joint venture partners have secured four projects with the DFCC, which are together worth ₹7,361 crores as of September 30, 2021. We intend to continue expanding our EPC capabilities in the railways sector and are identifying further opportunities to undertake new railways projects.

Our Business Strategies

Our business strategy for the Urban Infrastructure and EPC Business consists of the following principal elements:

Repositioning as dedicated, 'asset right, asset-light' Urban Infrastructure and EPC Business with a focus on achieving optimal leverage

The Urban Infrastructure and EPC Business will aim to create a sustainable platform to enable the Energy Business, Transportation Business, Urban Infrastructure Business and EPC Business to function as distinct businesses and have separate operating structures with a focus on cash flow improvement. A key feature of this strategy will be to deleverage the business, particularly the Energy Business and Transportation Business, which comprise the largest proportion of the net debt of the Urban Infrastructure and EPC Business.

We have been undertaking strategic reviews of its portfolio in the Energy Business in order to maintain an optimal mix of assets across the development cycle, ensuring that it bids for select projects and undertakes sales of assets or strategic stakes in assets to unlock value. It has also divested one of its hydroelectricity power projects in Nepal which was under development in order to optimise its exposure in Nepal, as well as the Kakinada Barge Plant. It may also evaluate its stake in its coal mining assets. We are constantly evaluating various divestment options and may from time to time divest, in whole or in part, certain of its assets opportunistically to unlock value through a constant portfolio review.

In the Transportation Business, our strategy to deleverage is to focus on seeking partners who can purchase the existing roads projects as a bolt-on acquisition strategy to their businesses or inject it into an infrastructure investment trust. Our Company is in discussion with its lenders for initiating the debt restructuring process for the Hyderabad Vijayawada Road Project and Ambala Chandigarh Road Project which were affected due to the COVID-19 pandemic. Our Company is also pursuing a number of claims (either through litigation or arbitration), with the aim of applying any successful award toward reducing the debt of this business.

In the Urban Infrastructure Business, we have divested our stake in the Kakinada SEZ.

Expanding power asset base with focus on clean energy and foray into new capex-light verticals of the Energy Business

We aim to be a top tier *cognitive intuitive clean energy company* of the future. The 3 key pillars of our strategy going forward are:

1. **Enhance value of our existing businesses** through higher utilization of our assets and efficiency improvement measures:
    a. Tie up the open capacities of the thermal units through innovative PPA models including participating in RTC tie-up opportunities and maximise value of commissioned hydro capacity
    b. Strengthen cashflows of the legacy assets through operational efficiency improvement of the thermal power assets and by operationalizing gas assets
2. Create new value through exciting **opportunities in the adjacent areas** of our current businesses through embracing technology led solutions

    a. Scaling power trading business by offering new products & services, diversifying customer base
    b. Selectively foraying into businesses directly with the end consumers, enhancing value through differentiated service offerings using new-age technology solutions as also developing and realizing the potential for adjacent businesses
3. Nurture & develop new opportunities in the **green ecosystem** with high focus on hydro and innovative platform-based solutions in solar, wind power generation and electric mobility
    a. Continue focus on hydro power development and explore additional innovative value enhancement opportunities, including hybrid power solutions
    b. Generating value from ‘Green ecosystem’ through new age distributed energy business segments including areas such as electric mobility and storage solutions
    c. Continue emphasis on being ESG compliant responsible corporate citizen with enhanced focus on resource neutrality including carbon neutrality, going forward

The route envisioned to operationalize the above key pillars is through the following overarching principles:

1. High focus on innovative, **asset-light, platform-based and technology-oriented business models**.
2. Deploy **efficient capital structure and access green financing**
3. Enter **strategic partnerships** with global reputed majors and institutes of excellence
4. Invest in **emerging start-ups** in cleantech ecosystem where there are potential synergies
5. Build on our group’s **strengths** and leverage infrastructure **assets and businesses of the group as a launch pad for new offerings**

Under the GPUIL umbrella, we plan to further segregate our energy and non-energy businesses and further our existing green assets (hydro, solar, and wind) under a new ‘Green Energy’ entity. GMR Energy is aligned with India’s energy aspirations and is committed to leverage its entrepreneurial DNA, significant resources, ability to forge and execute partnerships and proven expertise to build the India of a new energy era.

Portfolio strategy: *Building green, Optimizing grey*

Maximise value from commissioned hydro power assets & explore additional value enhancement opportunities

India approved a **new hydroelectric policy**, according ‘renewable energy’ status to large hydro projects (above 25 MW). There is a push for **hydropower purchase obligations** (through non solar RPO) for power DISCOMs.

- Existing hydro power assets include –
    - Currently synchronised and in last stage of commissioning **-** Bajoli Holi (180 MW),
    - In advanced development / early construction phase–**-** Upper Karnali (900 MW),
    - Under development- Alaknanda (~300 MW) and Talong (~225 MW)

- Upper Karnali, largest hydro plant in Nepal, will export power to Bangladesh, India in addition to local consumption. Formal letter of intent issued for long term power supply (**500 MW, 25 years**) to Bangladesh Power Development Board is nearing final form.
- Two out of three units of Bajoli Holi are tied under long-term PPA arrangement with DIAL (**valid till 2036**). Third unit has been tied up under **25-year PPA** with UP Power Corporation Ltd.
- We are tying up our upcoming capacity through medium to long term power offtake arrangements, open market sales, and other innovative models such as upcoming RTC contracts at centre, state level
- We are undertaking feasibility assessment of innovative value enhancement opportunities at our current assets such as potential deployment of floating solar in our existing plants

Optimize coal assets: Coal will continue to be a significant source of energy **- ~32%** of overall energy mix (by FY30 as per CEA projections). We are–**-**

- Targeting **90%+** utilization for existing assets (**~1.6 GW**) by**-**
    - Extending PPAs for 100 MW capacity (under Kamalanga plant), and
    - Securing short to medium term PPAs for 150 MW capacity (under Warora plant)
- Continuing **robust operational improvement program** to attain best-in-class performance across metrics (already exhibited strong improvement in PLF to **75%+** vs. <70% in FY17)
- **Strengthening ESG initiatives**, minimizing carbon footprint- FGD implementation, efficient ash handling

- Developing a taskforce and pursuing litigation to secure receivables. As of Jan'22, we have already–-
    - Secured **~INR 200 Crores** from Haryana (for Kamalanga plant),
    - Finalized debt resolution for Kamalanga plant and the same is likely for Warora plant by **Mar'22**

Operationalize natural gas assets: The Government of India has set a target to **increase share of natural gas** in India's primary energy basket from ~7% (currently) to **~15%** by 2030**.** Report by an expert committee (headed by former CEA chairman Gireesh Pradhan) reported that power storage including batteries, coal, gas and hydro units could operate as peakers for the grid. Gas-fired power plants rate better on flexibility parameters with quick ramp up/ ramp down rates and minimum generation levels. We expect the government to formulate policy measures to support operationalization of stranded gas assets. We are–-

- **Pursuing advocacy measures and undertaking strategic reviews** to kick-start power generation and/ or value monetization. We have already raised regulatory claims with CERC and received clarification on usage of deep-water gas
- **Exploring ways to operationalize plants** by using–- domestic APM gas, deep-water gas (over next 2 years) backed by new wells in KG-D6 basin, and deep-water gas fields owned by RIL, ONGC
- Pursuing **regulatory receivables of ~INR 1100 Cr** owed by AP, Telangana DISCOMs (for Vemagiri plant)

Scale up power trading business: Globally, the power trading market has matured driven by increase in vendor collaborations, cross-border trade. Indian power trading market is likely to witness a **steep growth trajectory** driven by multiple contracts for procurement of renewable energy, and derivatives expected to be launched in near future. Indian government is considering expansion of size, reach of competitive power markets or spot trading with a view to buy **25%** of total electricity supply through power exchanges by 2023-24 (vs. 5-10% currently). We are–-

- Scaling our business by offering new differentiated products, new-age technology solutions to grow and diversify our customer base; 'GMR Energy Trading Ltd.' is currently the **7th** largest power trader in India market.
- Exploring **synergistic partnership opportunities** with globally reputed trading organizations to build, expand capabilities and with young start-ups to expand product and service portfolio

Opportunities in the consumer facing businesses: The electricity sector is to witness transformation with policy changes and technological changes sweeping the sector. The Electricity Amendment Bill (pending approval in parliament) intends to **de-license power distribution** to introduce competition which will present tremendous opportunities to move closer to consumers and offer multiple value-add businesses. Various government programmes are facilitating adoption of energy efficient technology solutions. Smart Meter National Programme aims to replace 25 crore conventional meters with smart meters in India. These regulatory and technological tailwinds open significant opportunities. We are aiming to:

- Explore opportunities in the **consumer facing businesses** and scout for **selective plays** using **differentiated service offerings** in the immediate to medium term
- Enhance our value proposition with **new age technology solutions** by entering **strategic partnerships** with technology oriented global majors

Build green ecosystem: The green ecosystem in India is expected to scale rapidly over next few years. GOI is targeting 500GW RE power by 2030. Recent budget has reemphasised government focus on new age, clean and technology oriented green ecosystem. As climate conscious corporate citizen and prudent business house, we also see significant value potential in this sector and wish to unlock value for our shareholders through undertaking new age distributed energy business models including areas such as electric mobility and storage. Distributed solar power in India is expected to grow at **30%+** CAGR driven by low electricity tariffs (INR 3-5/kWh vs. INR 6-8/kWh for grids). The EV market share in India's overall vehicle sale is expected to go up to **~20%** by 2030 (vs. <1% currently). The government is actively pushing for deployment of EV charging stations through capital subsidies (e.g., FAME). As part of 2022 budget, Finance Minister signalled a battery swapping policy with "interoperability standards" for EV batteries to be adhered to by all EV brands and setting up of more public EV charging stations. We are–-

- Leveraging **unique access** to early adopters- airports, highways, industrial parks under the GMR Umbrella **to generate value from electric mobility and new-age storage and charging solutions**

- Capitalizing on these opportunities by developing a **platform for green ecosystem play** and striking strategic, financial partnerships to build, rapidly scale our green business

<u>Platform Play:</u> *Asset light, Technology focused*

Energy ecosystem is at the **cusp of technological disruption** as emerging technologies, innovative business models transform the overall energy landscape. These technologies have fueled multiple innovation imperatives across value chain as evident from the **dramatic increase in cleantech VC activity**. Multiple energy technology **startups have attained unicorn status** over the last decade indicating significant potential for India. We are–-

- Building a portfolio of **innovative, capital-light, platform-based businesses**
- **Actively investing in emerging startups** in cleantech ecosystem to offer digital solutions for operations improvement, performance monitoring, energy efficiency management, among others
- **Exploring partnership opportunities** with global technology players to build, scale these platforms
- **Attract financial partners to be part of our journey and set ourselves up for impact investors to solidify our social impact in the country's development**

<u>Right to Win:</u> *Leverage heritage, Best talent, Build partnerships*

We are actively working on building the foundation for 'GMR Energy 2.0' and look to achieve competitive advantage by–-

- Leveraging our **entrepreneurial DNA**, ability to navigate complex regulatory landscapes, and small yet significant green portfolio (hydro, solar and wind)
- Deepening and **strengthening our leadership team** to build, run and manage future core businesses
- Continuing our proven strategy of forging successful **strategic partnerships with global players and expanding this competency further to include new technological** companies and start-ups
- Mobilizing forces to secure **equity investments** and tapping into **innovative financing** mechanisms to fund upcoming projects and assessing potential inorganic routes to fuel this expansion

The world is entering a new energy paradigm that will run on fossil-fuel alternatives and India is at the forefront of this transition. 'Clean Energy' is India's new tryst with destiny – as our power sector opens a vibrant new chapter, seeking to fulfil both global climate commitments and to accelerate India's own economic development. In sync with the national energy ambition, GMR Energy is determined to script its new energy charter to strengthen its position in the new energy era.

Positioning the EPC Business to become a stronger competitor in the railways sector

While our presence in the railways sector is relatively recent, it has already secured six projects with two rail authorities (DFCCIL and RVNL), with two projects nearing completion. We have, over the last five years, made significant capital investments in the railways sector in order to position itself as a competitive bidder for opportunities that may arise from time to time in this sector.

We believe that several opportunities are likely to emerge in the rail sector in India as a result of proposed further investment in this space in the coming years. For example, maintenance of newly constructed lines is an area of opportunity expected to develop in the rail sector in the next few years. The DFCC is planning to award contracts for the remaining sections of the Eastern DFCC corridor, one from Son Nagar to Gomoh and the other from Gomoh to Dankuni, with a concession period of 35 years (which includes the construction period of 5 years). The winning bidder is expected to Design, Build, Finance, Operate & Maintain and Transfer (the "DBFOT") the project but the DFCC will operate the trains. The DFCC has also begun preparation for awarding three new corridors, which are expected to commence from 2023 onward.

There are also expected to be opportunities to bid for the development of railway stations and for electrification of almost 17,000 km of Indian Railways' network. The Government of India has planned a large-scale development of railway stations, with 50 stations expected to be awarded through a PPP scheme in the near term. The station re-development plans could also provide the winning bidder with real estate monetisation opportunities.

Focusing on monetisation of SIR land parcels by targeting global manufacturers

We intend to pursue leading global manufacturers seeking to relocate parts of their manufacturing supply chain to India to enable monetisation of the SIR land parcels.

Krishnagiri SIR forms part of the Bangalore-Chennai industrial corridor and is in close proximity to the Golden Quadrilateral, a national highway network connecting many major industrial centres of India.

The Krishnagiri SIR is at a strategic location for warehousing and logistics businesses as there is significant road development in and near the SIR. The NHAI is developing a 203 km satellite township ring-road skirting Hosur and Bangalore, a number of state highways and internal roads are being converted into national highways and SH 17 runs through the SIR, which is currently being developed into a four-lane national highway (NH844).

The closest railway station is about 10 km from the Krishnagiri SIR. The closest port is in the city of Chennai at a distance of 320 km and the closest airport is in the city of Bangalore at a distance of 100 km.

Hosur is also one of the 5 nodes identified as part of TN Defence Industrial Corridor thereby attracting companies in the field of aerospace & defence sector. We are targeting international clients apart from Indian Companies who are expanding especially focusing on Electronics, Automobile (especially EV) & components. In addition to discussions with Tamil Nadu Govt. agency for sale of land parcels, the Group is also in discussions with a number of multinational and Indian corporations.

Pursue upcoming Hybrid Annuity Model (HAM) projects

In line with our asset light strategy, we intend to bid for the upcoming HAM projects by NHAI as the HAM model provides a consistent stream of cash flows. During the construction period of each HAM project, the concessionaire is entitled to receive a proportion of the bid project cost from NHAI on completion of certain milestones, thereby reducing the capital to be invested during the construction period. Post commencement of operations, the concessionaire receives three revenue streams (i) annuity payments; (ii) interest payments; and (iii) operation and maintenance ("O&M") payments in two bi-annual equal instalments. Unlike annuity projects where annuity payments are fixed, revenue streams from annuity payments and operations & maintenance under HAM Model are escalated based on pre-determined price index.

We believe that given our expertise in EPC of road projects, we will be well positioned to derive value at each stage (construction as well as operations) from HAM projects. Milestone payments during construction periods will enable us to bid for additional projects due to replenishment of capital. Once the project is operational, we may consider divestment of the project to increase shareholder value

Infrastructure facilities

A. Urban Infrastructure Business

Energy Business

Our Energy Business engages in the generation of power and the provision of related services, including energy and coal trading and mining activities. In aggregate, our operating power plants have a gross capacity of 1,679.35 MW as of September 30, 2021 (excluding two gas-based power plants which are both non-operational due to non-availability of natural gas). The Group is also undertaking the construction and development of additional power plant projects, which are expected to deliver an aggregate gross capacity of 1,955 MW, consisting of three hydroelectric power plant projects of 1,425 MW under development, one hydroelectric power plant of 180 MW under construction and a thermal power project of 350 MW under development.

The power projects are categorised as follows based on their stage of development:

(1) *Commissioned.* Commissioned power plants are power plants or units of power projects that have commenced commercial operations, which refers to the date when the power plants or their respective units become eligible to supply power to customers. As of September 30, 2021, we had six commissioned power plants, including one at which one phase is commissioned and one phase is under development. It does not include two gas based power plants which are currently not operating due to non-availability of gas.

(2) *Under Construction.* Power projects under construction are power projects that are not operational and for which: (i) financial closure has been achieved, with conditions to such funding completed or waived; (ii) EPC contracts have been executed; and (iii) construction is underway. As of September 30, 2021, we

had one power plant under construction.

(3) *Under Development.* Power projects under development are power projects that have been awarded to the Group by the relevant governmental authority, either through a bidding process or through a memorandum of understanding, as applicable, and are not yet under construction. As of September 30, 2021, we had four power projects under development, including one which is a phase under development at an already commissioned power plant.

The table below summarises certain key aspects of our power plants and power projects as of September 30, 2021:

Power Plants / Projects, Location	**Specifications**	
	Fuel Type	**Gross Capacity**
Commissioned		
Phase I Kamalanga Power Plant, Odisha	Coal	1,050 MW
Warora Power Plant, Maharashtra	Coal	600 MW
Patan Power Plant, Gujarat	Solar	25 MW
Gujarat Wind Power Plant, Gujarat	Wind	2.1 MW
Tamil Nadu Wind Power Plant, Tamil Nadu	Wind	1.25 MW
Rajam Solar Power Plant, Andhra Pradesh	Solar	1 MW
Rajahmundry Power Plant, Andhra Pradesh(1)	Natural gas	767.56 MW
Vemagiri Power Plant, Andhra Pradesh(2)	Natural gas	387.62 MW
Under construction		
Bajoli Holi Power Project, Himachal Pradesh	Hydro	180 MW
Under development		
Upper Karnali Power Project, Nepal(3)	Hydro	900 MW
Phase II Kamalanga Power Plant, Odisha	Coal	350 MW
Alaknanda Power Project, Uttarakhand(4)	Hydro	300 MW
Talong Power Project, Arunachal Pradesh	Hydro	225 MW

(1) This power project is located at a site adjacent to the Group's commissioned Vemagiri Power Plant. Due to non-availability of natural gas supply, the plant is currently non-operational. Subsequent to debt resolution plan adopted by GREL, the entity under which this project is held, the project lenders own 55% of the shareholding in GREL and the remaining 45% is held by GGAL.

(2) Due to non-availability of natural gas supply, the plant is currently non-operational.

(3) GMR Lion Energy Limited owned 73% of this project as of September 30, 2021.

(4) The construction of this project is currently halted pending resolution of certain legal matters.

We sell electricity produced by its power projects to various state owned DISCOMs, which have historically been our largest customers, pursuant to long-term PPAs, or to private parties in the open market. As of September 30, 2021, 1,469.35. MW of the total operational capacity was tied up in long-term PPAs, which had remaining terms ranging from 2 to 18 years. The tariffs charged under PPAs typically consist of capacity and energy charges. Capacity charges are generally formulated to cover its annual fixed costs incurred on the underlying power plant, as they include a fixed return on equity, interest on loan capital and working capital, operation and maintenance expenses and depreciation costs, while the energy charges are generally formulated to cover our fuel costs. Most of our PPAs also provide for certain rebates in the event of early payment by the purchaser and are usually take-or-pay arrangements.

We also sell power through our wholly owned Subsidiary, GETL and through agreements with PTC India Limited ("**PTC**") for resale or through other short-term arrangements.

Offtake arrangements with third party customers are for a short or medium-term duration, with tariffs charged at the prevailing market price of electricity.

Commissioned Power Plants

The Group's commissioned power plants include two solar power plants at Patan, Gujarat and Rajam, Andhra Pradesh; a coal-based power plant at Warora, Maharashtra; three units of our Phase I coal-based power plant at Kamalanga, Odisha and two wind-based power plants at Kutch, Gujarat and Tirupur, Tamil Nadu. In aggregate, these power plants have a gross capacity of 1,679.35 as of September 30, 2021. In addition, we have two gas-based power plants at Rajahmundry and Vemagiri in Andhra Pradesh which are commissioned but are currently not operating. As a whole, the power supply of the operating power plants is substantially contracted through long-term PPAs (primarily through state electricity boards) and its coal-powered plants have strong fuel linkage in place.

We measure the performance of its commissioned power plants by examining a number of factors, including PLF and Availability. PLF, or each power plant's actual output of energy compared to its potential maximum output of energy, is one of the key measures of efficiency. A higher PLF indicates a higher efficiency level, as fixed costs are spread over more kW hours of output (resulting in a lower price per unit of electricity), and a greater total output of electricity. PLF is affected by the non-availability or limited supply of fuel, maintenance shut-down, and unplanned breakdowns; for solar plants, by irradiation and degradation of solar panels; and for wind plants, by the flow of wind. The Availability of a power plant refers to the amount of time that it is available to produce electricity over a certain period, divided by the amount of time in that period.

The following table summarises certain key aspects of our commissioned power plants:

Power Plant, Location	Specifications as of September 30, 2021			Performance for Fiscal					
	Fuel Type	Gross Capacity	PPA Contracted Net Capacity (% of Net Capacity)	PLF[1]			Availability		
				2019	2020	2021	2019	2020	2021
Phase I Kamalanga Power Plant, Odisha	Coal	1,050 MW	822.5 MW (85%)	73%	64%[2]	77%	75%	82%	85%
Warora Power Plant, Maharashtra	Coal	600 MW	500 MW (91%)	74%	79%	75%	76%	82%	92%
Patan Power Plant, Gujarat	Solar	25 MW	25 MW (100%)	18%	17%	17%	100%	99%	100%
Gujarat Wind Power Plant, Gujarat	Wind	2.1 MW	2.1 MW (100%)	18%	23%	16%	87%	93%	94%
Tamil Nadu Wind Power Plant, Tamil Nadu	Wind	1.25 MW	1.25 MW (100%)	14%	10%	14%	99%	99%	98%
Rajam Solar Power Plant, Andhra Pradesh	Solar	1 MW	1 MW (100%)	14%	14%	15%	99%	98%	100%
Other									
Rajahmundry Power Plant, Andhra Pradesh[3]	Natural gas	767.56 MW	NIL	N/A	N/A	N/A	N/A	N/A	N/A
Vemagiri Power Plant, Andhra Pradesh[4]	Natural gas	387.62 MW	370 MW (95.4%)	N/A	N/A	N/A	N/A	N/A	N/A

(1) PLF for a given period is defined as the percentage of total kWh generated at generator terminals of all the units corresponding to scheduled generation to installed capacity, expressed in kW multiplied by number of hours in that period. Source: www.cea.nic.in, Reports from Tamil Nadu Generation and Distribution Corporation Limited and Gujarat Energy Transmission Corporation Limited.
(2) The decline in PLF for Fiscal 2020 is primarily due to major maintenance work undertaken during the year and the disruption of linkage coal supply due to a strike in Mahanadi Coalfields Limited (a subsidiary of CIL with whom GKEL has executed long-term FSAs).
(3) This power project is located at a site adjacent to the Group's operational Vemagiri Power Plant. Due to non-availability of natural gas supply, the plant is currently non-operational. Subsequent to debt resolution plan adopted by GREL, the entity under which this project is held, the project lenders own 55% of the shareholding in GREL and the remaining 45% is held by GGAL.
(4) Due to non-availability of natural gas supply, the plant is currently non-operational.

<u>Phase I Kamalanga Power Plant</u>

The Kamalanga Power Plant is a coal-based power project located in the Dhenkanal district of the state of Odisha. The Phase I Kamalanga Power Plant, which has been a commissioned project since 2013, has a gross capacity of 1,050 MW, consisting of three units of gross capacity of 350 MW each. The Phase II Kamalanga Power Plant, which is under development, consists of one unit with an estimated gross capacity upon completion of 350 MW.

The Kamalanga Power Plant is an asset of GKEL. GEL owns 90.91% of this project as of September 30, 2021.

The Kamalanga Power Plant is currently operated and maintained by an in-house team.

Offtake Arrangements

GKEL has entered into three long-term offtake arrangements with various state utility boards with respect to the Phase I Kamalanga Power Plant, and as of September 30, 2021, 85% of the plant's net capacity is contracted with long-term offtake arrangements.

GKEL entered into a PPA with GRIDCO Limited ("**GRIDCO**"), as nominee of the state of Odisha, in September 2006. The PPA with GRIDCO is valid for 25 years commencing from the time the last unit of the Kamalanga Power Plant achieves commercial operations. Pursuant to the terms of the PPA with GRIDCO, the Group is required to sell GRIDCO the amount of power specified by GRIDCO once every five years, up to 25% of the total operational capacity from the Phase I Kamalanga Power Plant. GKEL is obligated to deliver the contracted capacity under this PPA to the Bus bar of the nearest Odisha Power Transmission Corporation Limited substation, and the Group bears any transmission losses up to such delivery point. The tariff under the PPA with GRIDCO is to be determined by CERC and comprises of capacity charges that are payable based on the availability of the power plant against the normative availability to the DISCOM. Full capacity is deemed to be achieved when there is a normative availability of 85% to the DISCOM. When this availability decreases, there is a proportional decrease in the capacity charge. The tariff also includes an energy charge at actuals on a "pass through" basis.

With respect to the power generated by the Kamalanga Power Plant which was not sold to pursuant to the PPA with GRIDCO, GKEL and PTC made a successful bid for the supply of power from Kamalanga Power Plant on a long-term basis to Uttar Haryana Bijli Vitran Nigam Limited and Dakshin Haryana Bijli Vitran Nigam Limited, with a contracted capacity of 150 MW, each for 25 years from the commencement of supply in April 2013. On March 12, 2009, GKEL entered into a PPA to reflect an offtake of contracted capacity of 300 MW based on PTC's agreement with Uttar Haryana Bijli Vitran Nigam Limited and Dakshin Haryana Bijli Vitran Nigam Limited. This agreement is co-terminus with that of the PPAs executed by PTC with Uttar Haryana Bijli Vitran Nigam Limited and Dakshin Haryana Bijli Vitran Nigam Limited.

GKEL entered into a 25-year PPA with the Bihar State Electricity Board in November 2011 to supply a contracted capacity of 260 MW with offtake commencing in November 2015. GKEL is obligated to deliver the power to one of the Bihar State Transmission Utilities interfaces listed in the PPA, and GKEL bears transmission losses only up to the Angul Pooling Station located in Angul, Odisha, which is located approximately 30 km from the power project. The tariff under this PPA comprises a non-escalable capacity charge, an escalable energy charge and an escalable inland transportation charge.

The Group plans to sell the remaining power produced from Phase I Kamalanga Plant through long-term PPAs and short-term arrangements, including in the open market.

Fuel Supply Agreements

As of September 30, 2021, the plant had achieved 72% fuel linkage. As of September 30, 2021, GKEL had two FSAs of 2.14 MTPA and 1.50 MTPA each and a letter of allocation of 0.40 MTPA from Mahanadi Coalfields Limited, a subsidiary of Coal India Limited. Pursuant to these arrangements, GKEL is guaranteed a coal grade of G8 to G13 for 2.14 MTPA and G12 to G14 for 1.50 MTPA and 0.40 MTPA. GKEL purchases the remaining coal required to meet any shortfall in supply under the FSAs and to meet the take or pay obligations under the PPAs from the open market or e-auction. The Mahanadi Coalfields Limited mines are the key source for e-auction coal, and a significant number of these mines are located close to our power project site and are connected through rail and road network, with some of these coal fields located approximately 35 km from the power project. In the first half of Fiscal 2020, the employees of Mahanadi Coalfields Limited went on strike, which impacted operations at Phase I Kamalanga Power Plant, as we were only able to materialise 80% of our linkages. The strike has since been resolved.

In addition, depending on fuel requirements and pricing, from time-to-time GKEL may also import coal through the Paradip sea port, which is located approximately 200 km from the power project.

GKEL has integrated coal transportation infrastructure, including railway sidings required for the transportation of domestic and imported coal.

Warora Power Plant

The Warora Power Plant is a coal-based power plant consisting of two units with gross capacity of 300 MW each.

The Warora Power Plant is located at Warora Taluka in the Chandrapur district of the state of Maharashtra. The Warora Power Plant is developed by GWEL, which is wholly owned by GEL. The Warora Power Plant is currently operated and maintained by an in-house team.

Offtake Arrangements

Warora Power Plant is currently 91% contracted through long-term and medium-term offtake agreements, and it is currently supplying power under three PPAs to state utility boards. GWEL entered into a 25-year PPA with the Maharashtra State Electricity Distribution Company Limited in 2010 with respect to a net capacity of 200 MW. It is obligated to deliver the power pursuant to this PPA to the power station switchyard Bus bar of our power plant. The tariff under this PPA comprises non-escalable capacity charge, escalable capacity charge, escalable energy charge and escalable inland transportation charge.

GETL has entered into a 15-year PPA with Tamil Nadu Generation and Distribution Corporation Limited ("**TANGEDCO**") in 2013 to supply a net capacity of 150 MW from GWEL. GWEL entered into a PPA based on GETL's PPA with TANGEDCO. The delivery point for the PPA is the TANGEDCO periphery, but TANGEDCO is liable for transmission losses as well as wheeling charges. The tariff under this PPA comprises non-escalable capacity charge, escalable capacity charge, escalable energy charge and escalable inland transportation charge.

GWEL entered into a PPA with Gujarat Urja Vikas Nigam Limited (GUVNL) in September 2021 for a net capacity of 150 MW. The PPA is valid till July 2023. The delivery point for supply power is the interconnection point of centran transmission utility to Gujarat state transmission utility. The tariff comprises of a fixed charge which remains constant as well as a variable charge which escalates linked to WPI.

The Group plans to sell the remaining power produced from Warora Plant through merchant and short-term arrangements, including in the open market.

Fuel Supply Agreements

There are two FSAs of 1.3 MTPA each from South Eastern Coalfields Limited and Western Coalfields Limited, subsidiaries of Coal India Limited. The collective allocation under these contracts is currently 2.36 MTPA, with the capacity to increase to 2.6 MTPA once a new PPA is executed for the untied portion of the gross capacity of the project.

Any shortfall in the plant's requirements is bridged by procuring the balance from the open market, e-auctions conducted by Coal India Limited, or imported coal through competitive bidding. The coal mines of Western Coalfields Limited are a key source of the coal the Group obtains from the e-auction process and are located 60 km from the power project and are well connected to it. Further, the Group had also entered into arrangements for transporting imported coal by rail from the Kakinada Sea port to the power plant.

<u>Patan Power Plant</u>

The Patan Power Plant is a solar power plant with a gross capacity of 25 MW located at Charanka Village in the Patan district of the state of Gujarat. The power plant was developed by GMR Gujarat Solar Power Limited, a wholly owned subsidiary of GEL, and commenced commercial operations in March 2012. The Group has entered into operation and maintenance agreements for the Patan Power Plant with Solarig Gensol Utilities Private Limited, which will expire in April 2022.

Offtake Arrangements

In December 2010, GMR Gujarat Solar Power Limited entered into a 25-year PPA with Gujarat Urja Vikas Nigam Limited with respect to the entire power generated from the Patan Power Plant. The Group is obligated to deliver the capacity pursuant to this PPA at the power plant's Bus bar. The tariff under this PPA is fixed at ₹15 per kWh for the first 12 years and ₹5 per kWh for the remaining 13 years.

<u>Gujarat Wind Power Plant</u>

The Gujarat Wind Power Plant is a wind-based power plant with a gross capacity of 2.10 MW located in Moti Sindhodi Village, Kutch District, Gujarat. The Gujarat Wind Power Plant is owned by a wholly owned Subsidiary, GGAL. The Gujarat Wind Power Plant commenced commercial operations in July 2011. GGAL has entered into operation and maintenance agreements for the Gujarat Wind Power Plant with Suzlon Global Services Limited, which expired in July 2021. We are currently in negotiations to renew the same.

Offtake Arrangements

In June 2011, GGAL entered into a 25-year PPA with Gujarat Urja Vikas Nigam Limited with respect to the entire power generated from the Gujarat Wind Power Plant. It is obligated to deliver the electricity pursuant to this PPA at ₹2.61 per KWh. In addition to the tariff, it is also entitled to receive renewable energy certificates, which are tradable on the power exchanges in India, and generation-based incentives.

Tamil Nadu Wind Power Plant

The Tamil Nadu Wind Power Plant is a wind-based power plant with a gross capacity of 1.25 MW located in Muthayampatty Village, Tirupur District, Tamil Nadu. The Tamil Nadu Wind Power Plant was owned by GPIL and commenced commercial operations in December 2011. GPIL had entered into operation and maintenance agreements for the Tamil Nadu Wind Power Plant with Suzlon Global Services Limited. In terms of the composite scheme of Arrangement this undertaking of GPIL was first vested into GIL and thereafter demerged into the Company as part of the demerged undertaking.

Offtake Arrangements

In December 2011, GPIL entered into a 20-year PPA with TANGEDCO with respect to the entire power generated from the Tamil Nadu Wind Power Plant. It is obligated to deliver the electricity pursuant to this PPA at ₹2.37/KWh. In addition to this tariff, the Group is also entitled to receive renewable energy certificates, which are tradable on the electricity exchanges in India. The state government currently also provides generation-based incentives, which may vary in accordance with the policies issued by the Government.

Rajam Solar Power Plant

The Rajam Solar Power Plant is a solar power plant with a gross capacity of 1 MW located at Srikakulam in the Rajam district of the state of Andhra Pradesh. The power plant was developed by GMR Rajam Solar Power Private Limited, which is a wholly owned subsidiary of GEL. The Rajam Power Plant received energisation approval from the Chief Electrical Inspector to state government of Andhra Pradesh in March 2016. The Group has appointed Param Renewable Energy Private Limited for operation and maintenance from July 2021 which is valid till June 2026.

Offtake Arrangements

On August 22, 2015, GMR Rajam Solar Power Private Limited entered into a 25-year PPA with GMR Varalakshmi Foundation for supplying the entire power generated by Rajam Solar Power Plant to GMR Institute of Technology and GMR Varalakshmi Care Hospital. The Group is obligated to deliver the capacity pursuant to this PPA at the power plant’s Bus bar. The tariff under this PPA is fixed at ₹6.97 per kWh for the duration of the PPA.

Power Projects under Construction

Bajoli Holi Power Project

The Group has one 180 MW hydro-based power project, the Bajoli Holi Power Project. The wet spinning of Unit 1, 2 & 3 of 180 MW Bajoli Holi HEP successfully achieved on Dec 27, 30 & 31, 2021 respectively. Synchronisation of Unit 1 with the HPSLDC successfully established on Dec 31, 2021.

The project is a run-of-the-river hydropower project in the Chamba district of Himachal Pradesh that was awarded to GMR Bajoli Holi Hydropower Private Limited by the state government of Himachal Pradesh on a build-own-operate-transfer basis for 40 years from the power project's commercial operations date, subsequent to which it will be transferred to the state free of charge.

GMR Bajoli Holi Hydropower Private Limited is 79.86% held by GEL and 20.14% held by DIAL.

Offtake Arrangements

As of September 30, 2021, the project had two out of three of its units subject to long-term PPA arrangements. GMR Bajoli Holi Hydropower Private Limited has entered into PPA with DIAL for two out of its three units under the captive route. Supply to DIAL under its annual energy requirement is from 357 MUs to 475 MUs per year tied up across the tenure and the agreement is valid until May 2036. All wheeling charges and transmission losses are on DIAL's account. In addition, the third unit has been tied up for a 25-year PPA with UP Power Corporation Ltd. Further, pursuant to implementation agreements, the Group has agreed to provide 23.14% of power produced from the 13th year to the 30th year from the commercial operations date and 35.14% of power thereafter, free of charge to the state of Himachal Pradesh, as royalty payments.

Power Projects under Development

The Group has four power projects that are under development, of which three are hydroelectric power projects (Alaknanda Power Project, Talong Power Project and Upper Karnali Power Project) and one is coal-based (Phase II Kamalanga Power Plant).

The following table summarises certain key aspects of the Group's power projects under development:

Power Projects, Location	Specifications	
	Fuel Type	Estimated Gross Capacity Upon Completion
Upper Karnali Power Project, Nepal	Hydro	900 MW
Phase II Kamalanga Power Plant, Odisha	Coal	350 MW
Alaknanda Power Project, Uttarakhand(1)	Hydro	300 MW
Talong Power Project, Arunachal Pradesh	Hydro	225 MW

(1) The construction of this project is currently halted pending resolution of certain legal matters.

<u>Upper Karnali Power Project</u>

The Upper Karnali Power Project is a run-of-the-river power facility to be constructed on the Karnali River in Nepal and will have an estimated gross capacity of 900 MW upon completion. The project will be constructed on a build-operate-own-transfer basis by GMR Upper Karnali Hydro Power Limited, a joint venture in which GEL along with GIL holds a 73% equity interest and the Nepal Electricity Authority owns a 27% equity interest. The project has stakeholders from three countries (India, Nepal & Bangladesh) and hence strategically very important for the region.

Subsequent to the execution of the concession agreement (the project development agreement) in September 2014, several key activities have been completed toward commencing construction of the project. In January 2020, the Bangladesh Power Development Board (part of the government of Bangladesh) issued a formal letter of intent for the long-term (25 year) supply of 500 MW from the Upper Karnali Power Project, and the draft PPA is nearing final form. The technical design of the project has been vetted by experts nominated by International Finance Corporation and the World Bank and has been finalised and EPC bids have been received, with the first round of technical discussions completed. The project has received all key clearances and has made progress in land acquisition, both in terms of forest land (long-term lease agreements for forest land have been executed following cabinet approval) and private land (approximately 7.4 hectares out of total of approximately 49 hectares have already been acquired).

In addition, the Group is responsible for the development and implementation of the transmission line from the project Bus bar up to the Indo-Nepal border at Kalakunti, with an approximate route length of 99 km. The concession agreement in respect of the transmission line has been executed and surveys and approvals have been obtained. The land acquisition process is underway.

<u>Alaknanda Power Project</u>

Alaknanda Power Project is a run-of-the-river hydropower facility to be constructed on the Alaknanda River in the Chamoli district of the state of Uttarakhand, which GBHPL, a subsidiary of GEL) is developing pursuant to a concession won in May 2005 through a competitive bidding process by the state government of Uttarakhand. The project will have an estimated gross capacity of 300 MW upon completion.

In May 2013, GBHPL entered into an implementation agreement with the state government of Uttarakhand, pursuant to which it agreed to provide 13% of the power generated per annum free of charge to the state government of Uttarakhand. Pursuant to the implementation agreement, the state government of Uttarakhand awarded this power project for a period of 45 years to commence from the date of the implementation agreement with an option to extend the term for such period as may be mutually agreed by the parties, subsequent to which it will be transferred to the state government of Uttarakhand. The state government of Uttarakhand has the first right of refusal for purchase of 6% of the net saleable energy at the rates prescribed by the Uttarakhand Electricity

Regulatory Commission.

In May 2014, the Supreme Court issued a stay order on the construction of hydroelectric projects along the Alaknanda and Bhagirathi basins, which impacted 24 projects, including the Alaknanda Power Project. Construction on the Alaknanda Power Project was halted as a result. Although the project remains on hold as of the date of this Preliminary Placement Document, an expert body from MoEF has recommended the project for implementation, and the state government of Uttarakhand has accepted this recommendation. GBHPL has impleaded itself in the appeal pending before the Supreme Court in relation to this project.

Subject to the approval of the Supreme Court and reinstatement of the environmental clearance which had expired during the stay order, the project is ready to commence construction, with all required land in possession and all material statutory permits and clearances (other than the environmental clearance) in place.

The project is also registered with the United Nations Framework Convention on Climate Change as a 'Clean Development Mechanism' project.

Talong Power Project

The Talong Power Project is a run-of-the-river power facility to be constructed in the East Kameng district of the state of Arunachal Pradesh, with an estimated gross capacity of 225 MW at completion. The Talong Power Project was awarded to the Group through a competitive bidding process in January 2007. Pursuant to the terms of the memorandum of agreement with respect to this power project, the Group is required to transfer a 12% equity interest in GMR Londa Hydropower Private Limited to the state government of Arunachal Pradesh, for which either (i) the state government of Arunachal Pradesh will arrange its own equity funding or (ii) the Group will initially contribute the equity capital on their behalf and recover it in the form of adjustments to the government's free power entitlement and dividends when the project begins commercial operations. The Group is required to supply 14% of free power and 2 paise per kWh (on energy generated minus free power) to the state government of Arunachal Pradesh pursuant to the terms of the agreement.

The CEA, based on revised e-flow norms received in September 2017 and the basin study report of the MoEF in January 2018, advised the Group to undertake revised power potential studies. The revised power potential study was approved by the CEA in June 2020 with the same estimated gross capacity of 225 MW and an enhanced design energy benefit of 1028 MUs per annum and annual energy benefit of 1042.79 MUs per annum. The environmental clearance is still pending.

Energy Trading

Our Subsidiary, GETL, is engaged in the business of power trading both for the related entities and non-related entities, as well as energy banking. GETL has entered into a 15-year PPA with TANGEDCO to provide a net capacity of 150 MW through the Warora Power Plant. Further, GETL also enters into short-term contracts for untied power from the Kamalanga Power Plant and Warora Power Plant, as and when available. GETL is currently the 7th largest power trader in the India market.

Coal Mining Projects (PT GEMS Investment)

Through our overseas Subsidiary, GMR Coal Resources Pte. Limited ("**GCRPL**"), GPUIL 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. The majority shareholder, Golden Energy and Resources Ltd, Singapore, holds 67% of equity interest in PT GEMS. The relationship between the shareholders of GCRPL is governed by a shareholders' agreement, pursuant to which any reduction in Dian Swastatika Sentosa Tbk' shareholding in PT GEMS below 51% will implicate a tag along right for GCRPL. GCRPL also has an extended tag along right if the shareholding of PT Sinar Mas Tunggal (which is the parent company of Dian Swastatika Sentosa Tbk) and its affiliates, either directly or indirectly, falls below 22% in PT GEMS.

PT GEMS carries 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 certified reserves of approximately 1 billion MT of thermal coal. We have a coal offtake agreement with PT GEMS which entitles us to offtake coal for 25 years. During calendar year 2020, PT GEMS produced 33.50 million tonnes of coal.

Transportation Business

The Transportation Business is engaged in the development of roads on a build, operate and transfer model. As of September 30, 2021, the Transportation Business holds a roads portfolio consisting of four operational roads located in Andhra Pradesh, Telangana, Haryana, Punjab and Tamil Nadu, with a total length of 349.48 km. Two of the four concessions are annuity projects, for which we receive annuity payments from the NHAI and the state government of Tamil Nadu, providing us with fixed revenue for each year of the concession period without reference to the number of road users. The remaining two concessions are operated on a toll basis, with toll charges collected directly from road users. The toll for these concessions is based on a formula linked to a WPI under the relevant concession agreement. As the operating income from annuity projects is fixed while that from toll projects varies based on traffic volume, we believe the mix of annuity and toll projects provides a more diversified source of revenue for the Transportation Business. In Fiscal 2021, our revenue from annuity projects was ₹171.12 crores and its revenue from toll projects was ₹201.66 crores (net of revenue share payable for the Hyderabad Vijayawada Road Project).

Annuity Road Projects

As of the date hereof, the Transportation Business holds concessions for the development, operation and maintenance of two annuity road projects: the Pochanpalli Road Project and the Chennai Outer Ring Road Project. The following table summarises certain key features of the two operating annuity roads:

Particulars	Pochanpalli Road Project	Chennai Outer Ring Road Project
Description of project	GPEL executed a concession agreement in March 2006 to develop, operate and maintain 102.75 km of roadway between Adloor and Gundla	GCORR executed a concession agreement in December 2009 to construct, operate and maintain a six-lane and two service lane roadway of a total of 29.65 km to serve as the outer ring road to Chennai(1)
Commercial operations date	March 2009	June 2013
Equity interest of the Group	100.00%	90.00%
Key terms of concession	20 years, commencing September 2006, including the initial 2.5 years for construction and the remaining 17.5 years for operation	20.5 years, commencing June 2010, including the initial three years for construction and the remaining 17.5 years for operation; further to a supplementary agreement, there has been an extension such that the last annuity payment is due in December 2030
Bonuses and penalties	Nil	Nil
Amount of annuity payment	₹54 crores, payable in March and September of each calendar year.	₹62 crores, payable in June and December of each calendar year(1)
Loan security arrangements	Secured	Secured

(1) The state government of Tamil Nadu deducted ₹3 crores from each annuity payment for the non-completion of certain works, which the state government of Tamil Nadu has agreed to reimburse upon completion of the remaining work..

Toll Road Projects

As of the date hereof, we operate two toll road projects: the Ambala Chandigarh Road Project and the Hyderabad Vijayawada Road Project. The following table summarises certain key features of the two operating toll road projects:

Particulars	Ambala Chandigarh Road Project	Hyderabad Vijayawada Road Project
Description of project	GACEPL executed a concession agreement in November 2005 to improve, operate, maintain and strengthen a 35.10 km stretch between Ambala and Chandigarh on the New Delhi - Chandigarh highway, as well as widen it to a four-lane dual carriageway	GHVEPL executed a concession agreement in October 2009 to construct, operate and maintain a two-lane 181.98 km stretch between Malkapuram Village to Totacherla Village which is between Hyderabad and Vijayawada on the Pune-Machilipatnam highway and widen it to a four-lane and subsequently to a six-lane roadway
Commissioning Date	November 2008	December 2012
Equity interest of the Group	100.00%	90.00%
Key terms of concession	20 years, commencing in May 2006	25 years commencing from April 2010

Particulars	Ambala Chandigarh Road Project	Hyderabad Vijayawada Road Project
	and ending in May 2026, of which the initial 2.5 years is for construction and the remaining 17.5 years for operation.	(inclusive of a 30 month construction period) subject to potential reduction to 15 years in the event NHAI or GHVEPL elects not to proceed with or seeks to be excused from obligations relating to the planned widening of this roadway to six lanes before the eleventh anniversary of April 2010. This election has been made by NHAI, and consequently the concession period has been reduced to 15 years. We have appealed against this election and is under litigation.

Krishnagiri SIR

We currently hold approximately 1,032 acres of land in the Krishnagiri district of the state of Tamil Nadu owned by Krishnagiri SIR as a joint venture with "**TIDCO**" and is developing the SIR in a phased manner. In Phase 1, Krishnagiri SIR has sold approximately 268 acres of land and signed a binding term sheet by which another approximately 244 acres would be sold to an Indian multinational. GSPHL and other subsidiaries of GSPHL have sold approximately 502 acres of land to Tamil Nadu government agency and is concluding sale of another approximately 260 acres with the same government agency. Krishnagiri SIR is now making plans to develop approximately 270 acres in Phase 2. A 230 kV substation with dual feeder lines has already been commissioned by TANGEDCO which will ensure uninterrupted supply of electricity to Krishnagiri SIR. The Krishnagiri SIR has access to dual water supply sources, ground water and water from a nearby dam.

The Krishnagiri SIR forms part of the Bangalore-Chennai industrial corridor and is in close proximity to the Golden Quadrilateral, a national highway network connecting many major industrial centres of India. A number of state highways and internal roads will be converted into national highways and SH17 runs through the SIR, which is currently being developed into a four-lane national highway (NH844). The closest railway station is about 10 km from the Krishnagiri SIR. The closest port is in the city of Chennai at a distance of 320 km and the closest airport is in the city of Bangalore at a distance of 100 km.

Through GSPHL and other subsidiaries of GSPHL, we possess a significant portion of land in the Krishnagiri district, out of which approximately 502 acres has been acquired by Tamil Nadu Government agency and is in the process of acquiring of another approximately 260 acres. 20 acres have been leased to Toyota Boshuku for their manufacturing unit. In addition to discussions with Tamil Nadu Government agency for sale of additional land parcels, we are also in discussions with a number of multinational and Indian corporations in respect of their industrial area requirements.

B. EPC Business

In order to strengthen our competitive ability in infrastructure projects where proper estimations of value, planning and execution are important for success, we have established an in-house turn-key construction department in 2008, which we believe have helped us increase the competitiveness of the Company.

The EPC Business has carried out part of a number of projects, including the Hyderabad Vijayawada Road Project, Chennai Outer Ring Road Project, and Hungund Hospet Road Project, as well as the Balance of Plant works in relation to the Warora Power Plant and Phase I Kamalanga Power Plant. For Fiscal 2021, the revenue from operations for the EPC segment was ₹1,081.69 crores and for the six months ended September 30, 2021 was ₹ 579.04 crores.

In addition, the EPC Business has also undertaken a number of projects for third parties in the railways sector which are currently being executed. These include significant projects from RVNL and DFCCIL. We intend to make its railways business a focus of strategic development and, in addition to the existing projects below, has identified a number of potential opportunities to undertake further projects on station development, track development and electrification, and other railway related EPC works.

RVNL Projects

The RVNL Projects marked the Company's entry into the railways business in Fiscal 2014. Both of the RVNL Projects are currently nearing completion.

The first RVNL project entails the construction of a roadbed, major and minor bridges, track linking (excluding the supply of rails and mainline pre-stressed concrete sleepers (ties)) and general outdoor and electrical works as well as certain indoor works from Jhansi to Bhimsen in Uttar Pradesh state, covering a total distance of 68.86 km and works from Jhansi to Bhimsen in connection with track doubling. The contract is worth ₹ 267.41 crores, of which our scope is ₹132.71 crores.

The second RVNL Project entails the construction of a roadbed, major and minor bridges, roads under bridges, supply of ballast, track linking (excluding rails), general electrical, traction and signal and telecommunication works relating to the Multi-Mode Transport System around Hyderabad. The contract is worth ₹ 389.12 crores of which our scope is ₹226.63 crores.

DFCC Projects

In May 2015, a consortium of which we are a part was awarded the contract by DFCC to develop two projects in the Eastern Dedicated Freight Corridor worth ₹ 5,080.77 crores. The development works span 417 km, of which 181 km is the Mughalsarai - New Karchana (Uttar Pradesh) stretch, and 236 km is the New Karchana - New Bhaupur (Uttar Pradesh) stretch. Construction is currently underway, and we got an extension until June 2022 from DFCCIL for completion of the same.

In June 2016, a consortium consisting of our Company and TATA group were awarded the contract by DFCC to develop two projects in the Eastern Dedicated Freight Corridor worth ₹2,280.70 crores in total. The development works span 221 km, of which 175 km is the Sahnewal - Pilkhani stretch, and 46 km is the Dadri - Khurja stretch.

As these projects are fully funded by the World Bank, we do not consider there to be any material collection risk.

Awards and Recognition

Our Company has received multiple awards, including, among others:

For Energy business

- In July 2021, GKEL received the prestigious CII National Award for Environmental Best Practices 2021 for the most innovative environmental project.
- In Nov 2019, the British Safety Council awarded GWEL, a subsidiary of GEL, with the prestigious British Safety Sword for sustainable Occupational Health and Safety practices.
- In August 2020, the Confederation of Indian Industry awarded GWEL the 21st National Award for Excellence in Energy Management - 2020, in the categories of ‘National Energy Leader’ and ‘Excellent energy efficient unit’.
- In August 2020, CII awarded GKEL, a subsidiary of GEL, the National Energy Award - 2020 for being an ‘Excellent Energy Efficient Unit’.
- In February 2017, the Greentech Foundation awarded GVPGL, a subsidiary of GEL, a ‘Gold Award’ in the gas-based power sector for ‘Outstanding achievement in Environment Management’.
- In August 2016, the Energy & Environment Foundation awarded GREL, a subsidiary of GGAL, the Global Environmental Award - 2016.

For Transportation business

- In January 2020, the NHAI awarded GMR Tuni Anakapalli Expressways Limited, a Subsidiary of GGAL and GHL, the ‘Champions of Excellence in Operation & Maintenance’.
- In January 2020, the NHAI awarded GHVEPL, a subsidiary of GIL and GHL, the ‘Champions of Excellence in Green Highway’.
- In January 2020, the NHAI awarded GMR Tambaram Tindivanam Expressways Limited, a subsidiary of GGAL and GHL, the ‘Champions of Innovation’.

- In July 2020, the Group's DFCC Project received the ISO 9001-2015 certification from Bureau Veritas Certification.

Competition

In our Energy Business, we face competition with respect to power that we produce which is not subject to long-term PPAs. We also face competition for new power projects from National Thermal Power Corporation, National Hydroelectric Power Corporation, Reliance Energy Limited and Reliance Power Limited (Anil Dhirubhai Ambani Group), Adani Power Limited, Tata Power Company Limited, LNJ Bhilwara Group, CESC (RPG Group), GVK Power and Infrastructure Limited, the Torrent Group, Lanco Group, Essar Group, Jaiprakash Group, JSW Energy Limited, AES Corporation, Sterlite Technologies Limited, Jindal Steel & Power Limited and Gujarat Industries Power Company Limited, among others.

In the Transportation Business, we do not face any material competition with respect to annuity road projects because NHAI is obligated to make fixed semi-annual annuity payments to us. Our toll road projects, when completed, will be exposed to competition predominantly from state roads that operate in the same areas. With respect to acquiring road projects, we face competition from a number of Indian and international infrastructure operators such as Larsen & Toubro Limited, Gammon Construction Limited, and IRB Infrastructure Developers Limited, among others.

In the Urban Infrastructure Business, we face competition from various state government entities as well as other SEZs and industrial parks.

In the EPC Business, in relation to the DFCC Project, there are three primary competitors: Larsen & Toubro Limited, Tata Projects and IRCON. For the other projects, there are multiple competitors, especially local contractors in the state where project is located.

Insurance

In respect of our Energy Business, we currently maintain insurance on a reinstatement value basis which includes material damage along with coverage for fire-loss-of-profit and machinery break-down-loss-of-profit for some of the operational power plants. For terrorism, we have a loss limit cover for most of the operational power plants.

Each of our operational road projects are covered by operational insurance policies. These policies protect against fire and other perils, including earthquakes, burglary, public liability (including third party liability) and each has a special contingency provision covering legal expenses for evacuation of illegal encroachment.

Real properties

In the Energy Business, we own and lease space for project offices at the locations of the power plants and power projects. All or part of the underlying land on which the Patan Power Plant, Kakinada Power Plant, Warora Power Plant, Kamalanga Phase I Power Plant, Bajoli Holi Power Project, Alaknanda Power Project and Upper Karnali Power Project are located on land which has been leased from third parties on the basis of long-term lease agreements.

No member of the Group engaged in the Transportation Business owns any land on which its road projects have been built or are being developed. Such roads have been built or are being developed on a build, operate and transfer basis, pursuant to their respective concession agreements. We are not required to enter into additional agreements for the ownership or use of the land on which the road projects are situated, as the terms of their respective road concession agreements already permit its use of such land.

Employees

On the Scheme becoming effective, all employees of Demerged Company engaged in the Demerged Undertaking in service on the Effective Date ("**GIL Transferred Employees**") shall be deemed to have become employees of Resulting Company with effect from the Appointed Date or their respective joining date, whichever is later.

As of December 31, 2021, we employed a total of 912 persons in our Urban Infrastructure and EPC Business. We emphasise the need to continuously upgrade the skills of employees and update them on the latest sectoral developments and industry practices through continuous training initiatives. Timely feedback drives performance-driven work culture. Further, incentives and compensation policies reward employees based on their performance, skills and potential.

Environmental Management

In the Energy Business, increasing environmental concerns have created a demand for power projects that conform to stricter environmental standards. We are required to maintain operating standards at all of our power projects that emphasise operational safety, quality maintenance, continuous training of our employees and compliance with laws and regulations. Prior to the commencement of any power project, environmental impact assessment studies are undertaken and environmental management plans are formulated. The regulatory framework, which consists of regulations and directives issued by government authorities, are frequently changed and may impose stricter requirements in the future. In addition, the interpretation or application of any existing laws and regulations may change, and such change may also have the effect of imposing stricter requirements and more costs.

The majority of the operational and under construction assets are certified for ISO 9001 for Quality Management System, ISO 14001 for Environmental Management System, and OHSAS 18001.

In the Transportation Business, environmental management is required only during the construction period in order to set up a batching plan and hot mix plant. Since the Transportation Business does not operate any machinery, there is no such requirement during the operational period.

In the Urban Infrastructure Business, as the SIRs are in the developmental stage, no such certification is required at this stage.

In the EPC Business, the DFCC Projects are certified with ISO 14001 for Environmental Management System and are also subject to environmental requirements and norms of the World Bank.

Intellectual Property Rights

a. The “GMR” name & “GMR” logo, “INDIASTRUCTURE” name & “INFRASTRUCTURE” Logo, “CREATING TOMORROW TODAY” used by the GPUIL is owned by GMR Enterprises Private Limited (GEPL) (formerly known as GMR Holding Private Limited) and licensed by GEPL to the Company vide the agreement dated December 3, 2021.
b. License fee:
   - Rs. 1000/- as one-time fee;
   - After it commences its operations: 0.10% of Revenue subject to a maximum of 5% of the profit before Tax subject to a minimum Rs. 1000/-;
   - Loss making entity, irrespective of whether it is a project company or otherwise: Rs. 400/- per annum
c. Termination:
   - This Agreement shall terminate if the Licensee ceases to be a Group Company of GMR Group;
   - The Parties may terminate this agreement by providing 90 days prior notice in writing to the other Party if either Party commits a material breach of this Agreement and if the Party breach in breach has not remedied/rectified the breach within 90 days of receipt of the notice of such breach.
d. Term:
   - This Agreement shall commence on the Effective Date and shall, subject to the compliance of the provisions of the Agreement, continue in full force until terminated/determined by either Party of this Agreement.

KEY INDUSTRY REGULATIONS AND POLICIES

The following is a summary of the important laws and regulations which are applicable in India, which we consider relevant to our operations in India and may provide an overview of centre specific laws, regulations and policies applicable to our Company, its Subsidiaries, Joint Ventures, Associates and Jointly Controlled Operations. Basis the location of each specific project, state specific laws, regulations and policies may be applicable. The information detailed below has been obtained from various legislations, including rules, regulations and bylaws that are available in the public domain. This overview is only intended to provide general information and is neither exhaustive nor is designed or intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

ENERGY BUSINESS

Electricity Laws

Electricity Act, 2003

The Electricity Act, 2003 ("**Electricity Act**") is the central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("**SERCs**") or a joint commission (constituted by an agreement entered into by two or more state governments or the Central Government in relation to one or more state governments, as the case may be). In accordance with Section 7 of the Electricity Act, a generating company may establish, operate and maintain a generating station without obtaining a license under the Electricity Act if it complies with the technical standards relating to connectivity with the grid prescribed under clause (b) of Section 73 of the Electricity Act.

As per the Electricity Act, a generating company is required to establish, operate and maintain generating stations, tie-lines, sub-stations and dedicated transmission lines. Further, the generating company may supply electricity to any licensee or even directly to consumers and have a right to open access, for the purpose of carrying electricity subject to availability of adequate transmission and distribution systems and payment of transmission charges, including wheeling charges and open access charges, as may be determined by the appropriate electricity regulatory commission. In terms of the Electricity Act, 'open access' means the non-discriminatory provision for the use of transmission lines or distribution system or associated facilities with such lines or system, by any licensee or consumer or a person engaged in generation in accordance with the regulations specified by the appropriate electricity regulatory commission.

Under the Electricity Act, the appropriate commission shall specify the terms and conditions for the determination of tariff. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC and SERCs for determination of tariff for generation, distribution, transmission, allowing open access, among others.

The Ministry of Power introduced the Electricity Act (Amendment) Bill, 2021 ("**Amendment Bill**") to amend the Electricity Act to promote the generation of electricity from renewable sources of energy. The Amendment Bill intends to improve the enforcement of contracts involving the sale and purchase of electricity by establishing an Electricity Contract Enforcement Authority and have a payment security mechanism for scheduling of electricity. Further, the Bill also intends to address the issues in relation to tariff for retail sale of electricity without any subsidies; and grant open access to consumers on the payment of surcharge and wheeling charges as determined by the relevant state electricity commission

Electricity Rules, 2005 ("Electricity Rules")

The Electricity Rules were issued pursuant to the Electricity Act. The Electricity Rules, among others, provide that for a generating station to qualify as a captive power plant not less than 26% of the ownership should be held by the captive user and not less than 51% of the aggregate electricity generated in such plant, determined on an annual basis, should be consumed for captive use.

The Electricity Rules further provide that the tariff determined by the central commission for generating companies under Section 79 of the Electricity Act shall not be subject to re-determination by the State Commission in exercise of functions under clauses (a) or (b) of sub-section (1) of section 86 of the Electricity Act and subject to the same the state commission may determine whether a distribution licensee in the State should enter into PPA or procurement process with such generating companies based on the tariff determined by the central commission.

The Electricity Rules also provide that a license issued by the central commission under section 14 of the Electricity Act to an electricity trader for inter-state operations shall also entitle such electricity trader to undertake purchase of electricity from a seller in a State and resell such electricity to a buyer in the same State, without the need to take a separate license for intra-State trading from the state commission of such State.

Tariff Determination

Under the Electricity Act, tariffs are broadly determined in the following manner:

i. in terms of Section 62(1) of the Electricity Act, the appropriate commission is empowered to inter-alia determine the tariff for supply of electricity by a generating company to a distribution licensee. The appropriate electricity regulatory commission is guided by certain principles while determining the tariff applicable to power generating companies which include, among other things, principles and methodologies specified by the CERC for tariff determination, safeguarding consumer interest and the implementation of the National Electricity Policy ("**NEP**") and the National Tariff Policy, 2016 ("**NTP 2016**"); and

ii. alternatively, tariff may be determined through the transparent process of bidding in accordance with the guidelines issued by the Government of India ("**GoI**") and in terms of Section 63 of the Electricity Act, the appropriate regulatory commission shall adopt such tariff.

National Electricity Policy, 2005

The Government of India approved the NEP on February 12, 2005, in accordance with the provisions of the Electricity Act. The NEP lays down the guidelines for development of the power sector, and aims to accelerate the development of power sector by providing supply of electricity to all areas and protecting interests of consumers and other stakeholders, keeping in view availability of energy resources, technology available to exploit these resources, economics of generation using different resources and energy security issues.

The NEP recognises coal as the primary fuel for meeting future electricity demand of India, and provides for certain measures such as long-term FSAs, especially with respect to imported fuel, to give boost to companies generating electricity through coal or other sources of fuel.

The NEP further seeks to promote hydroelectricity as it is a clean and renewable source of energy and recommends tapping of the full potential of hydroelectricity for facilitating rapid economic development of states, particularly north eastern states. The NEP suggests a slew of policy measures for harnessing hydroelectricity such as longer tenure of debt financing, revision of procedures for land acquisition, approvals and clearances, ensuring proper rehabilitation of project affected families. Further, the NEP also emphasises the need to promote generation of electricity based on non-conventional sources of energy.

The Ministry of Power, Government of India ("**MOP**") has constituted an Expert Committee to prepare and recommend National Electricity Policy 2021. In letter dated April 27, 2021, the MoP solicited suggestions and comments on draft National Electricity Policy.

National Tariff Policy, 2016

The Government of India notified the revised National Tariff Policy effective from January 28, 2016. Among others, the NTP 2016 seeks to ensure availability of electricity to different categories of consumers at reasonable and competitive rates, ensure financial viability of the sector and attract adequate investments and ensure creation of adequate capacity including reserves in generation, transmission and distribution in advance, for reliability of supply of electricity to consumers.

In order to incentivise the distribution companies to procure power from renewable sources of energy, NTP 2016 also empowers the Government of India to notify, from time to time, an appropriate bid-based tariff framework for renewable energy, allowing for the tariff to be increased progressively in public interest during the period of PPA. The NTP 2016 also clarified that cogeneration from sources other than renewable sources shall not be excluded from the applicability of the renewable purchase obligations ("**RPO**") obligation. NTP 2016 also specifies that the renewable energy produced by each generator may be bundled with its thermal generation for the purpose of sale and in case an obligated entity procures this renewable power, then the SERCs will consider the obligated entity to have met the RPO to the extent of power bought from such renewable energy generating stations.

Given the focus that NTP 2016 has on renewable power and competitive tariffs, the States have been mandated to make necessary endeavours to procure power from renewable energy through competitive bidding to keep the tariff low. Further, NTP 2016 states that 35% of the installed capacity can be procured by the state at SERC determined tariff.

Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2020

Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulations, 2020, as amended from time to time ("**CERC Tariff Regulations**") apply in all cases where tariff for a generating station or a unit thereof and a transmission system or an element thereof is required to be determined by the CERC. The CERC Tariff Regulations lay down the principles and manner of computation of tariff that are to be considered by the CERC while determining tariff applicable to a generating company. Further, the CERC Tariff Regulations stipulate the process for a generating company to make an application for determination of tariff for new generating station.

The CERC Tariff Regulations, however, will only apply to generating stations associated with wind power projects, small hydro projects, biomass power project with rankine cycle technology, non-fossil fuel based co-generation projects, solar photovoltaic power projects, floating solar projects, solar thermal power projects, renewable, hybrid energy projects, renewable energy with storage projects, biomass gasifier based power projects, biogas based power projects, municipal solid waste based power projects and refuse derived fuel based power projects, subject to the fulfilment of eligibility criteria specified in Regulation 4 of the CERC Tariff Regulations. Further, tariff for a generating station based on renewable energy sources, may also be agreed upon between the generating company and beneficiary, provided that the levelized tariff of the project calculated on the basis of the principles specified in the CERC Tariff Regulations is fixed as the ceiling levelized tariff.

Guidelines for Determination of Tariff by Bidding Process for Procurement of Power by Distribution Licensees, 2005 ("Guidelines for Determination of Tariff by Bidding Process 2005")

The Guidelines for Determination of Tariff by Bidding Process 2005, as amended from time to time, were issued by the Ministry of Power, Government of India ("**MoP**") to promote, among others, competitive procurement of electricity by distribution licensees, to facilitate transparency and fairness in procurement processes, to facilitate reduction of information asymmetries for various bidders. The Guidelines for Determination of Tariff by Bidding Process 2005 are applicable for procurement of base-load, peak-load and seasonal power requirements through competitive bidding, through the following mechanisms:

(i) where the location, technology, or fuel is not specified by the procurer ("**Case 1**");

(ii) for hydro-power projects, load centre projects or other location specific projects with specific fuel allocation such as captive mines available, which the procurer intends to set up under tariff based bidding process ("**Case 2**").

The guidelines mandate that the bid documentation shall be prepared in accordance with the said guidelines and that approval of the appropriate regulatory commission shall be obtained where the bid documents deviate from the standard bid documents issued by the Central Government. Further the said guidelines provide that tariff shall be paid and settled for each payment period (not exceeding one month) and that a multi-part tariff structure featuring separate capacity and energy components of tariff shall form the basis for bidding.

Guidelines for Determination of Tariff by Bidding Process 2005 were repealed by (i) the Guidelines for Procurement of Electricity from Thermal Stations on DBFOO Basis, 2013 (as amended from time to time) insofar as they relate to long-term procurement of electricity where the location technology, or fuel is not specified by the procurer referred to therein as Case 1 projects. Provided, however, that any agreements signed or actions taken prior to the date hereof shall not be affected by such repeal of the said guidelines of 2005 and shall continue to governed by the guidelines repealed; (ii) Guidelines for Procurement of Electricity from Thermal Stations on DBFOT Basis, 2013 repealed the Guidelines for Determination of Tariff by Bidding Process 2005 insofar as they related to location specific coal based power plants, i.e. Case 2 projects. However, any agreements signed or actions taken prior to issuance of the Guidelines for Procurement of Electricity from Thermal Stations on DBFOT Basis, 2013 continued to be governed by the repealed guidelines.

Revised Guidelines for Procurement of Electricity for Medium Term from Power Stations set up on Finance, Own and Operate (FOO) basis, 2019 ("Revised Guidelines for Medium Term Procurement of Power, 2019)

The Revised Guidelines for Medium Term Procurement of Power 2019 adopt the terms and conditions specified in the model bidding documents issued by the MoP on and are applicable to projects from which power is procured in accordance with an agreement for procurement of power for a period between one and five years, with a provision for extension of the said period up to 25% of the initial contract period or one year whichever is lower, with mutual consent.

The Revised Guidelines for Medium Term Procurement of Power 2019 provide that the tariff determined through the DEEP e-bidding process using e-reverse auction shall be adopted by the appropriate commission in pursuance of the provisions of section 63 of the Electricity Act. Further the said guidelines provide that any deviation from the model bidding documents (except for project specific modifications expressly permitted in the model bidding documents) shall be made by the distribution licensees only with the prior approval of the appropriate commission.

Central Electricity Regulatory Commission (Grant of Connectivity, Long Term Access and Medium Term Open Access in Inter State Transmission and Related Matters) Regulations, 2009

Central Electricity Regulatory Commission (Grant of Connectivity, Long Term Access and Medium Term Open Access in Inter State Transmission and Related Matters) Regulations, 2009, as amended from time to time ("**Inter-State Open Access Regulations**") pertain to grant of connectivity, long term access, medium-term access open access in inter-state transmission. Under the Inter-State Open Access Regulations, long-term open access means the right to use the inter-state transmission system for a period exceeding seven years; and medium-term open access means the right to use the inter-state transmission system for a period equal to or exceeding three months but not exceeding five years. Under the Inter-State Open Access Regulations, a generating station, seeking connectivity to the inter-state transmission system cannot apply for long-term access or medium-term open access without applying for connectivity.

Central Electricity Regulatory Commission (Sharing of Inter-State Transmission Charges and Losses) Regulations, 2020 ("CERC Sharing of Inter-State Transmission Charges Regulations")

The CERC Sharing of Inter-State Transmission Charges Regulations are applicable to all designated interstate transmission customers ("**DICs**"), inter-state transmission licensees, national load despatch centre, regional load despatch centres, state load despatch centres and regional power committees. Under the CERC Sharing of Inter-State Transmission Charges Regulations, the transmission charges are required to be shared amongst the DICs on monthly basis based on the yearly transmission charges such that the yearly transmission charges are fully recovered and any adjustment on account of revision of the yearly transmission charges are recovered. The said regulations also provide a detailed break-up of the various components of transmission charges (national component, regional component, transformer component, AC system component), manner of computation of transmission charges, transmission deviation, transmission losses, mechanism of billing, accounting and collection of transmission charges.

Central Electricity Authority (Measures Relating to Safety and Security of Supply of Electricity) 2010 ("CEA Safety and Security of Supply of Electricity Rules"),

The CEA Safety and Security of Supply of Electricity Rules as amended by Central Electricity Authority (Measures relating to Safety and Electric Supply) Amendment Regulations, 2018 lay down the safety measures for the safety and operation of electric plants, transmission and distribution systems, safety requirements pertaining to construction, installation, operation and maintenance of electricity supply lines, overhead lines, underground cables and generating stations. The CEA Safety and Security of Supply of Electricity Rules also mandate periodic testing and inspection of electrical installations.

Central Electricity Regulatory Commission (Ancillary Services Operations) Regulations, 2015 ("CERC Ancillary Services Regulations")

The objective of the CERC Ancillary Services Regulations is to restore the frequency of the grid to the desired level and to relieve the congestion in the transmission network. The CERC Ancillary Services Regulations are applicable to regional entities involved in transactions facilitated through short-term, medium-term or long-term open access in inter-state transmission of electricity. The CERC Ancillary Services Regulations stipulate that all generating stations that are regional entities and whose tariff has been determined or adopted by the CERC for the full capacity shall provide reserves regulation ancillary services. Under the said regulations, National Load Dispatch Centre through the Regional Load Dispatch Centres is responsible for implementation of the ancillary services at the inter-state level at the intra-state level, the State Load Dispatch Centre is the nodal agency as and when such services are introduced by the state electricity regulatory commissions. The CERC had invited comments from the general public on the draft of the Central Electricity Regulatory Commission (Ancillary Services Operations) Regulations, 2021. However, they are yet to be notified. Once notifed, the CERC Ancillary Services Regulations shall stand repealed.

Central Electricity Regulatory Commission (Deviation Settlement Mechanism and Related Matters) Regulation, 2014 ("CERC Deviation Settlement Mechanism Regulations")

The CERC Deviation Settlement Mechanism Regulations, as amended from time to time, were promulgated with the objective to maintain grid discipline and grid security as envisaged under the Grid Code through the commercial mechanism for Deviation Settlement through drawal and injection of electricity by the users of the grid. The CERC Deviation Settlement Mechanism Regulations are applicable to sellers and buyers engaged in transactions facilitated through short-term/medium-term/long-term open access in inter-state transmission of electricity. The CERC Deviation Settlement Mechanism Regulations stipulate that charges for deviations for time blocks shall be payable for over drawal by the buyer and under injection by the seller and receivable for under drawal by buyer and over-injection by the seller, except for wind and solar generators which are regional entities, and shall be worked out on the average frequency of a time-block at the rates specified thereunder.

It may be noted that vide Central Electricity Regulatory Commission (Deviation Settlement Mechanism and related matters) (Fifth Amendment) Regulations, 2019, CERC introduced the concept of daily base DSM Charge (i.e., the sum of charges for deviations for all time blocks in a day payable or receivable as the case may be, excluding the additional charges as specified therein.) as well as time block DSM Charge (the charge for deviation for the specific time block in a day payable or receivable as the case may be, excluding the additional charges as specified therein). The said 2019 amendment also provides that the charges for deviation in respect of an entity falling in different bid areas, shall be computed on the basis of the daily average 'area clearing price' of the bid area in which such entity has largest proportion of its demand. The term 'area clearing price' refers to the price of a time block electricity contract established on the power exchange after considering all valid purchase and sale bids in particular area(s) after market splitting.

Central Electricity Authority (Technical Standards for Connectivity to the Grid) Regulations, 2007 ("Grid Regulations")

The CEA Grid Regulations, as amended from time to time, seek to ensure safe operation, integrity and reliability of the grid and are, among others, applicable to applicable to users, central transmission utility and state transmission utility. The CERC Grid Regulations provide that new connections to the grid should not cause adverse effect on the grid and that a requester is required to be aware in advance of the standards and conditions that its system has to meet for being integrated into the grid. Further, the CERC Grid Regulations list down the general conditions to be complied with by a person seeking connection with the grid which include execution of connection agreement, submission of data as may be required by the appropriate transmission utility etc.

Central Electricity Regulatory Commission (Indian Electricity Grid Code) Regulations, 2010 ("**IEGC Regulations**")

The IEGC Regulations, as amended from time to time, lay down the rules, guidelines and standards to be followed by various persons and participants in the system in order to plan, develop, maintain and operate the power system, in the most secure, reliable, economic and efficient manner, while facilitating healthy competition in the generation and supply of electricity.

The IEGC Regulations define the functions of the various organisations as are relevant to the Indian grid system, the detailed information exchange required to be undertaken between the planning agencies and the various participants of the power system for load forecasting, generation availability, power system planning etc., minimum technical and design criteria to be complied with by state transmission utility, central transmission utility and any user connected to the system or seeking connection to the interstate transmission system to maintain uniformity and quality across the system. The IEGC Regulations also set out the operational philosophy to maintain efficient, secure and reliable grid operation as well as the procedure to be adopted for scheduling and despatch of generation of the inter-state generating stations, scheduling for other transactions through long-term access, medium-term and short-term open access including complementary commercial mechanisms on day ahead and intra-day basis.

Central Electricity Regulatory Commission (Power Market) Regulations, 2021 ("CERC Power Market Regulations")

The Electricity Act provides that the appropriate commission shall endeavour to promote the development of a market (including trading) in power. CERC notified the CERC Power Market Regulations which provide the regulatory framework for power trading in the country. These regulations apply to all market participants including power exchanges, grid connected entities, trading licencees, market coupling operators, members of power exchanges, over the counter markets etc.

Central Electricity Regulatory Commission (Fixation of Trading Margin) Regulations, 2010

The CERC (Fixation of Trading Margin) Regulations, 2010 apply to the short-term buy-short term sell contracts for the inter-State trading in electricity undertaken by a licensee i.e., contracts where the duration of the PPA and power sale agreement is less than one year. These regulations, among others, prescribe the limit of trade margin that the licensee can charge. The trading margin is charged on the scheduled quantity of electricity. As per the regulations, the trading margin specified thereunder is the cumulative value of the trading margin charged by all the traders involved in the chain of transactions between the generator and the ultimate buyer, that is to say, trading margin in case of multiple trader-to-trader transactions cannot exceed the ceiling trading margin specified under these regulations.

Central Electricity Regulatory Commission (Cross Border Trade of Electricity) Regulations, 2019 ("CERC Cross Border Electricity Trading Regulations")

Cross Border Electricity Trading Regulations, 2019 provide a regulatory framework for facilitating cross border trading of electricity 'participating entities' in India and the neighbouring countries. Under the Cross Border Electricity Trading Regulations, 'participating entities' have been defined as entities which have been authorised to undertake cross border trading of electricity. The said regulations recognise cross border trading of electricity by way of bilateral agreement between the countries, mutual agreement between parties and through the bidding route.

Cross Border Electricity Trading Regulations envisage distinct roles to be undertaken by various institutions to enable cross border trading of electricity, among others, the National Load Despatch Centre has been designated as the system operator for cross border trade of electricity between India and the neighbouring countries and is responsible for granting short-term open access and for billing, collection and disbursement of the transmission charges for short-term open access transactions. Further Central Transmission Utility has been entrusted with the responsibility for granting long-term access and medium-term open access with respect to cross border trade of electricity between India and the neighbouring countries. Further, the said regulations stipulate that tariff for import of electricity by the Indian entity(ies) shall be determined through a process of competitive bidding as per the Tariff Policy notified from time to time under Section 3 of the Electricity Act or through mutual agreement between the buying Indian entity and the selling entity of the respective neighbouring country under the overall framework of agreements signed between India and the neighbouring country(ies) subject to payment of the applicable charges for transmission or wheeling of electricity through the Indian grid.

Guidelines for Import/Export (Cross Border) of Electricity, 2018 ("Import/Export Guidelines, 2018)

Import/Export Guidelines, 2018 were issued by the MoP with an objective to, among others, (i) facilitate import/export of electricity between India and neighbouring countries; (ii) evolve a dynamic and robust electricity infrastructure for import/ export of electricity; and (iii) promote transparency, consistency and predictability in regulatory mechanism pertaining to import/ export of electricity in the country.

Import/Export Guidelines, 2018 provide that the import/ export of electricity between India and the neighbouring countries may be allowed through mutual agreements between Indian entities and entities of the neighbouring countries under the overall framework of agreements signed between India and the neighbouring countries consistent with the provisions of the prevailing laws in the respective countries, including- (i) through bilateral agreement between the two countries; (ii) through bidding route; or (iii) through mutual agreements between entities.

The guidelines further provide that the tariff for import of electricity by the Indian entities shall be determined, through a process of competitive bidding as per the tariff policy of India or through mutual agreement. In case of hydro projects, the tariff may be determined by CERC as per its regulations, if approached by the generator through the Government of the neighbouring country and agreed by the Indian entities. Further, the guidelines provide that tariff for export of electricity, through long-term/ medium-term/ short-term agreements may be as mutually agreed or based on competitive bidding, subject to payment of the charges as applicable for transmission/ wheeling of electricity through the Indian grid. However, where the tariff for import / export of electricity is mutually agreed by the Government of India and the government of neighbouring country, involving the participating entities of the two countries, the same shall be final.

The Central Electricity Regulatory Commission (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2020

The CERC issued the CERC (Terms and Conditions for Tariff determination from Renewable Energy Sources) Regulations, 2020 for setting up the method for tariff determination from renewable energy effective within the control period from July 1, 2020 to March 31, 2023. These regulations are aimed at determining the general tariff and project specific tariff from renewable energy sources for the purchase of electricity from renewable energy projects such as solar power projects, hydro projects and non-fossil-fuel based co-generation and biogas-based projects and to carry out levelisation for each technology taking into account a discount factor for the time value of money.

Central Electricity Regulatory Commission (Procedure, Terms and Conditions for grant of trading licence and other related matters) Regulations, 2020

The CERC issued the Central Electricity Regulatory Commission (Procedure, Terms and Conditions for grant of trading licence and other related matters) Regulations, 2020 on January 2, 2020. These regulations enumerate the general, financial (capital adequacy and liquidity requirements), and technical qualifications that applicants have to meet to be granted power trading licenses, and the grounds for disqualification of applicants seeking to obtain a power trading license. These regulations also set out the procedure for grant of power trading licenses, and specify the obligations required to be met by the licensees, some of which relate to net worth, payment security, trading margins and reporting of information.

Thermal Energy

Mega Power Policy

The Mega Power Policy, as amended from time to time, was originally introduced by Ministry of Power, GoI, on November 10, 1995 wherein projects with capacity of 1,000 MW and more and providing power to more than one state were classified as mega power projects. The policy has been subsequently amended from time to time and the conditions for grant of a mega power status have been accordingly amended. In terms of the Mega Power Policy, power projects with the following threshold capacity are eligible for the benefit of mega power project status:

i. a thermal power plant of a capacity of 1,000 MW or more;

ii. a thermal power plant with a capacity of 700 MW or more, located in the States of Jammu and Kashmir, Sikkim, Arunachal Pradesh, Assam, Meghalaya, Manipur, Mizoram, Nagaland and Tripura; or

Further, the power producer is required to tie up at least 65% of installed capacity/ net capacity through competitive bidding and up to 35% of installed capacity/ net capacity under regulated tariff as per the specific host state policy, as the case may be, approved by the respective regulators under long-term PPAs entered into with the state DISCOMS or such other designated agency. Additionally, the benefits under the Mega Power Policy are available to brownfield projects and provide that the threshold capacity of the unit being developed pursuant to the brownfield is not less than that of the existing units at the time of grant of the mega power status.

Fiscal concessions or benefits available to the mega power projects, among others, are as follows:

i. Zero Customs Duty: The import of capital equipment would be free of customs duty for these projects;

ii. Deemed Export Benefits: Deemed export benefits are available to domestic bidders for projects both under public and private sector on meeting certain requirements.

Goods required for setting up of any mega power project qualify for the above fiscal benefits after it is certified that:

i. the power purchasing states have constituted the regulatory commissions with full powers to fix tariffs; and

ii. the power purchasing states undertake, in principle, to privatise distribution in all cities, in each State each which has a population of more than one million, within a period to be fixed by the Ministry of Power, GoI.

Further, the mega power status is granted in two phases (i) provisional mega power status; and (ii) final mega power status. The benefits can only be availed upon submission of provisional mega power status certificate along with a fixed deposit receipt from any scheduled commercial bank as a security. The final mega power certificate has to be obtained within 10 years of the date of import.

Further, the Mega Power Policy has been revised in 2018 to provide that 25 mega provisional mega certified power projects may be considered for Mega Power Policy benefits in proportion to the long-term PPA tied up as permitted under the Mega Power Policy, once the specified threshold capacity of the project gets commissioned.

As per the Mega Power Policy, as amended from time to time, eligible projects are required to submit their request to the MoP along with supporting documents. The requests are to be examined by Central Electricity Authority ("**CEA**") which shall recommend mega power benefits to be released in proportion to the quantum of valid long-term PPA. Further, it provides that proportionate mega power benefits are required to be calculated in the following manner (i) for projects where PPA has to be signed for 85% of the capacity, the mega power benefits to be released is equivalent to capacity of the PPA signed/85% of installed or net capacity; and (ii) for projects where PPA has to be signed for 100% capacity, mega benefits to be released are equivalent to capacity of PPA signed/installed or net capacity. Upon scrutiny of proposals, CEA will send a recommendation to MoP for issuance of proportionate mega certificate. Pursuant to CEA's recommendation, MoP will issue the provisional mega power certificate to the project which shall be followed by proportionate release of FDR/margin money/bank guarantee of the project.

Scheme for Harnessing and Allocating Koyla (Coal) Transparently in India

Coal linkage to the power sector is governed by provisions of the New Coal Distribution Policy, 2007 ("**NCDP**"). Under the NCDP, a system of issuance of letters of assurance was introduced wherein requests for linkage or letters of assurance were forwarded to the MoP for its recommendations. These recommendations are placed before the Standing Linkage Committee which authorises the issue of letter of assurance. Pursuant to the Scheme for Harnessing and Allocating Koyla (Coal) Transparently in India which was introduced on May 17, 2017 ("**SHAKTI**") and recently amended on March 25, 2019, allocation of linkages for power sector will be based on auction of linkages or through PPA based on competitive bidding of tariffs except for the state and the central power generating companies and the exceptions provided in NTP, 2016. Coal drawal will be permitted against valid long-term PPAs and to be concluded medium-term PPAs. The approved framework ensures that all projects with linkages are supplied coal as per their entitlement. This will ensure the rights of coal supplies for holders of FSAs and signing of FSAs with holders of letters of assurance.

The salient features of SHAKTI are as follows:

i. Thermal power plants shall be eligible to sign FSAs after ensuring that the plants are commissioned, respective milestones met, all specified conditions of the letters of assurance fulfilled within specified timeframe and where nothing adverse is detected against the holders of letters of assurance and the thermal power plants are commissioned before March 31, 2022.

ii. Thermal power plants, about 19,000 MW capacity out of 68,000 MW, that could not be commissioned by March 31, 2015 shall now be eligible for coal drawal if the plants are commissioned before March 31, 2022;

iii. Actual coal supplies to all thermal power plants shall be to the extent of long-term PPAs and to be concluded medium-term PPAs;

iv. Future coal linkages shall be granted on auction basis for independent power producers who have signed PPAs based on domestic coal. Power plants which were having valid already concluded long-term PPA, based on domestic coal on or before May 17, 2017 and who could not participate in the linkage auctions due to any reason, may be allowed to participate in the B (ii) auctions of SHAKTI scheme. Further bidders who have already participated in auctions and could not secure linkage for the full annual contracted quantity, may obtain the linkage for the balance quantity by participating in future auctions at a later stage, under B (ii) after benchmarking discount.

v. The independent power producers participating in auction will bid for discount on the existing tariff. The discount on tariff would be adjusted from the gross amount of bill at the time of billing. The future coal linkages for supply of coal to independent power producers who have not signed PPAs shall be on the basis of auction where bidding for linkage shall be done over the notified price of coal. The letter of assurance shall be issued to the successful bidders and FSA signed after meeting the terms of letter of assurance. Coal linkages, for independent power producers who have signed PPAs based on imported coal, shall be made available through a transparent bidding process.

Guidelines for Procurement of Electricity from Thermal Power Stations set up on Design, Build, Finance, Own and Operate (DBFOO) basis, 2013 ("Guidelines for Procurement of Electricity from Thermal Stations on DBFOO Basis, 2013")

As highlighted above, the Guidelines for Procurement of Electricity from Thermal Stations on DBFOO Basis, 2013, as amended from time to time, repealed the Guidelines for Determination of Tariff by Bidding Process 2005 insofar as they related to long-term procurement of electricity where the location, technology, or fuel was not specified by the procurer i.e. Case 1 projects. However, any agreements signed or actions taken prior to issuance of the Guidelines for Procurement of Electricity from Thermal Stations on DBFOO Basis, 2013 continued to be governed by the repealed guidelines.

The Guidelines for Procurement of Electricity from Thermal Stations on DBFOO Basis, 2013 applied to projects constructed and operated in accordance with a power supply agreement signed for a period of about 25 years including construction period with provision of extension of five years at the option of either party. Further the said guidelines stipulate that the tariff determined through the bidding process was to be adopted by the appropriate commission and that any deviation from the standard bidding documents (except project specific modifications) was to be made only with the prior approval of the Central Government.

These guidelines were repealed by the Guidelines for long term Procurement of Electricity from Thermal Power Stations set up on Design, Build, Finance, Own and Operate (DBFOO) basis and sourcing fuel as provided under Model Bidding Documents including allocation of coal under B (I), B(III) and B(IV) of SHAKTI (Scheme for Harnessing and Allocating Koyala (Coal) Transparently in India) Policy, 2019 as set out below.

Guidelines for long term Procurement of Electricity from Thermal Power Stations set up on Design, Build, Finance, Own and Operate (DBFOO) basis and sourcing fuel as provided under Model Bidding Documents including allocation of coal under B (I), B(III) and B(IV) of SHAKTI (Scheme for Harnessing and Allocating Koyala (Coal) Transparently in India) Policy, 2019 ("Guidelines for Long Term Procurement of Electricity from Thermal Stations, 2019")

The Guidelines for Long Term Procurement of Electricity from Thermal Stations, 2019 repealed the Guidelines for Procurement of Electricity from Thermal Stations on DBFOO Basis, 2013 and adopted model bidding documents issued by the Central Government vide its letter No. 23/17/2013-R&R(Vol-VI) dated March 5, 2019 to facilitate the use of coal as per SHAKTI Policy by distribution licensees for procurement of electricity from power producers through a process of open and transparent competitive bidding.

The said guidelines apply to projects constructed and operated in accordance with power supply agreement signed for supply of electricity for a period of seven years and above up to a period of 25 years from the date of commencement of supply of power with provision of extension of five years at the option of either party in accordance with the power supply agreement.

The Guidelines for Long Term Procurement of Electricity from Thermal Stations, 2019 provide that the tariff determined through the bidding process based on the said guidelines shall be adopted by the appropriate commission in pursuance of the provisions of Section 63 of the Electricity Act. Further the said guidelines provide that any deviation from the Model Bidding Documents shall be made only with the prior approval of the appropriate commission (except project specific modifications).

Guidelines for Procurement of Electricity from Thermal Power Stations set up on Design, Build, Finance, Own and Operate (DBFOT) basis, 2013 ("Guidelines for Procurement of Electricity from Thermal Stations on DBFOT Basis, 2013")

As stated above, Guidelines for Procurement of Electricity from Thermal Stations on DBFOT Basis, 2013 repealed the Guidelines for Determination of Tariff by Bidding Process 2005 insofar as they related to location specific coal based power plants i.e. Case 2 projects. However, any agreements signed or actions taken prior to issuance of the Guidelines for Procurement of Electricity from Thermal Stations on DBFOT Basis, 2013 continued to be governed by the repealed guidelines.

The Guidelines for Procurement of Electricity from Thermal Stations on DBFOT Basis, 2013 are applicable to projects operated in accordance with a PPA signed for a period of 20 years or more. The said guidelines adopted a set of model bidding documents issued by the MoP vide its letter dated September 9, 2013 bearing reference no. 23/17/2011-R&R(Vol-IV). Further the said guidelines stipulate that the tariff determined through the bidding process was to be adopted by the appropriate commission and that any deviation from the Standard Bidding Documents (except project specific modifications) was to be made only with the prior approval of the Central Government.

The Petroleum and Natural Gas Regulatory Board Act, 2006

The Petroleum and Natural Gas Regulatory Board Act, 2006 ("**PNGRB Act**") provides for the establishment of the Petroleum and Natural Gas Regulatory Board to regulate the refining, processing, storage, transportation, distribution, marketing and sale of petroleum, petroleum products and natural gas (excluding the production of crude oil and natural gas) so as to protect the interest of consumers and entities engaged in specified activities. The regulatory board does so by fostering fair trade and competition amongst the entities, ensuring uninterrupted and adequate supply of petroleum, petroleum products and natural gas in all parts of the country, securing equitable distribution for petroleum and petroleum products, monitoring prices and laying down technical standards and specifications including safety standards in activities relating to the same.

The 'New Domestic Natural Gas Pricing Guidelines, 2014' provides for the pricing mechanism which formula based and has been worked out considering the volumes and prices prevailing at major international markets. The formula has been finalised considering the requirements/interests of producing and consuming sectors. The prices are notified after every six months in accordance with said guidelines.

Non-Thermal Energy

National Hydro Policy, 2008

National Hydro Policy, 2008 was announced by the MoP to harness the potential of hydroelectricity in India, promote private investment in the sector by providing a suitable framework for undertaking development of sites for development of hydroelectricity and address some of the key issues associated with the generation of hydroelectricity in the country such as ensuring rehabilitation and resettlement of project affected families, ensuring financial viability of hydro-electric projects, development of adequate evacuation infrastructure.

Measures to Promote Large Hydropower Projects (2019)

Vide Office Memorandum dated March 8, 2019 issued by the MoP has approved the following measures for promoting hydropower sector in the country such as:

i. Declaration of large hydropower projects ("**LHPs**") i.e. hydro projects having capacity >25 MW projects as renewable energy source. However, LHPs would not automatically be eligible for differential treatment for statutory clearances such as forest clearance, environmental clearance.

ii. Notification of separate hydro power purchase obligation (HPO) under non-solar renewable power obligation. Further, HPO would cover all LHPs commissioned after the notification of the aforesaid office memorandum as well as the untied capacity (i.e., without PPA) of the commissioned projects.

iii. Tariff rationalisation measures for bringing down hydro power tariff, such as providing flexibility to the developers to determine tariff by back loading of tariff after increasing project life to 40 years, increasing debt repayment period to 18 years and introducing escalating tariff of 2%.

iv. In-principle approval for providing budgetary support through MoP, for flood moderation component for storage, and for funding enabling infrastructure for hydropower projects such as roads, bridges.

Hydro Power Policy 2006, Himachal Pradesh ("**Hydro Policy 2006**")

Hydro Power Policy 2006 was issued by the state government of Himachal Pradesh in the year 2006, as amended from time to time, and as recently amended in 2018 with an objective to speed up power development in the State and achieve capacity addition, generate and provide employment opportunities to the people of the Himachal Pradesh, make power sector a major source of revenue to the State and to secure long-term financial interests of the State.

The 2018 amendment to the Hydro Policy 2006, among others, provides that:

i. in case of projects already allotted but not commissioned, the free power quantum to be received by the State on account of free power share of the State will be deferred for the critical period of initial 12 years from the date of scheduled commercial operations date or commercial operations date whichever is earlier and the quantum to be deferred shall be recovered during the balance agreement period in a uniform percentage rate;

ii. free power royalty in respect of projects to be allotted under private sector, shall be levied in accordance with the provisions of the National Hydro Policy, i.e. levy of royalty in the form of free power shall be at the rate of 12% for the entire agreement period;

iii. the entire power generated from projects having capacity up to 10 (ten) MW will be purchased by Himachal Pradesh State Electricity Board Limited at a tariff determined by the state electricity regulatory commission. This would be applicable to projects which shall be commissioned after May 15, 2018;

iv. tariff will be determined from the date of achieving commercial operation date of the project instead of the date of signing implementation agreement. However, this condition would be applicable only if the project is completed within the stipulated time period (subject to force majeure or reasons not attributable to the developer; and

v. no open access charges for use of intra-state transmission network shall be payable for projects above five MW and up to 25 MW capacity which are commissioned after May 15, 2018.

National Action Plan on Climate Change

The National Action Plan on Climate Change ("**NAPCC**") addresses the urgent and critical concerns of the country through a directional shift in the development pathway, including through the enhancement of the current and planned programmes. The NAPCC identifies measures that promote the development objectives while also yielding co-benefits for addressing climate change effectively. It outlines a number of steps to simultaneously advance India's development and climate change-related objectives of adaptation and mitigation.

National Wind Mission

In order to boost electricity generation from on-shore and off-shore wind sources, ensure certainty for stakeholders and capacity building, the Ministry of New and Renewable Energy ("**MNRE**") formulated the National Wind Mission, which provides for, among others¸ single window clearance for wind energy projects, land allocation mechanisms, tariff and financing mechanisms. The target is set at 60 GW installed capacity of wind power in India by 2022.

National Solar Mission

The National Solar Mission ("**NSM**") was launched in 2010. The NSM has set a target of 100 GW of solar power in India by 2022 and seeks to implement and achieve the target in three phases (Phase I from 2012 to 2013, Phase II from 2013 to 2017 and Phase III from 2017 to 2022). The target principally comprises 40 GW from rooftop solar power projects and 60 GW from large and medium scale grid connected solar power projects. In addition, the Government of India rolled out the Scheme for Development of Solar Parks and Ultra Mega Solar Power Projects on December 12, 2014 ("**Solar Park Scheme**") with aggregate capacity 20,000 MW. Further, the capacity of the Solar Park Scheme was enhanced from 20,000 MW to 40,000 MW on March 21, 2017 to set up at least 50 solar parks by 2021-22.

Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2020 ("RE Tariff Regulations")

The RE Tariff Regulations prescribe the criteria that may be taken into consideration by the relevant electricity regulatory commissions while determining the tariff for the sale of electricity generated from renewable energy sources which include, among others, return on equity, interest on loan and working capital, operations and maintenance expenses and depreciation. These regulations primarily apply to cases where tariff for a grid connected generating station or a unit thereof commissioned during the Control Period (i.e., from July 1, 2020 to March 31, 2023) and based on renewable energy sources, is to be determined by CERC under Section 62 read with Section 79 of the Electricity Act, subject to the fulfilment of eligibility criteria specified in the RE Tariff Regulations. The tariff so determined shall remain valid for the tariff period. The tariff period for renewable energy projects under the Tariff Regulations would be the same as the period of their 'Useful Life' as set out in these regulations and would be considered from the date of commercial operations of such power projects. The RE Tariff Regulations further lay down the criteria which should be taken into consideration by CERC while determining the tariff for the sale of electricity generated from renewable sources.

Prior to the RE Tariff Regulations, CERC had announced the Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017, where under the control period was of three three years, of which the first year was the financial year 2017-18.

Guidelines for Tariff Based Competitive Bidding Process for Procurement of Wind Power

The MoP has issued guidelines on December 8, 2017 and as amended on July 16, 2019 for procurement of wind power, through tariff based competitive bidding process ("**Competitive Bidding Guidelines for Wind Power**"). The objective of the Competitive Bidding Guidelines for Wind Power is to provide a framework for procurement of wind power through a transparent process of bidding including standardisation of the process and definition of roles and responsibilities of various stakeholders. The Competitive Bidding Guidelines for Wind Power aim to enable the distribution licensees to procure wind power at competitive rates in a cost effective manner. These Guidelines are issued under the provisions of Section 63 of the Electricity Act, for long-term procurement of electricity through competitive bidding process, by the procurers, from grid connected wind power projects having, (a) individual size of five MW and above at one site with minimum bid capacity of 25 MW for intra-state projects; and (b) individual size of 50 MW and above at one site with minimum bid capacity of 50 MW for inter-state projects.

Further, the Competitive Bidding Guidelines for Wind Power stipulate certain conditions to be complied with by the project developer as well as the procurer in respect of procurement of wind power through competitive bidding such as contents of bid documentation, structure of the bid, standard provisions to be incorporated in the PPAs, payment security to be provided by the procurer, lock-in restrictions applicable to the project developer, modalities of commissioning of the project.

Guidelines for Tariff Based Competitive Bidding Process for Procurement of Solar Power

The MoP issued guidelines on August 3, 2017 for procurement of solar power through tariff based competitive bidding process ("**Competitive Bidding Guidelines for Solar Power**"), as amended from time to time. The objectives of these guidelines are (a) to promote competitive procurement of electricity from solar PV power plants, by distribution licensees, to protect consumer interests; (b) to facilitate transparency and fairness in procurement processes (c) to provide for a framework for an intermediary procurer as an aggregator/trader for the inter-state/intra-state sale-purchase of long-term power; (d) to provide standardisation and uniformity in processes and a risk-sharing framework between various stakeholders, involved in solar PV power procurement, thereby encouraging investments, enhanced bankability of the projects and profitability for the investors.

The Competitive Bidding Guidelines for Solar Power are issued under the provisions of Section 63 of the Electricity Act, for long-term procurement of electricity by the 'procurers', from grid-connected solar PV power projects having size of five MW and above through competitive bidding. Further the Competitive Bidding Guidelines for Solar Power stipulate certain conditions to be complied with by the project developer as well as the procurer in respect of procurement of solar power through competitive bidding such as arrangements related to project site, contents of bid documentation, structure of the bid, evaluation of bid criteria, standard provisions to be incorporated in the PPAs, payment security to be provided by the procurer, lock-in restrictions applicable to the project developer, modalities of commissioning of the project.

Central Electricity Regulatory Commission (Terms and Conditions for Recognition and Issuance of Renewable Energy Certificate for Renewable Energy Generation) Regulations, 2010 ("REC Regulations")

The Electricity Act and the Tariff Policy require the SERCs to specify, for the purchase of electricity from renewable sources, a percentage of the total consumption of electricity within the area of a distribution licensee, which are known as RPOs. RPOs are required to be met by obligated entities (which include distribution licensees, captive power users and open access consumers) by purchasing renewable energy, either by renewable energy power producers, or by purchasing renewable energy certificates ("**REC**"). In the event of default by an obligated entity in any fiscal, the SERCs may direct the obligated entity to pay a penalty or to deposit an amount determined by the relevant SERC, into a fund to be utilised for, among others, the purchase of RECs. The REC Regulations, as amended from time to time, aim at the development of market for power from non-conventional energy sources by issuance of transferable and saleable credit certificates. The REC mechanism provides a market based instrument which can be traded freely and provides means for fulfilment of renewable purchase obligations by the obligated entities.

Guidelines for Development of Onshore Wind Power Projects, 2016 ("Onshore Wind Guidelines")

MNRE issued Onshore Wind Guidelines on October 22, 2016 for enabling orderly growth of wind power sector. The objective of Onshore Wind Guidelines is to facilitate the development of wind power projects in an efficient, cost effective and environmentally benign manner taking into account the requirements of project developers, state and national imperatives. The Onshore Wind Guidelines lay down various parameters that are to be taken into account by the stakeholders in relation to development of onshore wind power including with respect to site selection and feasibility, type certification of wind turbine generators, micro siting, conditions for connection to the grid and evacuation of wind power, etc.

Guidelines for Development of Offshore Wind Power Projects, 2016 ("Offshore Wind Guidelines")

MNRE issued the Offshore Wind Guidelines on October 6, 2015 to enable optimum exploitation of offshore wind energy in the best interest of the country. The objective of the Offshore Wind Guidelines is, among others, to explore and promote deployment of offshore wind farms in the exclusive economic zone ("**EEZ**") of the country, including those under public private partnership, promote spatial planning and management of maritime renewable energy resources in the EEZ through suitable incentives, to achieve energy security, to reduce carbon emissions, to promote research and development in the offshore wind energy sector to develop coastal infrastructure and supply chain to support heavy construction & fabrication work and the operation & maintenance activities.

The Offshore Wind Guidelines are the primary policy decision-making document for offshore wind energy development, including, setting up of offshore wind power projects and research & development activities, in waters, in or adjacent to the country up to the seaward distance of 200 nautical miles (EEZ of the country) from the base line. As per the Offshore Wind Guidelines, MNRE is the nodal ministry for development of offshore wind energy in India, and National Institute of Wind Energy (NIWE) will act as the nodal agency for the development of offshore wind energy in the country.

HIGHWAYS BUSINESS

National Highways Act, 1956

The Government of India is responsible for the development and maintenance of 'National Highways' under the National Highways Act ("**NH Act**") and may delegate any function relating to development or maintenance of 'National Highways' to the relevant state government in whose jurisdiction the 'National Highway' falls, or to any officer or authority subordinate to the central or the concerned state government.

The Government of India may also enter into an agreement with any person in relation to the development and maintenance of the whole or any part of a National Highway. Such person would have the right to collect and retain fees at such rates as may be notified by the Government of India and will also have the power to regulate and control the traffic for proper management of the highway in accordance with the provisions of the Motor Vehicles Act, 1988.

Under NH Act, the Government of India is vested with the power to declare a highway as a national highway and also to acquire land for this purpose. The Government of India may, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a national highway or part thereof. The NH Act prescribes the procedure for such land acquisition which among other things includes entering and inspecting such land, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose right of enjoyment in that land has been affected.

National Highways Fee (Determination of Rates and Collection) Rules, 2008

The National Highways Fee (Determination of Rates and Collection) Rules, 2008 ("**NH Fee Rules**") regulate the collection of fee for the use of a national highway. Pursuant to the NH Fee Rules, Government of India may, by a notification, levy fee for use of any section of a national highway, permanent bridge, bypass or tunnel forming part of a national highway, as the case may be. However, the Government of India may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees. The NH Fee Rules do not apply to the concession agreements executed or bids invited prior to the publication of such rules i.e. December 5, 2008.

The collection of fee in case of a public funded project shall commence within 45 days from the date of completion of the project. In case of a private investment project, the collection of such fee shall be made in accordance with the terms of the agreement entered into by the concessionaire. The NH Fee Rules further provide for the base rate of fees applicable for the use of a section of the national highway, permanent bridge, bypass or tunnel for different categories of vehicles.

National Highways Authority of India Act, 1988

The National Highways Authority of India Act, 1988 ("**NHAI Act**") provides for the constitution of an authority for the development, maintenance and management of National Highways. Pursuant to the same, the National Highways Authority of India ("**NHAI**"), was constituted as an autonomous body in 1989 and operationalised in 1995. Under the NHAI Act, Government of India carries out development and maintenance of the national highways system, through NHAI. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act.

The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the GoI. NHAI Act provides that the contracts for acquisition, sale or lease of immovable property on behalf of the NHAI cannot exceed a term of 30 years unless previously approved by the GoI.

National Highways Development Project

The GoI, under the Central Road Fund Act, 2000 created a dedicated fund for NHDP. Certain sources for financing of NHDP are through securitisation of cess as well as involving the private sector and encouraging Public Private Partnership ("**PPP**"). The NHDP is also being financed through long-term external loans from the World Bank, the ADB and the JBIC as well as through tolling of roads.

Private Participation in NHDP

In an effort to attract private sector participation in the NHDP, the NHAI has formulated model concession agreements where a private entity ("**Concessionaire**") is awarded a concession to build, operate and collect toll on a road for a specified period of time, which is usually up to 30 years.

The bidding for the projects takes place in two stages as per the process provided below:

i. in the pre-qualification stage, NHAI selects certain bidders on the basis of technical and financial expertise, prior experience in implementing similar projects and previous track record; and

ii. in the second stage, NHAI invites commercial bids from the pre-qualified bidders on the basis of which the right to develop the project is awarded.

In a BOT project, the Concessionaire meets the up-front cost and expenditure on annual maintenance and recovers the entire cost along with the interest from toll collections during the concession period. To increase the viability of the projects, a capital grant is provided by the NHAI/ Government of India on a case to case basis. The Concessionaire at the end of the concession period transfers the road back to the Government. The Concessionaire's investment in the road is recovered directly through user fees by way of tolls.

In annuity projects, the private entity is required to meet the entire upfront cost (no grant is paid by NHAI/GoI) and the expenditure on annual maintenance. The Concessionaire recovers the entire investment and predetermined return on investments through annuity payments by NHAI/GoI.

The NHAI also forms SPVs for funding road projects. This method of private participation involves very less cash support from the NHAI in the form of equity/debt. Most of the funds come from ports/financial institutions/beneficiary organisations in the form of equity/debt. The amount spent on developments of roads/highways is to be recovered in the prescribed concession period by way of collection of toll fee by the SPV.

Control of National Highways (Land and Traffic) Act, 2002

The Control of National Highways (Land and Traffic) Act, 2002 ("**Control of NH Act**") provides for control of land within national highways, right of way and traffic moving on national highways and also for removal of unauthorised occupation thereon.

In accordance with the provisions of the Control of NH Act, the Central Government has established Highway Administrations. Under the Control of NH Act, all land that forms part of a highway which vests in the Central Government, or that which does not already vest in the Central Government but has been acquired for the purpose of highways shall be deemed to be the property of the Central Government. The Control of NH Act prohibits any person from occupying any highway land or discharging any material through on such land without the permission of the Highway Administration. The Control of NH Act permits the grant of lease and license for use of highway land for temporary use.

Indian Tolls Act, 1851

Pursuant to the Indian Tolls Act, 1851, ("**Tolls Act**") the state governments have been vested with the power to levy tolls at such rates as they deem fit, to be levied upon any road or bridge, made or repaired at the expense of the Government of India or any state government. The tolls levied under the Tolls Act, are deemed to be 'public revenue'. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of land revenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll.

Provisions under the Constitution of India and other legislations on collection of toll Entry 59, List II of Schedule VII read with Article 246 of the Constitution of India vests the state governments with the power to levy tolls. Pursuant to the Indian Tolls Act, 1851, the state governments have been vested with the power to levy tolls at such rates as they deem fit.

Bharatmala Pariyojna

Government of India announced a centrally-sponsored and funded road and highways project 'Bharatmala Pariyojna' in the year 2015. Bharatmala Pariyojana Phase-I was approved by the Union Cabinet on October 24, 2017. Under Phase-I, 34,800 km road development project is proposed to be taken up in a phased manner of over five years (i.e. from Financial Year 2017-2018 to Financial Year 2021-2022). 'Bharatmala Pariyojna' proposes construction of, among others, economic corridor, feeder route and inter corridor, port connectivity and greenfield expressway.

Pradhan Mantri Gram Sadak Yojana

Government of India had launched the Pradhan Mantri Gram Sadak Yojana ("**PMGSY**") on December 25, 2000, with a view to provide all-weather access to eligible unconnected habitations. PMGSY is a 100% centrally sponsored scheme. The primary objective of the PMGSY is to provide connectivity, by way of an all-weather road (with necessary culverts and cross-drainage structures, which is operable throughout the year), to the eligible unconnected habitations in the rural areas with a population of 500 persons and above in plain areas. The Union cabinet in July 2019 approved the Phase-III of the PMGSY. Phase –III involves consolidation of 1,25,000 kms of through routes and major rural links connecting habitations to gramin agricultural markets, higher secondary schools and hospitals. The duration of the Phase-III PMGSY is from the year 2019-2020 to 2024-2025.

Sagarmala Programme

The Sagarmala Programme was approved by the Union Cabinet in March 2015 and a National Perspective Plan was released on April 14, 2016. The Sagarmala Programme aims to reduce logistics cost and time for the movement of export-import and domestic cargo and development of port-proximate industrial capacities near the coast. As part of Sagarmala Programme, more than 574 projects have been identified for implementation, during the years 2015-2035, across the areas of port modernisation and new port development, port connectivity enhancement, port-linked industrialisation and coastal community development. As of September 30, 2019, a total of 121 projects have been completed and 201 projects were under implementation.

Other legislations relevant to the road sector

In addition to the above, there are also certain other legislations that are relevant to the road sector which include the Road Transport Corporation Act, 1950, National Highways Rules, 1957, National Highways Tribunal (Procedure) Rules, 2003, Central Road and Infrastructure Fund Act, 2000, Central Road Fund (State Roads) Rules, 2014 and Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015.

SEZ BUSINESS

Special Economic Zones Act, 2005 ("SEZ Act") and Special Economic Zone Rules, 2006 ("SEZ Rules)

SEZs in India are regulated and governed by the SEZ Act. The SEZ Act has been enacted for the establishment, development and management of SEZs. An SEZ is a specifically delineated duty-free enclave, deemed to be a foreign territory for the purposes of trade as well as duties and tariffs. SEZs may be established under the SEZ Act, either jointly or severally by the Central Government, state government or any other person. A board of approval has been set up under the SEZ Act, which is responsible for promoting the SEZ and ensuring its orderly development. Such board has a number of powers including the authority to approve proposals for the establishment of the SEZ, the operations to be carried out in the SEZ by the developer, changes in shareholding, the foreign collaborations and FDIs for the development, operation and maintenance of the SEZs. SEZ Rules provide for simplified procedures for development, operation, and maintenance of the SEZs and for setting up units and conducting business in SEZs, single window clearance for setting up of an SEZ, single window clearance for setting up a unit in a SEZ, single window clearance on matters relating to Central Government as well as state governments and simplified compliance procedures and documentation with an emphasis on self-certification.

LAND LAWS

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (**"Land Acquisition Act**"). The Land Acquisition Act has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialisation, development of essential infrastructural facilities and urbanisation. While aiming to cause least disturbance to landowners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. Under the Land Acquisition Act, various state rules have been notified which frame rules in relation to, among others, the consent process, the compensation mechanism and rehabilitation and resettlement.

Indian Easements Act, 1882

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, land not his own. Under the Easements Act, 1882, a license is defined as a right to use property, which use in the absence of such right would be unlawful. The period and incident upon which a license may be revoked may be provided in the license agreement entered into between the licensee and the licensor.

The Real Estate (Regulation and Development) Act, 2016

The Real Estate (Regulation and Development) Act, 2016 ("**RERA**") seeks to regulate and promote real estate sector by establishing a specialised forum known as the Real Estate Regulatory Authority and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector and to establish an adjudicating mechanism for speedy dispute redressal. The application for registration must disclose details of the promoter, brief details of the projects launched by the promoter, an authenticated copy of the approval and commencement certificate received from the competent authority, the sanctioned plan, layout plan, specifications of the project, proforma of the allotment letter, number, type and carpet area of the apartments, the names and addresses of the promoter's real estate agent and a declaration by the promoter stating that he has a legal title to the land and the time period within which he undertakes to complete the project.

ENVIRONMENTAL LAWS

The Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**"), and the Hazardous Wastes (Management and Transboundary Movement) Rules, 2016 ("**Hazardous Waste Rules**") aim to prevent, control and abate pollution.

The Air Act stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board.

The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system or an extension or addition which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board.

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment. Pursuant to the amendment to the Hazardous Waste Rules in 2019, an occupier of a facility generating hazardous shall not be required obtain an authorisation under the Hazardous Waste Rules, from the state pollution control board, in case the consent to establish or consent to operate, is not required from the state pollution control board under the Water Act and Air Act, provided that the hazardous and other wastes generated by the occupier shall be given to the actual user, waste collector or operator of the disposal facility, in accordance with the Central Pollution Control Board guidelines.

Central Ground Water Authority has been constituted under the Environment (Protection) Act, 1986 to regulate and control development and management of ground water resources in the country.

The Forest (Conservation) Act, 1980 read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose.

The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose prohibitions and restrictions for handling, processing, treatment, storage, transportation, use, collection, conversion and disposal of hazardous wastes.

There are also subject to other central, state, local and municipal law and regulations under which we may need approvals from time to time including license to store and use explosives, approval for ground water extraction and permission for mining.

The Environment Impact Assessment Notification S.O. 1533(E), 2006

The Environment Impact Assessment Notification S.O. 1533(E), 2006 as amended from time to time ("**EIA Notification**") issued under the Environment Protection Act, 1986 and the Environment (Protection) Rules, 1986, provides that the prior approval of the MoEF or state level environment impact assessment authority ("**SEIAA**"), as the case may be, is required for the establishment of new projects and for the expansion or modernisation of existing projects as specified in the EIA Notification, including thermal power plants, airports, SEZ, ports, highways and other construction projects. After the identification of prospective site(s) for the project or activities, or both, the EIA Notification requires four stages, i.e., screening, scoping, public consultation and appraisal, before clearance can be granted for commencing any construction activity or preparation of land at the site by the applicant.

The MoEF has issued a draft of the Environment Impact Assessment Notification, 2020, which is yet to be brought into effect.

Environment (Protection) Rules, 1986, amended vide Environment (Protection) Amendment Rules, 2020 ("EP Amendment Rules")

The Environment (Protection) Rules, 1986 were amended by the EP Amendment Rules notified on May 21, 2020. The rules lay down certain conditions that need to be adhered to by thermal power plants in their use of coal such as (i) compliance of specified emission norms for particulate matter, as per extant notifications and instructions of central pollution control board, issued from time to time, (ii) thermal powers plants shall comply with conditions, as notified in the Fly Ash notification issued from time to time, without being entitled to additional capacity of fly ash pond (for existing power generation capacity) on ground of switching from washed coal to unwashed coal; (iii) coal transportation to be undertaken by covered railway wagon (railway wagons covered by tarpaulin or other means) and/or covered conveyer beyond the mine area. However, till such time enabling rail transport/conveyer infrastructure is not available, road transportation may be undertaken in trucks, covered by tarpaulin or other means.

Emission Norms for Thermal Power Stations

MoEF notified revised emission norms for thermal power stations on December 7, 2015. These emission norms require the installation of flue gas desulphurization ("**FGD**") systems in upcoming and existing thermal power plants. Further, the Central Electricity Authority of India prescribed the standard technical specifications of FGD systems in December 2017, to guide thermal power generators in the installation of FGD system in their power plants.

Further, the MoEF has issued a circular dated November 19, 2018, specifying the standard conditions to be stipulated in the environmental clearance for thermal power projects ("**Standard Conditions**"). The Standard Conditions specify, among others, that FGD systems should be installed to restrict sulphur dioxide emissions in order to not exceed a prescribed amount.

LABOUR AND INDUSTRIAL LAWS

The following is an indicative list of labour laws applicable to the business and operations of Indian companies as may be applicable in each state (if any):

i. Contract Labour (Regulation and Abolition) Act, 1970.

ii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

iii. Factories Act, 1948.

iv. Employees' State Insurance Act, 1948.

v. Minimum Wages Act, 1948.

vi. Payment of Bonus Act, 1965.

vii. Payment of Gratuity Act, 1972.

viii. Payment of Wages Act, 1936;

ix. Maternity Benefit Act, 1961.

x. Industrial Disputes Act, 1947.

xi. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

xii. Employees' Compensation Act, 1923.

xiii. Building and Other Construction Workers Regulation of Employment and Conditions of Service Act, 1996.

xiv. The Code on Wages, 2019*.

xv. The Occupational Safety, Health and Working Conditions Code, 2020**.

xvi. The Industrial Relations Code, 2020***.

xvii. The Code on Social Security, 2020****.

xviii. Shops and Establishments legislations in various states.

**The Government of India enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government has notified certain provisions of the Code on Wages, 2019, mainly in relation to the constitution of the advisory board. Additionally, the Central Government has also notified the Code on Wages (Central Advisory Board) Rules, 2021, which provide for the constitution of a central advisory board to advise the Central Government on, inter alia, fixation of minimum wages for certain kinds of employees.*

***The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.*

****The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*

*****The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

TAX LAWS

The tax related laws that are applicable to us include the Income Tax Act, 1961, Income Tax Rules, 1962, goods and services tax legislation comprising Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, the respective states' Goods and Services Tax Act, 2017 and various rules and notifications thereunder and as issued by taxation authorities.

CORPORATE LAWS

Our Company, its Subsidiaries, Joint Ventures Associates and Jointly Controlled Operations incorporated in India are companies and are therefore, subject to the provisions of the Companies Act, 2013. The Companies Act, 2013, among others, regulates the incorporation of companies, prescribes the roles and responsibilities of directors, shareholders and key managerial personnel and the procedure for undertaking various corporate actions by a company.

We are also required to comply with the Competition Act which regulates practices having an appreciable adverse effect on competition in the relevant market in India and combinations (including mergers, amalgamations and acquisitions) in excess of certain thresholds.

FOREIGN EXCHANGE LAWS

The foreign exchange laws that are applicable to us include the FEMA and Foreign Exchange (Non-Debt Instruments) Rules, 2019, as amended and other relevant rules and regulations thereunder, and the Consolidated Foreign Direct Investment ("**FDI**") Policy, effective from August 28, 2017, as amended from time to time ("**Consolidated FDI Policy**").

Reserve Bank of India ("RBI") directions regulating Core Investment Companies

In exercise of powers under the Reserve Bank of India Act, 1934 ("**RBI Act**"), Reserve Bank of India has issued the Master Direction **-** Core Investment Companies (Reserve Bank) Directions dated August 25, 2016 as amended from time to time ("**CIC Master Directions**") to regulate companies holding assets predominantly as investments in shares of group companies and not for trading, and not carrying out any other financial activity, i.e., CICs.

To address the complexity in group structures and existence of multiple CICs within a group, it has been decided that the number of layers of CICs within a Group (including the parent CIC) shall be restricted to two, irrespective of the extent of direct or indirect holding/control exercised by a CIC in the other CIC. If a CIC makes any direct/ indirect equity investment in another CIC, it will be deemed as a layer for the investing CIC. It may be noted that while the aforementioned condition was applicable from August 13, 2020, existing entities are required to reorganise their business structure and adhere to the regulatory requirement latest by March 31, 2023.

Foreign Investment

In terms of the Consolidated FDI Policy, foreign equity participation in existing airports as well as greenfield projects is permitted up to 100% through the automatic route. Further, foreign investment into an Indian company, engaged only in the activity of investing in the capital of other Indian company/ies/ LLP, will require prior Government approval, regardless of the amount or extent of foreign investment; and those companies, which are CICs, will have to additionally follow RBI's regulatory framework for CICs.

State Tax on Professions, Trade, Callings and Employment

Profession tax is levied on every person engaged in any profession, trade, calling or employment and falling under the category described in the Schedule to such Acts, and is payable to the State Government at the rate prescribed from time to time. Profession tax is payable by a company. It is also payable by an employee; however, such a payment is deducted by the employer from the salary of the employee and is paid to the Government.

Other Laws

In addition to the above, our Company is also required to comply with, other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations. Our Company is also amenable to various central and state tax laws.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was incorporated as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated May 17, 2019 issued by the Registrar of Companies, Central Registration Centre.

REGISTERED OFFICE OF OUR COMPANY

The Registered Office of our Company is situated at Naman Centre, 701, 7th Floor, Opp. Dena Bank, Plot No. C-31, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India. The Registered Office was changed from Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India to the current Office within the same premises with effect from November 15, 2021.

CHANGES IN THE NAME OF THE COMPANY

There has been no change in the name of our Company since inception.

CHANGES IN MEMORANDUM OF ASSOCIATION

There has been no change in the Memorandum of Association since inception except the Capital Clause. Pursuant to Composite Scheme of Amalgamation and Arrangement as sanctioned by the Hon'ble National Company Law Tribunal, Bench at Mumbai vide its order dated December 22, 2021, the authorised share capital was altered from ₹ 50,00,00,000 divided into 5,00,00,000 Equity Shares of face value of ₹ 10/- each to ₹ 550,00,00,000 divided into 110,00,00,000 Equity Shares of face value of ₹ 5/- each on effectiveness of the Scheme.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Events
2021	Transfer and vesting of Urban Infrastructure and EPC Business (Demerged Undertaking) from GMR Infrastructure Limited to Company pursuant to the Composite Scheme of Arrangement

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. ***To carry on either by itself or through associate or subsidiary companies:***

   a. *The business of developing, maintaining and operating road, highway project, bridge, express ways, Intra-urban roads and/or peri-urban roads like ring roads and / or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system or any other public facility of similar nature, and development of housing projects.*

   b. *To carry on the business of developing, maintaining and operating Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio-Technology Parks and other industrial parks either individually or as joint venture with any company/ firm/individual/consultant whether local or foreign.*

   c. *To carry on the business of developing, maintaining and operating rail system, mass rapid transit system, light rain transit system, Inland Container Depot (ICD) and Central Freight Station (CFS).*

   d. *To carry on the business of developing, maintaining and operating of any other facility that may be noticed in future as infrastructure facility either by the state Governments and/or the Government of India or any other appropriate authority or body.*

2. ***To carry on either by itself or through associate or subsidiary companies:***

   a. *The business of developing, maintaining and operating projects for generating or generation and distribution of electricity or any other form of power of energy, start distribution by laying a network of* *new distribution lines. To carry on the business of generators, procurers, suppliers, distributors, converters, processors, stores, importers and exporters and dealers in electricity including without limitation thermal, solar, hydro, wind, tidal, geo-thermal and any other form of energy that may be permitted by official policy, any product or by – product derived from any such business under conditions of direct ownership or through its associates or subsidiaries.*

b. *To generate, harness, develop purchase, accumulate, distribute sell and supply electric power in all branches, at places, both public and private by setting up power plants by use of liquid, gaseous or solid fuels for the purpose of light motive power and for all other purpose for which electrical energy can be employed. To carry on and generate power supply either by hydro, thermal, gas, diesel oil or through renewable energy sources such as solar, photo voltaic, wind mill and/or any other means, distribute, supply and sell such power either directly or through facilities or Central/State Governments or private companies or Electricity Boards to industries and to Central/State Governments, other consumers of electricity including for captive consumption for any industrial projects, promoted by this company or promoter companies and generally to distribute, sell and supply such power and also to carry on the business of consultants in setting up all types of plants for production of electrical energy and also to undertake research and development programs in the field of electricity, electronics and other allied fields, to promote, take over, participate in any enterprise, requiring electric power for its manufacturing operation, by supply of electric power for its manufacturing operation, by supply of electric power exclusively or partially.*

c. *To plan, promote and take up necessary developmental work for the power sector, purchase power from generating companies and trade in power in an optimal manner, interstate, intrastate, inter-region and cross border.*

d. *To engage in the business of purchasing, procuring, selling, importing, exporting and trading all forms of electric power and ancillary services on commercial basis, either individually or on joint venture basis.*

e. *To act as agent of public/ private sector enterprises, financial institutions, banks, central government, state governments etc. engaged in planning and development of power sector.*

f. *To promote and organize research and development and carry out consultancy services in power sector and related activities.*

3. To carry on either by itself or through associate or subsidiary companies:

a. *To undertake and carry on the business of providing financial assistance by way of subscription to or investing in the equity shares, preference shares, debentures, Bonds including providing of long term and short term loans, lease-finance, subscription to fully convertible bonds non-convertible bonds, partially convertible bonds, optional convertible bonds etc., giving guarantees or any other financial assistance as may be conducive for development, construction, operation, maintenance etc., of infrastructure projects in India in the fields of roads, highway, power generation and for power distribution or any other form of power, telecommunication services, bridge(s), airport(s), ports, rail system(s), water supply, irrigation, sanitation and sewerage system(s), Special Economic Zones or other Export Promotion Parks, Software Technology Parks, Electronic Hardware Parks, Bio -Technology Parks and any other industrial parks or any other public facility of similar nature that may be notified in future as infrastructure facility either by the State Governments and/or the Government of India or any other appropriate authority or body.*

b. *To set up, create, establish, issue, float and manage any agencies (In India or any part of the World), trusts or funds including any mutual fund, growth funds, investment funds, infrastructure Income or Infrastructure capital funds, taxable or tax exempt funds, provident, pension, gratuity and* *superannuation funds, charitable funds, trusts or consortium funds registered under the provision of the registration Act and/or any other relevant Acts as administrators or Managers of such funds and trust and to act as trustees for bondholders, debenture holders etc. to invest in equity shares, preference shares of enterprises or companies engaged in the developments, construction, operation and maintenance of infrastructure projects of power generation, power distribution, telecommunication services, bridge(s), rail system (s), ports(s), airports (s), water supply, irrigation, sanitation and sewerage systems (s), providing short term and long term loans, lease finance, subscription to bonds, and any other form financial assistance in the form of guarantees. Venture capital technology funds of any other funds for seed capital, risk capital foundation, etc., and for other purposes herein.*

c. *To undertake and carry on the business of equipment leasing immovable properties of all kinds and description and right title and interest therein and leasing of all kinds of goods and articles (Including Plants, machinery, vehicles, ships, vessels, aircraft's, apparatuses, computers etc.,) whether required for commercial, Industrial or business use of for any purposes whatsoever.*

d. *To undertake and carry on the business of identifying Infrastructure projects (as defined in 1(a) above), project ideas, to prepare project profiles, project reports, market research, feasibility studies and report, pre investment studies at micro and macro level, act as an adviser in management of undertaking business enterprises, technical process, sources of plant and machinery and other utilities for business entrepreneurs, investment counseling, portfolio management, providing financial and investment assistance syndication of financial arrangement either in domestic market or international market, assisting the setting up of joint ventures, assisting in drafting joint development agreements between developers, financial and allied consultancy services in furtherance of the main objects.*

e. *To undertake and carry out the business of infrastructure financing in all angles, whether expressly mentioned herein or not, including consultancy services of all kinds and description and in all branches and kinds and for its purpose to open branch/branches in India or any part of the world and without prejudice to the generality of the foregoing, to buy, underwrite, invest in and acquire and hold, sell and deal stocks (all kinds), debenture stock (whether or not convertible, including optionally convertible debentures), bonds, obligations and securities issue or to be issued by any firm or body corporate, either with limited or unlimited liability, or issued or guaranteed by any Government, state, dominions commissioners, public body or authority, municipal local or otherwise, firm or person in India or elsewhere and to Act as technical consultant to Act as financial consultant, investment counseling, and tie up for project and working capital finance, syndication of financial arrangements whether in domestic market or international market, handling of mergers and amalgamations, assisting them in setting up of joint ventures, foreign currency lending services to Non-Resident Indians, tax consultancy, and in consortium or otherwise to do all other incidental Activities which come within the scope of management, technical, financial and allied consultancy services in furtherance of the main objects.*

4. *To undertake construction or direct the management of construction of Industrial and other property buildings, lands and estates of any kind acquiring the land directly or through any agency or by itself or through associate or subsidiary companies and also to acquire, but, sell hire let on hire, construct or otherwise deal in any movable or immovable property which the company may think it favorable, by way of investment or with a view to release or lease or otherwise.*

HOLDING COMPANY OF OUR COMPANY

GMR Infrastructure Limited was the holding company of the Company as of the date of its incorporation. Pursuant to effectiveness of the Scheme, shares held by GMR Infrastructure Limited stood cancelled and shares were issued to shareholders of GIL. Consequent to allotment of shares as per Scheme, GMR Enterprises Private Limited is the holding company of our Company on account of it along with its subsidiaries more than 50% share capital of the Company.

SUBSIDIARY COMPANY/ JOINT VENTURES OF OUR COMPANY

Pursuant to the Scheme amongst GMR Power Infra Limited ("**GPIL**" or the "**Amalgamating Company**"), GMR Infrastructure Limited ("**GIL**" or the "**Amalgamated Company**" or the "**Demerged Company**") and GMR Power and Urban Infra Limited ("**GPUIL**" or the "**Resulting Company**") and their respective shareholders, approved by the Hon'ble NCLT, Mumbai *vide* its Order dated December 22, 2021, the Demerged Undertaking including among others, the business carried by the below mentioned subsidiary / joint venture companies of GMR Infrastructure Limited stands transferred to the Company on the Effective Date, effective from Appointed Date, i.e., April 01, 2021, without any further act or deed.

However, GIL, the Company and the respective subsidiaries are in the process of giving effect to the said transfer of shares by virtue of the NCLT Order both in the physical and electronic mode as may be applicable and in certain instances subject to release of pledged shares and complying with other contractual obligations. Accordingly, the shareholding provided for each of the Company may be read in this context. The said actions are being taken up for completion on priority.

In terms of the Companies Act, 2013, our Company does not have any direct Joint venture. Therefore, as on the date of this Information Memorandum, our Company has the following subsidiaries:

1. GMR Energy Trading Limited (GETL)

Corporate Information

GETL was incorporated on 29th January, 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U31200KA2008PLC045104. The registered office of the GETL is situated at 25/1 Skip House, Museum Road, Bangalore-560025.

GETL is primary engaged in the business of trading of electricity across the Country. Central Electricity Regulatory Commisiion has granted Caterory I certificate to GETL for the purpose of power trading which allows the Company to to trade power units without any quantitative restrictions.

Capital Structure

The authorised share capital of GETL is Rs. 74,00,00,000/- divided into 7,40,00,000/- equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GETL is Rs. 74,00,00,000/- divided into 7,40,00,000/- equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited along with its nominess	5,99,39,897	81.00
2.	GMR Energy Limited along with its nominees	140,60,100	19.00
3.	GMR Infratech Private Limited (consequent to Merger of Ideaspace Solutions Limited)	1	0
4.	Grandhi Enterprises Private Limited	2	0
	Total	7,40,00,000	100.00

2. GMR Londa Hydropower Private Limited (GLHPPL)

Corporate Information

GLHPPL was incorporated on 05th November, 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U40101KA2008PTC048190. The registered office of the GLHPPL is situated at 25/1 Skip House, Museum Road, Bangalore-560025.

GLHPPL was incorporated to develop and operate 225 MW hydro based power project in Talong Londa HEP on Kameng river basin in the East Kameng District of Arunachal Pradesh.

Capital Structure

The authorised share capital of GLHPPL is Rs. 100,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GLHPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Generation Assets Limited along with its nominee	10,000	100.00

3. GMR Generation Assets Limited (GGAL)

Corporate Information

GGAL was incorporated on 3rd December, 2010 under the provisions of the erstwhile Companies Act 1956. Its Corporate Identification Number is U40104MH2010PLC282702. The registered office of the GGAL is situated at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra (Eas)t, Mumbai, Bandra Suburban MH 400051.

GGAL is incorporated to develop and operate 2.1 MW wind power project in Moti Sindhodi, Gujarat.

Capital Structure

The authorised share capital of GGAL is Rs. 1,04,50,56,00,000 comprising of 775,45,60,000 equity shares of Rs. 10/- each, 1,51,60,00,000 preference share of Rs. 10/ each and 1,18,00,000 preference share of Rs. 1000/- each. The issued, paid-up and subscribed share capital of GGAL is Rs. 19,68,43,26,760 divided into 1,96,84,32,676 equity shares of Rs.10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited along with nominees	161,72,95,559	82.16
2.	GMR Energy Projects (Mauritius) Limited	57,167	0.00
3.	Mr. Grandhi Mallikarjuna Rao	910	0.00
4.	Mr. Srinivas Bommidala	305	0.00
5.	Mr. Boda Venkata Nageswara Rao	303	0.00
6.	Mrs. G. Varalakshmi	303	0.00
7.	Mr. G.B.S. Raju	303	0.00
8.	M/s Tottenhem Finance Limited	3,71,95,500	1.89
9.	M/s Odeon Limited	31,38,82,326	15.95

4. GMR Highways Limited (GMRHL)

Corporate Information

GMRHL was incorporated on 3rd February, 2006 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45203MH2006PLC287171. The Registered office of GMRHL is situated at Naman Centre,701, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051.

GMRHLis engaged in business of infrastructure development viz; undertaking construction and development projects of Roads/ Highways and also provides repairs, maintenance and tolling related services to its subsidiaries/associate companies and otherwise also.

Capital Structure

The authorised share capital of GMRHL is Rs. 39,50,00,00,000/- divided into 2,34,00,00,000 equity shares of Rs. 10/- each and 16,10,00,000 preference shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of GMRHL is Rs. 7,75,44,05,100/- divided into 77,54,40,510 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited along with nominees	69,98,95,741	90.26
2.	Dhruvi Securities Limited alongwith its nominees	7,55,44,769	9.74

5. GMR Tambaram Tindivanam Expressways Limited (GTTEL)

Corporate Information

GTTEL is a public limited company and was incorporated on 27th August, 2001 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45203MH2001PLC339335. The Registered office of GTTEL is situated at Naman Centre, 701, 7th Floor,Opp.Dena Bank,Plot No. C-31,G Block, Bandra Kurla Complex, Bandra (East) Mumbai City MH 400051. The project details are Four Laning of Tambaram Tindivanam Section of NH-45 from Km.28+000 to Km.121+000, in the State of Tamil Nadu on BOT Annuity basis. Project Concession period is over and it has been handed back to NHAI. Merger application of the company with GMRHL is pending with Hon'ble NCLT, Mumbai.

Capital Structure

The authorised share capital of GTTEL is Rs. 1,08,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each and 1,07,00,000 preference shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of GTTEL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Generation Assets Limited	27,00,00	27.00
2.	GMR Highways Limited along with its nominees	73,00,00	73.00

6. GMR TUNI-ANAKAPALLI EXPRESSWAYS LIMITED (GTAEL)

Corporate Information

GTAEL was incorporated on 27th August, 2001 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45203MH2001PLC339776. The Registered office of the GTAEL is situated at Naman Centre, 701, 7th Floor, Opp. Dena Bank, Plot No. C-31 G Block, Bandra Kurla Complex, Bandra (East) Mumbai City MH 400051. The project details are 4 Laning of Tuni- Anakapalli section of NH-16 in the state of Andhra Pradesh from Km741.051 to Km 799.998, (BOT /Annuity Project). Project Concession period is over and it has been handed back to NHAI. Merger application of the company with GMRHL is pending with Hon'ble NCLT, Mumbai.

Capital Structure

The authorised share capital of GTAEL is Rs. 80,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each and 79,00,000 preference shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of GTAEL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each fully paid up

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Generation Assets Limited	2,70,000	27.00
2.	GMR Highways Limited along with its nominees	7,30,000	73.00

7. GMR Ambala Chandigarh Expressways Private Limited (GACEPL)

GACEPL was incorporated on 14th July, 2005 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45203KA2005PTC036773. The Registered office of the GACEPL is situated at 25/1, SKIP House, Museum Road, Bangalore, Karnataka-560025. GACEPL has its principal place of business at Chandigarh, Punjab and corporate office at Terminal-2, IGI Airport, New Delhi. The project details are Improvement, Operation and Maintenance, including Strengthening and Widening of existing 2-Lane Road to 4-Lane dual carriageway from

I) Km.5+735 – Km.39+960 of NH-22 and II) Km.0+000 to Km.0+871 of NH-21 (Ambala - Chandigarh Section) in the States of Haryana & Punjab on Build, Operate and Transfer (BOT) basis.

Capital Structure

The authorised share capital of GACEPL is Rs. 2,45,00,00,000/- divided into 9,85,00,000 equity shares of Rs.10/- each and 1,46,50,000 preference shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of GACEPL is Rs. 244,69,84,000 consisting of Rs. 98,23,80,000/- divided into 9,82,38,000 equity shares of Rs. 10/- each and Preference capital of Rs. 146,46,04,000 divided into 1,46,46,040 preference shares of Rs. 100/- each.

Shareholding Pattern

Equity Share Capital

Sr. No.	**Name of Shareholder**	**No of Equity Shares**	**% of Shareholding**
1.	GMR Highways Limited	5,07,42,720	51.65
2.	GMR Power and Urban Infra Limited	2,32,72,687	23.69
3.	GMR Energy Limited	2,42,22,593	24.66

Preference Share Capital

Sr. No.	**Name of Shareholder**	**No of Preference Shares**	**% of Shareholding**
1.	GMR Tambaram Tindivanam Expressways Limited	68,48,900	46.76
2.	GMR Tuni Anakapalli Expressways Limited	76,51,140	52.24
3.	GMR Power and Urban Infra Limited	66,000	0.45
4.	GMR Highways Limited	80,000	0.55

8. GMR Pochanpalli Expressways Limited (GPEL)

Corporate Information

GPEL was incorporated on 18th October, 2005 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45200KA2005PLC049327. The Registered office of GPEL is situated at 25/1,SKIP House, Museum Road Bangalore KA 560025. The project details are Design, Construction, Development, Finance, Operation & Maintenance of Km 368.255 to Km 454.331 on NH-7 under NHDP Phase –III on BOT Annuity basis & Operation & Maintenance from Km. 454.331 to Km 471.000

Capital Structure

The authorised share capital of GPEL is Rs. 1,84,00,00,000/- divided into 13,81,00,000 equity shares of Rs. 10/- each and 45,90,000 preference shares of Rs.100/- each. The issued, subscribed and paid-up share capital of GPEL is Rs. 182,50,00,000/- divided into 13,80,00,000 equity shares of Rs.10/- each and 44,50,000 preference shares of Rs. 100/- each.

Shareholding Pattern

Equity Share Capital

Sr. No.	**Name of Shareholder**	**No of Equity Shares**	**% of Shareholding**
1.	GMR Highways Limited and its nominees	13,59,30,000	98.50
2.	GMR Power and Urban Infra Limited	13,80,000	1.00
3.	GMR Energy Limited	6,90,000	0.50

Preference Share Capital

Sr. No.	Name of Shareholder	No of Preference Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited	44,50,000	100.00

9. GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)

GHVEPL was incorporated on 11th June 2009 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45201KA2009PTC050109 .The Registered office of GHVEPL is situated at 25/1,SKIP House, Museum Road Bangalore Bangalore KA 560025. The project details are Design, Construction, Finance, Operation and Maintenance of 4/6 laning of Hyderabad-Vijayawada section rom Km. 40 to Km. 221.500 of NH-9 in the State of Andhra Pradesh under NHDP Phase –III.

Capital Structure

The authorised share capital of GHVEPL is Rs. 3,03,00,00,000/- divided into 50,00,000 equity shares of Rs.10/- each and 2,98,00,000 preference shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of GHVEPL is Rs. 302,52,74,000/- consisting of 50,00,000 equity shares of Rs.10/- each and 2,97,52,740 preference shares of Rs. 100/- each.

Shareholding Pattern

Equity Share Capital

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Highways Limited	24,50,000	49.00
2.	GMR Power and Urban Infra Limited	20,50,000	41.00
3.	Punj-Lloyd Limited	5,00,000	10.00

Preference Share Capital

Sr. No.	Name of Shareholder	No of Preference Shares	% of Shareholding
1.	GMR Highways Limited	2,16,00,000	72.60
2.	GMR Power and Urban Infra Limited	81,52,740	27.40

10. GMR Chennai Outer Ring Road Private Limited (GCORRPL)

Corporate Information

GCORRPL was incorporated on 21st July 2009 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45203KA2009PTC050441. The registered office of the GCORRPL is situated at 25/1,SKIP House, Museum Road Bangalore KA 560025 IN.

GCORRPL was incorporated for the purpose of Design, Construction, Development, Improvement, Operation and Maintenance including strengthening and widening of Outer Ring road, Chennai (Six-lanes plus two service lanes, total strength approx. 29.65 km) in the state of Tamil Nadu on Design, Build, Finance, Operate and Transfer (DBFOT) basis.

Capital Structure

The authorised share capital of GCORRPL is Rs. 1,50,00,00,000/- divided into 3,00,00,000 equity shares of Rs. 10/- each and 1,20,00,000 Preference Shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of

GCORRPL is Rs. 1,50,00,00,000/- divided into 3,00,00,000 equity shares of Rs. 10/- each and 1,20,00,000 Preference Shares of Rs. 100/- each.

Shareholding Pattern

Equity Share Capital

Sr. No.	Name of Shareholder	No of Equity Shares	% of equity Shareholding
1.	GMR Highways Limited	1,47,00,000	49.00
2.	GMR Energy Limited	30,00,000	10.00
3.	NAPC Limited	30,00,000	10.00
4.	GMR Power and Urban Infra Limited	93,00,000	31.00

Preference Share Capital

Sr. No.	Name of Shareholder	No of Preference Shares	% of Preference Shareholding
1.	GMR Highways Limited	74,07,500	62.00
2.	GMR Energy Limited	12,00,000	10.00
3.	NAPC Limited	12,00,000	10.00
4.	GMR Power and Urban Infra Limited	21,92,500	18.00

11. Gateways for India Airports Private Limited (GFIAL)

Corporate Information

GFIAL was incorporated on 12th January 2005 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U62100TG2005PTC045123. The registered office of the Company is situated at 6-3-861/1/G/3 Opp. Greenlands Begumpet, Hyderabad- 500016..

GFIAL is primarily engaged in the business of providing airport management services on a Build, Owned, Operate and Transfer only model.

Capital Structure

The authorised share capital of GFIAL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each.. The issued, paid-up and subscribed share capital of GFIAL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs.10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited and its nominees	8,649	86.49
2.	Fraport AG	1,351	13.51

12 GMR Aerostructure Services Limited (GASL)

Corporate Information

GASL was incorporated on July 18, 2007 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U74900TG2007PLC054821. The registered office of the GAPL is GMR HIAL Airport office, Rajiv Gandhi International Airport, Shamshabad, Hyderabad- 500108.

Capital Structure

The authorised share capital of GASL is Rs. 5,00,000/- divided into 50,0000 equity shares of Rs.10/- each. The issued, paid-up and subscribed share capital of GASAl is Rs. 5,00,000 divided into 50,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited and its nominees	50,000	100.00

13. GMR Aviation Private Limited (GAPL)

Corporate Information

GAPL was incorporated on 22nd December 2006 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U62200DL2006PTC322498. The registered office of the GAPL is situated at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport New Delhi South West Delhi DL 110037 IN

Capital Structure

The authorised share capital of GAPL is Rs. 2,50,00,00,000/- divided into 25,00,00,000 equity shares of Rs.10/- each. The issued, paid-up and subscribed share capital of GAPL is Rs. 2,44,08,08,680/- divided into 24,40,80,868 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited and its nominees	24,40,80,868	100.00

14. GMR Krishnagiri SIR Limited (GKSIR)

Corporate Information

GKSIR was incorporated on 24th September 2007 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45209TN2007PLC064863 The registered office of the GKSIR is situated at "Prashanthi Building", 3rd Floor, New No. 114, Royapettah High Road, Royapettah, Chennai TN 600014 IN

Tamil Nadu Industrial Development Corporation Limited (TIDCO), through international competitive bidding has selected GMR Infrastructure Limited (GIL) as Joint Venture Partner to develop a Multi-product Special Economic Zone (SEZ) in Krishnagiri District of Tamil Nadu, India. A Memorandum of Understanding (MOU) was entered in to with TIDCO on August 6, 2007. GIL has incorporated GMR Krishnagiri SEZ Ltd (GKSEZ) on 24th September 2007 as its wholly owned subsidiary. Due to the changes in the industrial scenario, GKSEZ decided to develop a Special Investment Region instead of the SEZ and received the approval from the appropriate Government Authorities. The name of the Company has been changed to GMR Krishnagiri SIR Ltd on 05th January 2018. GKSIR signed the Associate Sector Agreement & Service Agreements with TIDCO in July 2019. GKSIR is planning to create the necessary infrastructure required for setting up of industries in the region and thus promoting the industrial growth and all round development of the region. The work of land levelling, road, water facilities, power supply, street lighting, gardening etc are in progress.

Capital Structure

The authorised share capital of GKSIR is Rs. 1,51,00,00,000/- divided into 15,10,00,000 Equity Shares of Rs.10/- each. The issued, paid-up and subscribed share capital of GKSIR is Rs. 1,17,50,00,000/- divided into 11,75,00,000 Equity Shares of Rs.10/- each fully paid up.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited along with its nominees	11,75,00,000	100.00

15. Advika Properties Private Limited (APPL)

Corporate Information

APPL was incorporated on 28th March 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2008PTC021691 The registered office of the APPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

APPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of APPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of APPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

16. Aklima Properties Private Limited (AKPPL)

Corporate Information

AKPPL was incorporated on 4th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70101TZ2008PTC022217 The registered office of the AKPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

AKPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by installments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of AKPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of AKPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

17. Amartya Properties Private Limited (AMPPL)

Corporate Information

AMPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70101TZ2008PTC022242. The registered office of the AMPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

AMPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of AMPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of AMPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

18. Baruni Properties Private Limited (BPPL)

Corporate Information

BPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45206TZ2008PTC021787. The registered office of BPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

BPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of BPPL is Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs.10/- each. The issued, paid-up and subscribed share capital of BPPL is Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of Rs.10/- each fully paid up

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

19. Bougainvillea Properties Private Limited (BOPPL)

Corporate Information

BOPPL was incorporated on 08th February 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45201TZ2008PTC021770. The registered office of BOPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

BOPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by installments, ownership, hire purchase basis or otherwise or disposing of the same.

Capital Structure

The authorised share capital of BOPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of BOPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

20. Camelia Properties Private Limited (CPPL)

Corporate Information

CPPL was incorporated on 11th January 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2008PTC021850. The registered office of the CPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur TN 635109 IN.

CPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial.

Capital Structure

The authorised share capital of CPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of CPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

21. Deepesh Properties Private Limited (DPPL)

Corporate Information

DPPL was incorporated on 24th February 2010 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2010PTC021792. The registered office of DPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

DPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by installments, ownership, hire purchase basis or otherwise or disposing the same.)

Capital Structure

The authorised share capital of DPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of DPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

22. Eila Properties Private Limited (EPPL)

Corporate Information

EPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45203TZ2008PTC028473. The registered office of EPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, HOSUR Krishnagiri TN 635109 IN.

EPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of EPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of EPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

23. Gerbera Properties Private Limited (GPL)

Corporate Information

GPL was incorporated on 29th February 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70101TZ2008PTC021802. The registered office of GPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

GPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses and commercial complexes, by leasing, letting or renting, selling, (by instalments, ownership, hire purchase basis or otherwise or disposing of the same.)

Capital Structure

The authorised share capital of GPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

24. Lakshmi Priya Properties Private Limited (LPPPL)

Corporate Information

LPPPL was incorporated on 28th March 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45200TZ2008PTC028181. The registered office of LPPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

LPPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of LPPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of LPPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

25. Honeysuckle Properties Private Limited (HPPL)

Corporate Information

HPPL was incorporated on 08th February 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45201TZ2008PTC021847. The registered office of HPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

HPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of HPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of HPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

26. Idika Properties Private Limited (IPPL)

Corporate Information

IPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70101TZ2008PTC022222. The registered office of IPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

IPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of IPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of IPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

27. Krishnapriya Properties Private Limited (KPPL)

Corporate Information

KPPL was incorporated on 18th July 2007 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2007PTC021855. The registered office of the Company is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

KPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of KPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of KPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

28. Larkspur Properties Private Limited (LAPPL)

Corporate Information

LAPPL was incorporated on 29th February 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45200TZ2008PTC021848. The registered office of LAPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

LAPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of LAPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of LAPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

29. Nadira Properties Private Limited (NPPL)

Corporate Information

NPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70109TZ2008PTC022221. The registered office of NPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

NPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of NPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of NPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

30. Padmapriya Properties Private Limited (PAPPL)

Corporate Information

PAPPL was incorporated on 25th February 2010 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70101TZ2010PTC021798. The registered office of PAPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur TN 635109 IN.

PAPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by installments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of PAPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of PAPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

31. Prakalpa Properties Private Limited (PPPL)

Corporate Information

PPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70109TZ2008PTC022241. The registered office of the PPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN.

PPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by installments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of PPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of PPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

32. Purnachandra Properties Private Limited (PUPPL)

Corporate Information

PUPPL was incorporated on 11th September 2007 under the provisions of the Companies Act, 1956. Its Corporate Identification Number is U70102TZ2007PTC021856. The registered office of PUPPL situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur TN 635109 IN

PUPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by installments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of PUPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of PUPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

33. Shreyadita Properties Private Limited (SPPL)

Corporate Information

SPPL was incorporated on 04th April 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70109TZ2008PTC021853. The registered office of SPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

SPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of SPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of SPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

34. Pranesh Properties Private Limited (PRPPL)

Corporate Information

PRPPL was incorporated on 25th March 2011 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2011PTC021849. The registered office of PRPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

PRPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of PRPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of PRPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

35. Sreepa Properties Private Limited (SRPPL)

Corporate Information

SRPPL was incorporated on 26th October 2007 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2007PTC021852. The registered office of SRPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

SRPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of SRPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of SRPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

36. Radhapriya Properties Private Limited (RPPL)

Corporate Information

RPPL was incorporated on 26th October 2007 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102TZ2011PTC021854. The registered office of RPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

Capital Structure

The authorised share capital of RPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of RPPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,00,000	100.00

37. Asteria Real Estates Private Limited (AREPL)

Corporate Information

AREPL was incorporated on 11th January 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U45200TZ2008PTC021712. The registered office of AREPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

AREPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of AREPL is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of AREPL is Rs. 3,00,000/- divided into 30,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	30,000	100.00

38. Lantana Properies Private Limited (LPPL)

Corporate Information

LPPL was incorporated on 01st August 2012 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U74120TZ2012PTC021851. The registered office of LPPL is situated at Plot No. 59, VG Towers, Near EB Office, Rayakottai Main Road, Hosur Krishnagiri TN 635109 IN

LPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of LPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of LPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,000	100.00

39. Namitha Real Estates Private Limited (NREPL)

Corporate Information

NREPL was incorporated on 22nd September 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70102KA2008PTC047823. The registered office of NREPL is situated at SKIP House No. 25/1, Museum Road Bangalore Bangalore KA 560025 IN

NREPL is in the business of Real Estate & Property Development and Construction of all kinds of Infrastructure and super structures.

Capital Structure

The authorised share capital of NREPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of NREPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees s	10,000	100.00

40. HoneyFlower Estates Private Limited (HFEPL)

Corporate Information

HFEPL was incorporated on 25th November 2003 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70100KA2003PTC032917. The registered office of HFEPL is situated at SKIP House No. 25/1, Museum Road Bangalore Bangalore KA 560025 IN

HFEPL is in the business of Real Estate & Property Development and Construction of all kinds of infrastructure and super structures.

Capital Structure

The authorised share capital of HFEPL is Rs. 13,00,00,000/- divided into 1,30,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of HFEPL is Rs. 4,76,00,000/- divided into 47,60,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	47,60,000	100.00

41. GMR SEZ & Port Holdings Limited (GSPHL)

Corporate Information

GSPHL was incorporated on 28th March 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U74900MH2008PLC274347. The registered office of GSPHL is situated at 7th Floor, 701,Naman Center Bandra Kurla Complex, Plot No 31, Bandra East Mumbai Bandra Suburban MH 400051 IN

GSPHL is pursuing the investment opportunities in companies in the field of promoting, establishing, constructing, providing technical services, or related in any way to operate special economic zones (SEZs) and in companies engaged in the business of designing, developing, building, maintaining or in any way related to operating Sea Ports in India and abroad.

Capital Structure

The authorised share capital of GSPHL is Rs. 50,00,00,000/- divided into 5,00,00,000 Equity Shares of Rs.10/- each. The issued, paid-up and subscribed share capital of GSPHL is Rs. 47,99,00,000 divided into 4,79,90,000 Equity Shares of Rs.10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited and its nominees	4,79,90,000	100.00

42. Suzone Properties Private Limited (SUPPL)

Corporate Information

SUPPL was incorporated on 23rd June 2011 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70200KA2011PTC059294. The registered office of SUPPL is situated at No. 25/1, SKIP House Museum Road Bangalore KA 560025 IN

SUPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of SUPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of SUPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,000	100.00

43. Lilliam Properties Private Limited (LPPL)

Corporate Information

LPPL was incorporated on 11th September 2012 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U70100KA2012PTC065861. The registered office of LPPL is situated at No. 25/1, SKIP House Museum Road Bangalore KA 560025 IN

LPPL is in the business of dealing in real estate, property development, estate agency to acquire by purchase, exchange, net or otherwise deal in lands, buildings or any estate or interest therein and any rights over or connected with lands so situated and laying out, developing land for industrial purpose, building and preparing sites by planting, paving, drawing and by constructing offices, flats, service flats, hotels, warehouses, shopping and commercial complexes, by leasing, letting or renting, selling(by instalments, ownership, hire purchase basis or otherwise or disposing of the same).

Capital Structure

The authorised share capital of LPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of LPPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR SEZ & Port Holding Limited along with its nominees	10,000	100.00

44. Dhruvi Securities Limited (DSL)

Corporate Information

DSL was incorporated on 24th July 2007 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U65900KA2007PLC050828. The registered office of DSL is situated at Skip House, No 25/1 Museum Road Bangalore Ka 560025 IN

DSL holds a valid certificate of registration dated 8th February 2010 issued by the Reserve Bank of India. DSL has received registration as NBFC-NDSI under Non-Banking Finance Company Non Deposit Systematic Institution (NBFC-NSDI) directions 2007

Capital Structure

The authorised share capital of DSL is Rs. 220,00,00,000 divided into 17,60,00,000 Equity shares of Rs. 10/- each and 4,40,00,000 Preference Shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of DSL is Rs. 210,05,97,940 divided into 16,80,59,794 Equity shares of Rs.10/- each and 4,20,00,000 8% compulsory convertible preference shares of Rs. 10/- each.

Shareholding Pattern

Equity Share Capital

Sr. No.	Name of Shareholder	No of Equity Shares	% of equity Shareholding
1.	GMR Power and Urban Infra Limited and its nominees	16,80,59,694	100.00
2.	GMR SEZ & PORT Holding Limited	100	0.00

Preference Share Capital

Sr. No.	Name of Shareholder	8% Non Cumulative redeemable Preference Shares	% of Preference Shareholding
1.	GMR Power and Urban Urban Infra Limited	4,20,00,000	100.00

45. GMR Energy (Cyprus) Limited (GECL)

Corporate Information

GMR Energy (Cyprus) Limited is a Company incorporated in Cyprus.

Capital Structure

The authorized capital of the Company is 10,000 Euro consisting shares of Euro 1/- each. The paid up capital is 3000 Euro. The shareholding pattern is as follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Projects (Mauritius) Limited	3,000	100.00

46 GMR Energy (Netherlands) B.V. (GENBV)

Corporate Information

GMR Energy (Netherlands) B.V. (the "Company"), was incorporated under the laws of the Netherlands on 5 January 2005. The Office is situated at C/o Ocorion (Netheralnds) BV, Coengebouw, Suite 8.04, Kabelweg 37, 1014 BA Amsterdam, the Netherlands.

The principal activity of GENBV is to act as a finance company. It is registered at the trade register of the Dutch Chamber of Commerce under number 34219002.

Capital Structure

The paid up Share capital of the GENBV is Euro 18,000 consisting of 18000 shares of Euro 1/ each and shareholding pattern is as follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Overseas) Ltd, Mauritius	18,000	100.00

47. GMR Energy Projects (Mauritius) Limited (GEPML)

Corporate Information

GEPML is a private limited company, incorporated in Mauritius on 07th December 2010. It holds a Category 1 Global Business Licence under the Financial Services Act 2007 and is regulated by Financial Services Commission. GEPML's registered office is C/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 CyberCity, Ebène, Republic of Mauritius.

GEPML provides operations support and technical services relating to power projects of the GMR Group and also act as an investment holding company. GEPML invests in India and the directors expect to obtain benefits under the double taxation treaty between India and Mauritius. To obtain benefits under the double taxation treaty, GEPML must meet certain tests and conditions, including the establishment of Mauritius tax residence and related requirements. GEPML has obtained a tax residence certification from the Mauritian authorities and believes such certification is determinative of its resident status for treaty purposes.

Capital Structure

The authorised share capital of GEPML is USD 10,000 at the par value of each ordinary share is USD 1. The issued, paid-up and subscribed share capital of GEPML is USD 10,000 at the par value of each ordinary share is USD 1 and shareholding pattern is follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Overseas) Ltd, Mauritius	10,000	100.00

48. GMR Infrastructure (Singapore) Pte Limited (GISPL)

Corporate Information

GISPL (Company Registration No. 200902416Z) is a private limited liability company which is incorporated in Singapore with the registered office at 33A Chander Road Singapore 219539 and the principal place of business at #14-01, MYP Plaza, 135 Cecil Street, Singapore 069536. GISPL has a Head Office with its principal place of business at #14-01, MYP Plaza, 135 Cecil Street, Singapore 069536 and a branch, with its principal place of business located at Level 10-1 One Global Place, 25th Street & 5th Avenue, Bonifacio Global City, Tauig City, Philippines. The branch was registered on 5 August 2014 and commenced operations since 5 August 2014.

The principal activities of the Head Office are those relating to the provision of infrastructure, engineering and management services, trading of commodities and investment holding. The principal activities of the branch are providing technical services and executing Erection Procurement Construction Contract of mega projects.

Capital Structure

The Issued and fully paid share capital of GISPL is US$ 158,076,365 comprises of 20,74,46,700 ordinary shares

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Ordinary Shares	% of Shareholding
1.	GMR Infrastructure (Mauritius) Limited	20,74,46,700	100.00

49. GMR Coal Resources Pte Limited (GCRPL)

Corporate Information

GCRPL (company registration no. 201011900H) is a limited liability company which is incorporated in the Republic of Singapore and had a principal place of business at 135 Cecil Street, #14-01, MYP Plaza, Singapore 069536 respectively.

The principal activities of the GCRPL are those of investment holding, trading of coal, provision of management and technical services and holding of investments in coal projects and related activities.

Capital Structure

The shareholding pattern is as follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Overseas) Limited	10,18,20,000	99.97
2.	GMR Power and Urban Infra Limited	30,000	0.03

The ordinary shares have no par value. The holders of ordinary shares are entitled to receive dividends as and when declared by the company. All ordinary shares carry one vote per share without restrictions.

50. GMR Male International Airport Private Limited (GMIAL)

Corporate Information

GMIAL is a Company incorporated and domiciled in the Republic of Maldives as a private limited liability Company. It was incorporated on 9th August 2010 and commercial operations were started from 28th November 2010 to build, operate and transfer of Yelana International Airpo1i (*Previously known as Ibrahim Nasir International Airport*). However, pursuant to the notices of Ministry of Finance and Treasury ("MoFT") and Maldives Airport Company Limited ("MACL"), dated 27th November 2012 and further to MoFT's letter dated 7th December 2012, MoFT and MACL have taken over the control of Ibrahim Nasir International Airport with effective from 3th December 2012.

The principal activity of the GMIAL was to operate the Ibrahim Nasir International Airp01i up to the date of handing over of the airport to MACL.

Capital Structure

The Authorized Share Capital of the GMIAL comprises of 6,50,00,000 ordinary shares of MYR. 10 each. The Issued and fully paid share capital comprises 3,83,13,870 (31st December 2019: 3,83,13,870) ordinary shares of MYR. l0 each and converted in to US$ at the rate of MYR. 12.75.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Holdings (Mauritius) Limited	88,61,216	23.13
2.	GMR Infrastructure (Overseas) Limited	2,94,52,654	76.87

51. GMR Infrastructure (Mauritius) Limited (GIML)

Corporate Information

GIML is incorporated on 18th December 2007 and domiciled in the Republic of Mauritius, holds a Category 1 Global Business Licence under the Financial Services Act 2007 and is regulated by Financial Services Commission. GIML's registered office is 6th Floor, Tower A, 1 CyberCity, Ebene, Republic of Mauritius.

The principal activity of the GIML is investment holding and provision of advisory, support and technical services relating to projects of the GMR Group and trading of commodities such as coal and steel in the international market at a mark-up.

Capital Structure

The paid up Share Capital of the GIML is USD 18,12,36,001 consisting of shares of USD 1/- each and shareholding pattern is as follows:

Shareholding Pattern

Sr. No.	**Name of Shareholder**	**No of Equity Shares**	**% of Shareholding**
1.	GMR Power and Urban Infra Limited	18,12,36,001	100.00

52. GMR Infrastructure (Cyprus) Limited (GICL)

Corporate Information

GICL is incorporated in Cyprus on November 10, 2007 and its registration number is HE 212562. The office of GICL is situated at Julia House, Thmiskli Dervis Street, C.Y. 1066, Nicosia, Cyprus

Capital Structure

The Authorised capital is Euro 1,02,000 consisting of Ordinary share of 100,000 of Euro 1/- each amounting Euro 100,000 and 2,000 Preference share of Euro 1/- each amounting Euro 2,000. The shareholding pattern

Ordinary share

Sr. No.	**Name of Shareholder**	**No of Equity Shares**	**% of Shareholding**
1.	GMR Infrastructure (Overseas) Limited	4,000	100.00
2	GMR Infrastructure Overseas Limited, Malta	1	0.03%

Preference share

Sr. No.	**Name of Shareholder**	**No of Shares**	**% of Shareholding**
1.	GMR Infrastructure (Overseas) Limited, Malta	1,220	100.00

53. GMR Infrastructure Overseas Limited, Malta (GIOL)

Corporate Information

GMR Infrastructure (Overseas) Limited is a public limited company incorporated on 23rd June 2010. The Company's registered office is Level 2 West, mercury Tower, The Exchange Financial and Business Centre, Elia Zammit Street, STJ 3155, Malta.

The principal activity of GIOL is that of investment holding.

Capital Structure

The authorised share capital of GIOL is Euro 3,500 consiting of 3,500 shares of Euro 1/- each. The paid up share capital is Euro 3011 and shareholding pattern is as follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Overseas) Limited	3010	99.9668
2.	GMR Infrastructure (Singapore) Pte. Limited	1	0.0332

54. GMR Infrastructure (UK) Limited (GIUL)

Corporate Information

Registered Office of GIUL is situated at C/o paper chase Business Services Ltd. The Courtyard 14 A Sydencham Road, Croydon, CR02EE. GIUL is involved in providing management and technical consultancy services.

Capital Structure

The authorised and paid up Share Capital of the GIUL is £ 50,10,000 comprising of 50,10,000 Ordinary shares of £ 1/- each and shareholding pattern is as follows:

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Overseas) Limited	50,10,000	100.00

55. GMR Infrastructure (Global) Limited (GIGL)

Corporate Information

The Company Registered Office is situated at PO Box 95, 2a Lord Street, Douglas, Isle of Man IM 99, 1HP

Capital Structure

The Authorised and paid Share Capital of GIGL is USD 13,69,32,247 comprising of 13,69,32,247 Ordinary shares of USD 1/- each and shareholding pattern is as follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Cyprus) Limited	13,69,32,247	100.00

56. Indo Tausch Trading DMCC (ITTD)

Corporate Information

ITTD a free zone company with limited liability, is registered with Dubai Multi Commodities Centre Authority, Dubai, United Arab Emirates under the license no: DMCC-162159 issued on March 20, 2016. The registered address of the ITDD is Unit No. 1479, DMCC Business Centre, Level No.1, Jewellery & Gemplex 3, P. O. Box: 488083, Dubai, United Arab Emirates.

ITDD holds a license for general trading.

Capital Structure

Authorized, issued and fully paid up share capital of the ITDD is AED 10,00,000/- divided into 1000 shares of AED 1,000/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Overseas) Limited	1,000	100.00

57. GMR Infrastructure (Overseas) Limited (GI(O)L)

Corporate Information

The Company holds a Category 1 Global Business License under the Financial Services Act 2007 and is regulated by Financial Services Commission. The Company's registered office is 6th Floor, Tower A, 1 Cyber City, Ebene, Republic of Mauritius. The principal activity of the Company is that of investment holding.

Capital Structure

The paid up capital is USD 101 consisting of 101 ordinary share of USD 1/- each and shareholding pattern is:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited	100	99.01
2.	GMR Infrastructure (Singapore) Pte Limited	1	0.99

58. GMR Mining and Energy Private Limited (GMEL)

Corporate Information

GMEL was incorporated on 23rd September 2005 under the Companies Act, 1956.Its Corporate Identification Number is U13100KA2005PTC037308. The registered office of the GMEL is situated at No. 25/1, Skip House Museum Road Bangalore KA 560025 IN

GMELis promoted as a Special Purpose Vehicle (SPV) by GMR Energy Limited, erstwhile holding company, to develop and operate Mining Business.

Capital Structure

The authorised share capital of GMEL is Rs. 10,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GMEL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Generation Assets Limited and its nominees	50,000	100.00

59. GMR Energy Limited (GEL)

Corporate Information

GEL was incorporated on 10th October 1996 under the erstwhile Companies Act, 1956. Its Corporate Identification Number is U85110MH1996PLC274875. The registered office of the GEL is situated at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra (Eas)t, Mumbai, Bandra Suburban MH 400051 IN

GEL is the flagship Company of GMR Group in its Energy Sector, and has various investment in power projects. Apart from this, plants are under various stages of development in India and Nepal. A balanced mix of power sales contracts in the short term, medium term and long term have given GMR Energy a unique strength in terms of portfolio diversity.

All operating units of GMR Energy hold the certifications of ISO 14001 for environment management, OHSAS 1800 for occupational health & safety and ISO 9001 for quality management systems.

Capital Structure

The authorised share capital of GEL is Rs. 56,00,00,00,000/- divided into 400,00,00,000 equity shares of Rs. 10/- each, 17,25,00,000 preference shares of Rs. 10/- each and 1,42,75,000 preference shares of Rs. 1000/- each. The issued, paid-up and subscribed share capital of GEL is Rs. 36,06,90,26,940/- divided into 3,60,69,02,694 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Generation Assets Limited	130,15,31,411	36.08
2.	GMR Power and Urban Infra Limited	46,65,25,863	12.93
3.	Claymore Investments (Mauritius) Pte Limited	42,04,16,542	11.66
4.	Power and Energy International (Mauritius) Limited	108,20,70,808	30.00
5	Mr. Grandhi Mallikarjuna Rao	9,000	0
6.	Mrs. G. Varalakshmi	9,000	0.00
7.	Mr. Srinivas Bommidala	180	0.00
8	Mrs. B. Ramadevi	180	0.00
9	Mr. G.B.S. Raju	180	0.00
10	Mr. Kiran Kumar Grandhi	180	0.00
11	GMR Energy Projects (Mauritius) Limited	15,09,12,717	4.18
12	Welfare Trust for GMR Group Employees	150,00,000	0.42
13	IDFC Trustee Co. Ltd A/C IDFC Infrastructure Fund 3 A/C IDFC Private Equity Fund III	9,65,45,291	2.68
14	IDFC Bank Limited	1,93,77,617	0.54
15	Unit Trust of India Investment Advisory Services Limited - A/C Ascent India Fund III.	2,36,97,279	0.66
16	GKFF Capital	3,08,06,446	0.85

60. GMR Energy (Mauritius) Limited (GEML)

Corporate Information

GEML is a private company limited by shares, incorporated in Mauritius on 27th February 2008, holds a Category 1 Global Business Licence under the Financial Services Act 2007 and is regulated by the Financial Services Commission. GEML registered office is 6th Floor, Tower A, 1 Cyber City, Ebene, Republic of Mauritius.

The principal activity of the GEML is that of investment holding.

Capital Structure

The issued and fully paid up capital of the GEML is USD 103 having 100 ordinary shares issued at par and the Subcription amount of ordinary shares as on 31st December 2020 is USD 103. GEML has USD 1,53,28,900 redeemable Class A preference shares as on 31st December 2020

Shareholding Pattern

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Shareholding
1.	GMR Energy Limited	95	95.00
2.	GMR Power and Urban Infra Limited	5	5.00

Preference Share Capital

Sr. No.	Name of Shareholder	No of Preference Shares	% of Shareholding
1.	GMR Energy Limited	18,567,995	100.00

61. GMR Lion Energy Limited (GLEL)

Corporate Information

GLEL was incorporated on 29th February 2008 under the Mauritius Companies Act 2001, as a private company limited by shares. GLEL's registered office is C/o IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius.

GLEL holds a Category 1 Global Business Licence and is regulated by the Financial Services Commission ("FSC").

Capital Structure

The issued and Subscribed capital of the GLEL as on 31st December 2020 is USD 29,42,117 consisting of 29,42,117 ordinary Shares of USD 1/- each and shareholding pattern is as follows:

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy (Mauritius) Limited	29,42,117	100

62. Karnali Transmission Company Private Limited (KTCPL)

Corporate Information

KTCPL was incorporated in Nepal on 27th April, 2010 under Companies Act, is promoted by GMR Energy (Mauritius) Limited (incorporated in Mauritius), the Holding Company, to develop the transmission line for power evacuation of 900MW of Upper Karnali Hydro Electric Project in Karnali River. The registered address of the KTCPL is Ward No. 1, Kupondole Heights, Lalitpur Metropolitan City, Lalitpur, Nepal..

KTCPL is signatory to the Project development agreement (PDA) signed with Investment board of Nepal, GoN on 19th September 2014 to develop 900 MW Upper Karnali Project.

Capital Structure

The Authorised Share Capital of KTCPL is Rs. 10,50,000,000- comprising of 1,05,00,000/- Equity Shares of Rs. 100 each. . The issued and subscribed capital of the KTCPL is Rs. 33,02,400 comprising of 32,024 equity shares of Rs. 100/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding

1.	GMR Energy (Mauritius) Limited	33,024	100

63. GMR Kamalanga Energy Limited (GKEL)

Corporate Information

GKEL was incorporated on 28th December 2007 under the provisions of the Companies Act, 1956. Its Corporate Identity Number (CIN) is U40101KA2007PLC044809. The registered office of the GKEL is situated at Number 25/1, Skip House, Museum Road, Bangalore, India.

GKEL is promoted as a Special Purpose Vehicle (SPV) by GMR Energy Limited, the holding Company, to develop and operate 3*350 MW under Phase 1 and 1*350 MW under Phase 2, coal based power project in Kamalanga Village, Dhenkanal District of Odisha. GKEL has obtained Mega Power status certificate from Government of India, Ministry of Power vide letter dated February 1, 2012. GKEL has declared commercial operation of Phase 1 of the project constituting Unit 1, 2 and 3 of 350MW each on 29 April 2013, 11 November 2013 and 24 March 2014 respectively.

Capital Structure

The Authorised Share Capital of the GKEL is Rs. 23,10,00,00,000/- comprising of 231,00,00,000 Equity Shares of Rs. 10/- each. the paid up capital of the GKEL is Rs. 21,48,73,40,520/- comprising of 214,87,34,052 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited	200,34,40,283	93.24
2.	India Infrastructure Fund	9,43,12,500	4.38
3.	IDFC First Bank Limited	5,09,80,769	2.38
4.	Mr. G.M. Rao	100	0.00
5.	Mr. Srinivas Bommidala	100	0.00
6.	Mr. G.B.S. Raju	100	0.00
7.	Mr. G. Kiran Kumar	100	0.00
8.	Mr. B. V. Nageswara Rao	100	0.00

64. GMR Vemagiri Power Generation Limited (GVPGL)

Corporate Information

GVPGL is a public limited Company domiciled in India and is incorporated on 8th January 1997 under the provisions of the Companies Act, 1956. Its Corporate Identity Number (CIN) is U23201KA1997PLC032964. The registered office of GVPGL is situated at Number 25/1, Skip House, Museum Road, Bangalore, India.

The GVPGL is engaged in the business of generation and sale of power

Capital Structure

The Authorised Share Capital of the GVPGL is Rs. 800,00,00,000/- comprising of 30,00,00,000 Equity Shares of Rs. 10/- each amounting to Rs. 300,00,00,000 and 50,000 Preference Shares of Rs. 1,00,000/- each amounting to Rs. 500,00,00,000. The issued subscribed and paid up capital of the GVPGL is Rs. 774,50,01,400/- comprising of 27,45,00,140 Equity Shares of Rs. 10/- each amounting to Rs. 274,50,01,400 and 50,000 Prefrence Shares of Rs. 1,00,000/- each amounting to Rs. 500,00,00,000.

Shareholding Pattern

Equity Share Capital

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited and its nominees	27,45,00,140	100.00

Preference Share Capital

Sr. No.	Name of Shareholder	No of Preference Shares	% of Shareholding
1.	GMR Energy Limited	50,000	100.00

65. GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)

Corporate Information

GBHPL is a private limited Company domiciled in India and is incorporated on February 17, 2006 under the provisions of the Companies Act, 1956. Its Corporate Identity Number (CIN) is U401010URPTC031381. The registered office of GHBHPL is situated at House property No.9, Ganesh Vatika, GMS-ITBP Road, Dehradun, Uttarakhand- 248001, India.

Capital Structure

The Authorised share capital of GBHPL is Rs. 5,00,00,000 comprising of 50,00,000 of equity shares of Rs. 10/- each. The paid up share capital is of GBHPL is Rs. 5,00,00,000 comprising of 50,00,000]equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Power and Urban Infra Limited	4,900	0.10
2.	GMR Energy Limited	49,95,100	99.90

66. GMR Consulting Services Limited (GCSL)

Corporate Information

GCSL was incorporated on 28th February 2008 under the Companies Act, 1956. Its Corporate Identification Number is U74200KA2008PLC045448 The registered office of the GCSL is situated at No. 25/1, Skip House Museum Road Bangalore KA 560025.

The principle activity of the GCSL is consultancy services to companies engaged in Power Projects

Capital Structure

The authorised share capital of GCSL is Rs. 25,00,000/- divided into 2,50,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GCSL is Rs. Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited and its nominee	50,000	100

67. GMR Bajoli Holi Hydropower Private Limited (GBHHPL)

Corporate Information

GBHHPL was incorporated on 1st October 2008 under the Companies Act, 1956. Its Corporate Identification Number is U40101HP2008PTC030971. The registered office of the GBHHPL is situated at GMR office, Village DEOL, PO HOLI Sub-Tehsil- Holi, Tehsil Bharmour Chamba HP 176326 IN

The principle activity of the GBHHPL is development and operation of 180 MW hydro based power project in Chamba, District of Himachal Pradesh.

Capital Structure

The authorised share capital of GBHHPL is Rs. 825,00,00,000/- divided into 82,50,00,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GBHHPL is Rs. 537,99,89,340/- divided into 53,79,98,934 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited along with its nominees	42,96,65,600	79.86
2.	Delhi International Airport Limited	10,83,33,334	20.14

68. GMR Warora Energy Limited (GWEL)

Corporate Information

GWEL was formerly known as EMCO Energy Limited. It is a public company incorporated on 04th August 2005 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U40100MH2005PLC155140. The registered office of the GWEL is situated at 701/704 , 7th floor, Naman Centre. A wing, Bandra Kurla Complex, Mumbai - 400 051.

The 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.

Capital Structure

The authorised share capital of the GWEL is Rs. 1100,00,00,000/- comprising of 90,00,00,000 Equity Shares of Rs. 10/- each amounting to Rs. 900,00,00,000 and 20,00,00,000 Preference Shares of Rs. 10/- each amounting to Rs. 200,00,00,000. The issued subscribed and paid up capital of the GWEL is 1040,00,80,600/- comprising of 87,00,00,000 Equity Shares of Rs. 10/- each amounting to Rs. 870,00,00,000 and 17,00,08,060 Prefrence Shares of Rs. 10/- each amounting to Rs. 170,00,80,600.

Shareholding Pattern

Equity Share Capital

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited and its nominees	87,00,00,000	100.00

Preference Share Capital

Sr. No.	Name of Shareholder	No of Preference Shares	% of Shareholding
1.	GMR Energy Limited	17,00,08,060	100.00

69. GMR Bundelkhand Energy Private Limited (GBEPL)

Corporate Information

GBEPL was incorporated on 18th June 2010 under the Companies Act, 1956.Its Corporate Identification Number is U40101KA2010PTC054124. The registered office of the GBEPL is situated at No. 25/1, Skip House Museum Road Bangalore KA 560025 IN

GBEPL is promoted as a Special Purpose Vehicle (SPV) by GMR Energy Limited, the holding company, to develop and operate 1980 MW coal based thermal power project in Bijor village, Madhya Pradesh. GBEPL is in process of setting up of Project.

Capital Structure

The authorised share capital of GBEPL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GBEPL is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited and its nominees	10,000	100.00

70. GMR Rajam Solar Power Private Limited (GRSPPL)

Corporate Information

GRSPPL was incorporated on 18 June 2010 under the Companies Act, 1956. Its Corporate Identification Number is U40107KA2010PTC054125. The registered office of the GRSPPL is situated at 25/1, Skip House Museum Road Bangalore KA 560025 IN

GRSPPL is promoted as a Special Purpose Vehicle
(SPV) by GMR Energy Limited, the holding company, to develop and operate 1 MW Solar Power Plant in Rajam village , Andhra Pradesh

Capital Structure

The authorised share capital of GRSPPL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GRSPPL is Rs. Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited and its nominee	10,000	100.00

71. GMR Maharashtra Energy Limited (GMAEL)

Corporate Information

GMAEL was incorporated on 26th May 2010 under the Companies Act, 1956. Its Corporate Identification Number is U40107KA2010PLC053789. The registered office of the GMAEL is situated at No. 25/1, Skip House Museum Road Bangalore KA 560025.

GMAEL is promoted as a Special Purpose Vehicle (SPV) by GMR Energy Limited, the holding company. The project is situated at Dapoli, Ratnagiri district in the State of Maharashtra, with a capacity of 1200 MW Combined Cycle Power Project in three blocks of 400 MW each at 25/1. SKIP House, Museum Road, Bengaluru- 560025.

Capital Structure

The authorised share capital of GMAEL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GMAEL is Rs. Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited and its nominees	50,000	100.00

72. GMR Gujarat Solar Power Limited (GGSPL)

Corporate Information

GGSPL was incorporated on 26th March 2008 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U40100KA2008PLC045783. The registered office of the GGSPL is situated at SKIP House No. 25/1, Museum Road Bangalore Bangalore KA 560025

GGSPL is promoted as a Special Purpose Vehicle (SPV) by GMR Energy Limited, the holding Company, to develop and operate 25 MW Solar Energy based Power Plant at Patan district of Gujarat.

Capital Structure

The authorised share capital of GGSPL is Rs. 73,60,00,000/- divided into 7,36,00,000 Equity Shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GGSPL is Rs. 73,60,00,000/- divided into 7,36,00,000 Equity Shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited along with its nominees	7,36,00,000	100.00

73. GMR Indo-Nepal Energy Links Limited (GINELL)

Corporate Information

GINELL was incorporated on 11th November 2010 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U40107KA2010PLC055826 The registered office of the GINELL is situated at SKIP House No. 25/1, Museum Road Bangalore Bangalore KA 560025
GINELL was formed to undertake as a Special Purpose Vehicle (SPV) for Development and implementation of 400 KV Double Circuit Transmission Line from Nepal India International Border to Polling Point of PGCIL Substation in Gorakhpur in Uttar Pradesh.

Capital Structure

The authorised share capital of GINELL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GINELL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited along with its nominees	50,000	100.00

74. GMR Indo-Nepal Power Corridors Limited (GINPCL)

Corporate Information

GINPCL was incorporated on 12th November 2010 under the provisions of the Companies Act 1956. Its Corporate Identification Number is U40107KA2010PLC055843. The registered office of the GINPCL is situated at 25/1, Skip House Museum Road Bangalore KA 560025 IN

GINCPL was incorporated on 12th November 2010 as a Special Purpose Vehicle (SPV) for Development and implementation of 400 KV Double Circuit Transmission Line from Nepal India International Border to Polling Point of PGCIL Substation in Bareilly in Uttar Pradesh.

Capital Structure

The authorised share capital of GINPCL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The issued, paid-up and subscribed share capital of GINPCL is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Energy Limited along with its nominees	50,000	100.00

75 GMR Upper Karnali Hydropower Limited (GUKPL)

Corporate Information

GUKPL was incorporated in Nepal on May 2, 2008 under Companies Act, 1956 promoted by GMR Lion Energy Limited (incorporated in Mauritius), the Holding Company, to develop and operate 900MW Hydro based power project in Karnali River, Aachham and Dailekh District. The registered address of GUKPL is Ward No. 1, Kupondole Heights, Lalitpur Metropolitian City, Lalitpur, Nepal.

GUKPL is signatory to the Project development agreement (PDA) signed with Investment board of Nepal, GoN on 19th September 2014 to develop 900 MW Upper Karnali Project.

Capital Structure

The authorised share capital of GUKPL is Rs. Nepal Rupees (NRs) 190,00,00,000 comprising of 1,90,00,000 shares of NRs. 100/- each. The issued and subscribed capital of the GUKPL is Rs. 15,00,00,000 comprising of 15,00,000 shares of NRs 100 each/-.

Shareholding Pattern

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Lion Energy Limited	10,95,000	73.00
2.	Nepal Electricity Authority	4,05,000	27.00

76 PT GMR Infrastructure Indonesia (PTGII)

Corporate Information

PTGII was incorporated in Jakarta on April 19, 2021. The registered address of PTGII is Gedung Menara, BCA 50th Floor, Suite 5053, Jln. M.H. Thamrin No.1, Puskat, Jakarta.

Capital Structure

The authorised share capital of PTGII is Indonesia Curremcy (IC) 3,000,000,000 consisting of 30,000 shares of IC 1,00,000 each/-. The Paid up capital is IC 300,00,00,000 consisting of 30,000 shares of IC 1,00,000 each. And shareholding pattern is as follows:.

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Singapore) Pte	29,700	99.00
2.	GMR Infrastructure (Mauritius) Ltd	300	1.00

77 GADL International Limited (GADLIL)

Corporate Information

GADLIL was incorporated on October 20, 2010 and its office is situated at PO Box 95, 2a Lord Street, Douglas, Isle of Man IM 99, 1HP.

Capital Structure

The authorised share capital of GADLIL is USD 25,000 consisting of 25,000 shares of USD 1/- each. The Paid up capital is USD 25,000 consisting of 25,000 shares of USD 1/- each and shareholding pattern is as follows:.

Sr. No.	Name of Shareholder	No of Equity Shares	% of Shareholding
1.	GMR Infrastructure (Mauritius) Ltd	25,000	1.00

DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY

Our company has not divested any of its business / undertaking in last 10 years from the date of the Information Memorandum.

SHAREHOLDERS' AGREEMENTS

There are no subsisting shareholders' agreements in relation to our Company.

OTHER MATERIAL AGREEMENTS

There is no subsisting material agreement entered by our Company since incorporation other than in the ordinary course of business.

Further, there is no agreement entered into by a Key Managerial Personnel or Director or Promoter or any employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings in the securities of our Company

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

Our Company has not experienced any time and cost overrun in the past.

STRIKES AND LOCK-OUT

Our Company has not experienced any strike, lock-outs or labour unrest in the past.

OTHER CONFIRMATIONS

- There has been no rescheduling of borrowings from financial institutions in relation to our Company.
- Our Company does not have any strategic/financial partners.
- As on date of filing the Information Memorandum, other than pursuant to the Scheme, there has been no acquisition of business, undertakings, mergers, amalgamations or revaluation of assets.

OUR MANAGEMENT

BOARD OF DIRECTORS

As on the date of this Information Memorandum, our Board comprises of 12 Directors, out of which 6 are Independent Directors, including a woman Director. The composition of the Board of Directors is in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth details regarding our Board of Directors as on the date of Information Memorandum:

Name, Designation, Address, Occupation, Nationality, Date of birth, Term, Period of directorship and DIN	Age (in years)	Other directorship
Name: G.M. Rao **Designation:** Non-Executive Chairman (Additional Director) **Address:** D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi-110061 **Occupation:** Business **Nationality:** Indian **Date of Birth:** 01/07/1949 **Term and Period of directorship:** Appointed as Additional Director with effect from January 6, 2022, and shall hold office till the date of ensuing Annual General meeting. **DIN:** 00574243	72	GMR Infrastructure Limited GMR Hyderabad International Airport Limited GMR Goa International Airport Limited Delhi International Airport Limited GMR Nagpur International Airport Limited GMR Airports Limited GMR Visakhapatnam International Airport Limited GMR Energy Limited GMR Enterprises Private Limited AMG Healthcare Destination Private Limited GMR Varalakshmi Foundation Parampara Family Business Institute
Name: Srinivas Bommidala **Designation:** Managing Director (Additional Director) **Address:** SYNO7/26/1, NITTE Meenakshi Engg. College Road, Vodeyarapura, Yelanhaka Hobli, Bengaluru - 560 063, Karnataka, India **Occupation:** Business **Nationality:** Indian **Date of Birth :** 01/03/1963 **Term and Period of directorship:** Appointed as Additional Director with effect from January 6, 2022 and shall hold office till the date of ensuing Annual general Meeting and shall be eligible for appointment. Appointed as Managing Director for 3 years with effect from January 31, 2022. **Nationality:** Indian **DIN:** 00061464	58	GMR Infrastructure Limited GMR Kamalanga Energy Limited Bommidala Exports Private Limited Delhi Duty Free Services Private Limited GMR Hyderabad International Airport Limited GMR Goa International Airport Limited Delhi International Airport Limited GMR Airports Limited GMR Energy Limited GMR Enterprises Private Limited BSR Holdings Private Limited GMR Varalakshmi Foundation AMG Healthcare Destination Private Limited GMR Megawide Cebu Airport Corporation, Philippines$ Megawide GMR Construction JV Inc. $ International Airport Heraklion Crete Concession Societe Anonyme$

Name, Designation, Address, Occupation, Nationality, Date of birth, Term, Period of directorship and DIN	Age (in years)	Other directorship
Name: Grandhi Kiran Kumar **Designation-** Non-Executive (Additional Director) **Address:** D-17, Varalakshmi Nilayam, Pushpanjali Farms, Dwarka Link Road, Delhi - 110 061, India. **Nationality:** Indian **Occupation:** Business **Date of Birth:** 13/09/1975 **Term and Period of directorship:** Appointed as Additional Director with effect from January 6, 2022, and shall hold office till the date of the ensuing Annual General Meeting. **DIN:** 00061669	46	GMR Infrastructure Limited GMR Hyderabad Aerotropolis Limited GMR Hyderabad International Airport Limited GMR Goa International Airport Limited Delhi International Airport Limited GMR Airports Limited GKR Holdings Private Limited GMR Energy Limited GMR Enterprises Private Limited GMR Technologies Private Limited GMR Varalakshmi Foundation JSW GMR Cricket Private Limited
Name: B.V.N Rao **Designation:** Non-Executive Director (Additional Director) **Address:** 98, Next to NAL Layout, East End Main Road, 4th Block, Behind FCI Building, Jayanagar, Bengaluru - 560 041, Karnataka, India **Occupation:** Service **Nationality**: Indian **Term and Period of directorship:** Appointed as Additional Director with effect from January 6, 2022, and shall hold office till the date of ensuing Annual General Meeting. **Date of Birth:**16/01/1954 **DIN:** 00051167	67	GMR Infrastructure Limited GMR Highways Limited GMR Krishnagiri Sir Limited Tim Delhi Airport Advertising Private Limited GMR Enterprises Private Limited GMR Varalakshmi Foundation Parampara Family Business Institute

Name, Designation, Address, Occupation, Nationality, Date of birth, Term, Period of directorship and DIN	Age (in years)	Other directorship
Name: G. Subba Rao **Designation:** Executive Director (Additional Director) **Address:** D-168, First Floor Defence Colony New Delhi 110024 **Occupation:** Service **Nationality:** Indian **Date of Birth:** 15/11/1951 **Term and Period of directorship:** Appointed as Additional Director with effect from January 6, 2022 and shall hold office till the of ensuing Annual general Meeting. Appointed as Executive Director for 3 years with effect from January 31, 2022, subject to approval of the shareholders. **DIN:** 00064511	70	GMR Indo-Nepal Energy Links Limited GMR Indo-Nepal Power Corridors Limited GMR Bajoli Holi Hydropower Private Limited GMR Aviation Private Limited Raxa Security Services Limited GMR Infra Developers Limited GMR League Games Private Limited GMR (Badrinath) Hydro Power Generation Private Limited GMR Londa Hydropower Private Limited
Name: Madhva B. Terdal **Designation:** Non-Executive Director (Additional Director) **Address:** 2103, Floor 20, Plot 956, 2 Pearl Residency, Rahimtullah Sayani Road, Prabha Devi, Mumbai – 400025 **Occupation:** Service **Nationality:** Indian **Date of Birth:** 31/07/1954 **Term and Period of directorship:** Appointed as Additional Director with effect from January 6, 2022, and shall hold office till the date of the ensuing Annual General Meeting. **DIN:** 05343139	67	GMR Energy Limited. GMR Aviation Private Ltd. GMR Highways Ltd. GMR Aero Structure Services Ltd. GMR Infrastructure Ltd.

Name, Designation, Address, Occupation, Nationality, Date of birth, Term, Period of directorship and DIN	Age (in years)	Other directorship
Name: Siva Kameswari Vissa **Designation:** Independent Director (Additional Director) **Address:** No. 48, Flat F, Akshaya Homes, 3rd Main Road, Gandhi Nagar, Adyar, Chennai–600020, India **Occupation:** Professional **Nationality:** Indian **Date of Birth:** 16/05/1964 **Term and Period of Directorship:** Appointed as Additional Director in the capacity of Independent Director with effect from January 31, 2022 for a term of five years or upto the conclusion of 7th AGM, whichever is earlier, subject to approval of the shareholders **DIN:** 02336249	57	Delhi International Airport Limited GMR Hyderabad International Airport Limited GMR Goa International Airport Ltd. GMR Visakhapatnam International Airport Ltd. Delhi Duty Free Services Private Limited GMR Airports Limited VST Tillers Tractors Limited L&T Valves Limited GMR Energy Ltd.
Name: Suresh Lilaram Narang **Designation:** Independent Director (Additional Director) **Address:** 20-01, Beverly Hill Apartments, 61, Grange Road, Singapore - 249570 **Occupation:** Self employed **Term and Period of Directorship:** Appointed as Additional Director in the capacity of Independent Director with effect from January 31, 2022 for a term of five years or upto the conclusion of 7th AGM, whichever is earlier, subject to approval of the shareholders. **Nationality:** Indonesian **Date of Birth:** 30/09/1955 **DIN:** 08734030	66	GMR Infrastructure Limited Sproutfish PTE Ltd[$] Agog Investments PTE Ltd[$] 2XI PTE Ltd[$] GMR Infrastructure (Singapore) PTE Limited[$] GMR Infrastructure (Mauritius) Limited[$]

Name, Designation, Address, Occupation, Nationality, Date of birth, Term, Period of directorship and DIN	Age (in years)	Other directorship
Name: Satyanarayana Beela **Designation:** Independent Director (Independent Director) **Address:** 50-50-27/7, B.S. Layout T.P.T. Colony, Seetammadhara, Visakhapatnam-530 013. **Occupation:** Professional **Nationality:** Indian **Date of Birth:** 01/07/1948 **Term and Period of Directorship:** Appointed as Additional Director in the capacity of Independent Director with effect from January 31, 2022 for a term of five years or upto the conclusion of 7th AGM, whichever is earlier, subject to approval of the shareholders **DIN:** 09462114	73	Nil
Name: Subodh Kumar Goel **Designation:** Independent Director (Additional Director) **Address:** D-42, Sector -41, Block D, Gautam Budh Nagar, Noida 201301 (UP) India. **Occupation:** Service (Retd.) **Nationality:** Indian **Date of Birth:** 22/09/1950 **Term and Period of Directorship:** Appointed as Additional Director in the capacity of Independent Director with effect from January 31, 2022 for a term of five years or upto the conclusion of 7th AGM, whichever is earlier, subject to approval of the shareholders. **DIN:** 00492659	71	GMR Warora Energy Ltd. GMR Kamalanga Energy Limited GMR Generation Assets Limited GMR Rajahmundry Energy Limited Aamby Valley City Limited Qing Ambay City Developers Corporation Limited Aamby Valley Airport Project Limited Sahara Hospitality Limited Sahara International Airport Private Limited Sahara School Holding Limited Professional Management and Advisory Services Private Limited

Name, Designation, Address, Occupation, Nationality, Date of birth, Term, Period of directorship and DIN	Age (in years)	Other directorship
Name: Emandi Sankara Rao **Designation:** Independent Director **Address:** B 23,24 Albert Mansion Road no. 7, Prabhat Colony, Santacruz (East), Mumbai, Maharashtra- 400055 **Occupation:** Professional **Nationality:** Indian **Date of Birth:** 31/12/1960 **Term and Period of Directorship:** Appointed as Additional Director in the capacity of Independent Director with effect from January 31, 2022 for a term of five years or upto the conclusion of 7th AGM, whichever is earlier, subject to approval of the shareholders **DIN:** 05184747	61	GMR Infrastructure Limited Coastal Corporation Limited Steel Exchange India Limited Delhi Duty Free Services Private Limited Delhi International Airport Limited Ramky Pharma City (India) Limited
Name: I.V. Srinivasa Rao **Designation:** Independent Director (Additional Director) **Address:** No. 186, 4th Main, 4th Cross, Dollars Layout, 4th Phase, JP Nagar, Bangalore-560078 **Occupation:** Professional **Nationality:** Indian **Date of Birth:** 01/07/1952 **Term and Period of Directorship:** Appointed as Additional Director in the capacity of Independent Director with effect from January 31, 2022 for a term of five years or upto the conclusion of 7th AGM, whichever is earlier, subject to approval of the shareholders **DIN:** 01541362	69	Megawide Infrastructure India Private Limited Waisl Limited Pax Innovation ICT Services Private Limited GMR Enterprises Private ltd.

$ Companies incorporated outside India

BRIEF PROFILE OF OUR DIRECTORS

Board of Directors

G M Rao is the founder and Chairman of the GMR Group. He is a graduate in mechanical engineering from Andhra University, India. He was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Jawaharlal Nehru Technological University, India in 2005 and by the Andhra University, India in 2010.

He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. He has served on the very prestigious Central Board of Directors of Reserve Bank of India (RBI) from year 2011 to 2015.

Over the last 4 decades he has successfully established GMR Group, as one of the most recognized brands in the country, creating national infrastructure assets of global scale and world-class quality, creating new benchmarks.

As Group Chairman he is involved in apex level business decisions and external relations, senior leadership development, organization building initiatives etc.,

Mr. Srinivas Bommidala, a Group Director, is one of the first directors of the Company. In 1995, he led the setting up of India's first PPP power project in Chennai. Together with the founder Chairman GM Rao, Srinivas Bommidala spearheaded the GMR group's energy business.

As the first Managing Director of Delhi Airport in 2006, he led the transition of Delhi Airport from a public owned entity to a public private partnership enterprise. From 2012 to 2017, he served as the Chairman of Airports business, during which period, GMR emerged as amongst the top five airport developers in the world and expanded its portfolio comprising of Delhi, Hyderabad, Cebu (Philippines) & Crete (Greece).

In 2007 he took over as the Chairman of Urban Infra & Highways, Construction, SEZ and Airport Property Development Businesses. During this period, GMR Highways emerged as one of the largest National Highway Developer in the country. He currently heads Group's Energy portfolio and also the Group's international airports business in South East Asia and Greece.

Mr. Kiran Kumar Grandhi, a Graduate in Commerce, is the younger son of Mr. G.M. Rao and has been on the Company's Board since 1999.

He was instrumental in winning several successful infrastructure bids for the Group under Public Private Partnership route with the Central and State Governments in sectors like airport, highways, etc. He led the GMR Group's successful bids for Hyderabad, Delhi, Istanbul, Male Airports as well as the construction efforts for completion of Terminal 3 of Delhi Airport in a record time.

As Chairman of Urban Infrastructure & Highways, he managed a portfolio of ~1,200 kms of Highways across 10 projects. He was also instrumental in GMR Group's foray into development of sports vertical through acquisition and management of the Delhi Daredevils IPL team.

He Currently is overseeing Group Finance and Corporate Strategic Planning functions of the Group, in addition to leading the Sports business of the Group.

Mr. B.V.N. Rao, a Group Director, has been associated with the 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. He is also a Director on the GMR Group Holding Board.

Currently as a Business Chairman, he heads Transportation & Urban Infrastructure covering Transportation, SEZ & the EPC business. Under his leadership, the Group is developing two Dedicated Freight Corridor Corporation (DFCC) projects. These projects are of national importance intended to ensure speedy and efficient transportation of cargo.

Subbarao Gunuputi is the Executive Director of the Company. He is a qualified Chartered Accountant with all India Rank having vast experience with Public / Private Sector Banks i.e. Andhra Bank, Vysya Bank and has held the leadership positions in the GMR Group. He is associated with GMR Group for over 28 years.

Madhva Bhimacharya Terdal is a Non-Executive Director of the Company. He is a Post Graduate in Economics with CAIIB and DBM as specialized qualification in Banking and Finance. He primarily is a career banker with extensive experience in credit and forex. In his overall 42 years of work experience, he has worked in Indian, Hong Kong, Singapore and London and acquired specialization in Investment Banking, Corporate Finance – Debt & Equity and M&A.

I.V. Srinivasa Rao is an Independent Director of the Company. He is a fellow member of Institute of Chartered Accountants of India, Associate member of Institute of Company Secretaries of India, Masters in Commerce and a

Law graduate. Mr. Rao has experience of over 43 Years and out of which more than 28 years of experience relate to various sectors such as Infrastructure, Power, Energy and Airport Sector etc.

S.K. Goel is an Independent Director of the Company. He is Post-graduate in commerce (First Class) from Delhi School of Economics, LLB from University of Rajasthan and Certified Associate member of Indian Institute of Bankers. Mr. Goel worked as Chief Vigilance officer in Bank of India from 1999 to 2002. He was also Chairman and Managing Director of UCO BANK. Mr. S.K. Goel assumed charge as Chairman & Managing Director of India Infrastructure Finance Company Limited (IIFCL) in the year 2010.

Siva Kameswari Vissa is an Independent Woman Director of the Company. She is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. She has over 24 years of experience in management consultancy and industry experience. She has worked with RPG Enterprises, Mercer Consulting (India) Private Limited, KPMG Advisory Service Private Limited, Ashok Leyland Limited, The Amrop Heyer Group and A.F. Fergusons & Co. **Emandi Sankara Rao,** is an Independent Director of the Company. He holds bachelor degree in Electrical & Electronics Engineering from Andhra University and has done M.Tech from IIT Kharagpur. He has also completed Ph.D in Project Finance & Management of Asset Network Effectiveness by Risk & Sensitivity using Artificial Intelligence ANN Simulation Models from IIT-Bombay. He is a Chartered Engineer (Valuations) from Institution of Engineers India.

Suresh Lilaram Narang is an Independent director of the Company. He has a deep knowledge and more than 41 years of experience in capital markets and investment banking, having worked with the leading Banks like State Bank of India, Deutsche Bank AG, both in India & abroad, and has gained strong grounding in corporate governance.

Satyanarayana Beela is an Independent Director of the Company. He holds bachelor degree in Mechanical Engineering from Andhra University and has done M. Tech from Andhra University in Computer Science and Technology. He has also completed Ph.D in CAD/CAM from IIT-Delhi. He also acted as Vice Chancellor of Andhra University.

OTHER CONFIRMATIONS

1. G.M. Rao is the father of Grandhi Kiran Kumar. Srinivas Bommidala is the son-in-law of G.M. Rao. Except as stated, none of the other Directors are related to any other Director.
2. None of our Directors have been appointed or selected pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.
3. None of our Directors of our Company have entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of our Directors are fugitive economic offender or are on the RBI’s list of wilful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares have been / were:
   a) Suspended from trading by any of the stock exchange(s) during his /her tenure in that company in the last five years; or
   b) Delisted from the stock exchange(s) during the term of their directorship in such companies.

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at an extra-ordinary general meeting of our Company held on August 4, 2021 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, our Board has been authorised to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the company and free reserve, that is to say, reserves not set apart for any specific purposes, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of ₹ 20,000 crores.

REMUNERATION/COMPENSATION/COMMISSION PAID TO DIRECTORS

Our Company has not paid any compensation/remuneration to the Directors during the last financial year ended on March 31, 2021.

Bonus or profit-sharing plan for the Directors

Our Company does not have a bonus or profit sharing plan with any of our Directors, except profit linked commission for Mr. Srinivas Bommidala, subject to availability of profits and shareholders' approval as mentioned below.

Compensation payable to Executive Director

The Company had not paid any remuneration to executive Directors from the date of incorporation till the last financial year i.e. March 31, 2021. There were no subsidiary or associate of the Company during last financial year. The Board of Directors at its meeting held on January 31, 2022, had appointed Mr. Srinivas Bommidala as Managing Director and Mr. Subbarao Gunuputi as Executive Director effective from January 31, 2022, subject to approval of the shareholders.

Detail of remuneration of Mr. Srinivas Bommidala and Mr. Subbarao Gunuputi are as follows:

Srinivas Bommidala

- Remuneration of ₹2.4 crores per annum with an annual increment of 10% per annum to be paid in such allocation among various components of salary and perquisites as may be mutually agreed.
- The valuation of perquisites shall be as per the provisions of the IT Act.
- In addition to above, Srinivas Bommidala will also be entitled for the following, which shall not be included in computation for ceiling on his remuneration: (i) contribution to provident fund, superannuation fund, or annuity fund to the extent these either singly or put together are not taxable under the IT Act; (ii) gratuity payable should not exceed half month's salary for each completed year of services; and (iii) encashment of leave as per the Company's rules, at the end of the tenure.
- In addition to above, remuneration of ₹2.4 crores per annum Mr. Srinivas Bommidala be provided the following facilities in relation to the business requirements: (i) car; (ii) telephones; (iii) security services; (iv) Club membership- membership of one club in India.
- Any other allowances, benefits, perquisites admissible to the senior officers from time to time as per the HR Policy of the Group in addition to the above remuneration.
- In addition to the remuneration specified above, a commission on the net profits of our Company as approved by the Board for each Financial Year, subject to the total remuneration including salary, perquisites and commission being within the overall limit of 5% of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for a Financial Year.

Notwithstanding the above, where in any Financial Year during the tenure of Srinivas Bommidala as Managing Director of our Company, our Company has no profits or inadequacy of profits, Srinivas Bommidala shall be entitled to receive remuneration, as salary, perquisites and allowances, as set out above as minimum remuneration.

G. Subba Rao

- The overall remuneration of ₹1.00 crore per annum with annual increment and Bonus/performance linked variable pay, in terms of the group HR Policy to be paid in such allocation among various components of salary and perquisites as may be mutually agreed. The valuation of perquisites for inclusion in the remuneration shall be as per the provisions of the IT Act.

- Any other allowances, benefits, perquisites admissible to the senior office from time to time as per HR Policy of the Group in addition to the above remuneration.

Sitting fees for Non-Executive Directors and Independent Directors

Independent Directors of our Company are entitled for sitting fees of Rs. 40,000/- per meeting for Board and Audit Committee and Rs. 20,000/- each for other Committee Meetings Our Company has not paid any sitting fees to Independent Directors and Non-Executive Directors in Fiscal 2021 and till December 31, 2021.

Remuneration paid or payable from subsidiaries and associate companies

Nil.

SHAREHOLDING OF OUR DIRECTORS IN THE COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below, none of our Directors holds any shares in our Company. The following table details the shareholding of our Directors as on the date of this Information Memorandum:

Name of the Director	No. of Equity Shares	Percentage of the equity share capital
G.M. Rao	1,73,233*	0.03
Grandhi Kiran Kumar	87,316*	0.01
Srinivas Bommidala	45,266*	0.01
B.V.N. Rao	18,214	0.00
Satyanarayana Beela	200	0.00
G. Subba Rao	80	0.00

* Includes shares held as Karta of HUF and Trustee

INTERESTS OF DIRECTORS

Interest in promotion or formation of our Company

Except for our Director, Mr. G.M. Rao, being a promoter, who may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by him and also to the extent of any dividend payable to him on his holding of such Equity Shares and other distributions in respect of the aforesaid Equity Shares, none of our Directors are interested in the promotion or formation of our Company. Further Mr. Grandhi Kiran Kumar and Mr. Srinivas Bommidala, being related to Mr. G.M. Rao are part of promoter group. For further details, refer to chapter titled "*Related Party Transactions*" and "*Promoter and Promoter Group*" beginning on page 177 and 169 of this Information Memorandum.

Interest in the property of our Company

As on date of this Information Memorandum our Directors have not entered into any contract, agreement or arrangements in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further, our Directors do not have any interest in any immovable property acquired or proposed to be acquired of the Company or by the Company. Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery since incorporation.

Interest by way of remuneration from the Company and shareholding in the Company

Our Directors may be deemed to be interested to the extent of remuneration payable to them for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details, see "*Remuneration/Compensation/Commission Paid to Directors*" above. Further, our Independent Directors are entitled to receive sitting fees for attending meetings of our Board and Committee within the limits laid down in the Companies Act, 2013 and as decided by our Board subject to Articles of Association of our Company. Further, except as disclosed above, none of our Directors hold any Equity Shares in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said equity shares, if any.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Interest as member of our Company

As on date of this Information Memorandum, none of our Directors, except as disclosed above, hold Equity Shares in our Company. Therefore, they are interested to the extent of their shareholding and the dividend declared, if any, on such holding of Equity Shares by our Company.

Other Indirect Interest

Except as stated in chapter titled "*Financial Statements*" beginning on page 179 of this Information Memorandum, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the business of our Company

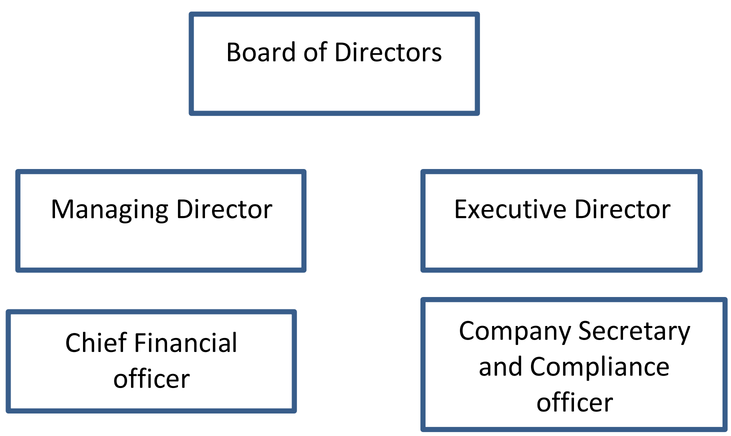
Save and except as stated otherwise in *related party transactions* in the chapter titled "*Financial Statements*" beginning on page 179 of this Information Memorandum, our Directors do not have any other interests in our Company as on the date of this Information Memorandum.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in Directors of our Company since incorporation:

Name	Date of event	Reason
Mr. Sushil Modi	28.02.2020	Resignation
Mr. Govindarajulu Tata	31.03.2020	Resignation
Mr. Suresh Bagrodia	06.01.2022	Resignation
Mr. Saurabh Chawla	06.01.2022	Resignation
Mr. M.V. Srinivas	30.01.2022	Resignation
Mr. G.M. Rao	06.01.2022	Appointment
Mr. Kiran Kumar Grandhi	06.01.2022	Appointment
Mr. Srinivas Bommidala	06.01.2022	Appointment
Mr. B.V.N. Rao	06.01.2022	Appointment
Mr. Madhva Terdal	06.01.2022	Appointment
Mr. G. Subbarao	06.01.2022	Appointment
Mr. Suresh Lilaram Narang	31.01.2022	Appointment
Mrs. Siva Vissa Kameshwari	31.01.2022	Appointment
Mr. Subodh Kumar Goel	31.01.2022	Appointment
Mr. I.V. Srinivasa Rao	31.01.2022	Appointment
Dr. Emandi Sankara Rao	31.01.2022	Appointment
Dr. Satyanarayana Beela	31.01.2022	Appointment

ORGANISATIONAL STRUCTURE



CORPORATE GOVERNANCE

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to our Company immediately upon listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the rules framed thereunder, in respect of corporate governance including constitution of the Board and committees thereof.

The following committees have been formed in compliance with the corporate governance norms:

A) **Audit Committee;**

Our Audit Committee was constituted *vide* a resolution of our Board dated January 31, 2022. The Audit Committee of our Company comprises of the following: -

Sl. No.	Names	Designation
1.	Mrs. Vissa Siva Kameswari	Chairperson
2.	Mr. I.V. Srinivasa Rao	Member
3.	Mr. S.K. Goel	Member
4.	Dr. Satyanarayana Beela	Member

The Audit Committee shall meet at least four times a year and not more than 120 days shall elapse between two meetings.

The role of the Audit Committee shall be in accordance with Section 177 of the Companies Act, 2013 and as per Regulation 18 and Part C of Schedule II of SEBI Listing Regulations. The role of the Audit Committee shall include the following:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's 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;
    g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. 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;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. 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.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and shareholders and such other as may be specified by Securities and Exchange Board of India from time to time in respect any type of restructuring.
23. Any other item or subject that may be required by the Companies Act, 2013 or SEBI Listing Regulations, as amended from time to time or under any other applicable law or statute.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) Annual Statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B) **Stakeholders Relationship Committee**

Our Stakeholders Relationship Committee was constituted *vide* a resolution of our Board dated January 31, 2022. The members of the Stakeholders Relationship Committee are:

Sl. No.	Names	Designation
1	Mr. I.V. Srinivasa Rao	Chairman
2.	Mr. G. Subba Rao	Member
3.	Dr. Satyanarayana Beela	Member

The quorum of the meeting of the Stakeholders Relationship Committee is either two members or one third of the members whichever is greater. The role of the Stakeholders Relationship Committee shall be in accordance with Section 178 of the Companies Act, 2013 and as per Regulation 20 and Part D of Schedule II of the SEBI Listing Regulations and is as follows: -

i. Allotment of all types of securities to be issued by the Company;

ii. Transfer, transposition and transmission of securities;

iii. Issuance of duplicate shares or other securities;

iv. Resolving the grievances of the security holders including complaints about transfer/transmission of shares, non-receipt of declared dividend, non-receipt of Annual Reports, issue of new/duplicate certificates, general meetings etc.;

v. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends, if any, and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders;

vi. Investigate into security holders/ other investor's complaints and take necessary steps for redressal thereof;

vii. Review of measures taken for effective exercise of voting rights by shareholders;

viii. To perform all functions relating to the interests of shareholders / security holders/ investors of the Company as may be required by the provisions of the Companies Act, 2013, Listing Agreements with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority;

ix. Authorise Company Secretary or other persons to take necessary action;

x. Appointment and fixation of remuneration of the Registrar and Share Transfer Agent and Depositories and to review their performance.

xi. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

C) Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted *vide* a resolution of the Board dated January 6, 2022. The members of the Nomination and Remuneration Committee are: -

Sl. No.	Names	Designation
1.	Mr. S. K. Goel	Chairman
2.	Mr. B V N Rao	Member
3.	Mr. I.V. Srinivasa Rao	Member
4.	Dr. Satyanarayana Beela	Member

The role of the Nomination and Remuneration shall be in accordance with Section 178 of the Companies Act 2013 and as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations as follows:

i. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

ii. Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance and to review the performance of Independent Directors;

iii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;

(iii A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

iv. Formulation of criteria for evaluation of Independent Directors and the Board;

v. Devising a policy on Board diversity;

vi. Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;

vii. All information about the Directors / Managing 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.

xii. Evaluation of the balance of skills, knowledge and experience on the Board for every appointment of an independent director, and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity;

and

c. consider the time commitments of the candidates

D) **Corporate and Social Responsibility Committee**

Our Board of Directors at their meeting held on January 31, 2022 had constituted the Corporate Social Responsibility Committee. The members of the Corporate Social Responsibility Committee are:

Sl. No.	Names	Designation
1.	Mr. G. Subba Rao	Chairman
2.	Dr. Emandi Sankara Rao	Member
3.	Dr. Satyanarayana Beela	Member

The terms of reference of the Corporate Social Responsibility Committee include the following:

1) Preparation of Corporate Social Responsibility Policy for the Company and to recommend the Board for its approval;

2) Recommendation of projects or programmes relating to activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

3) 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;

4) Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely: -

(a) the list of CSR projects or programmes to be undertaken in areas or subjects specified in Schedule VII of the Act;

(b) the manner of execution of such projects or programmes;

(c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(d) monitoring and reporting mechanism for the projects or programmes; and

(e) details of need and impact assessment, if any, for the projects undertaken by the company

5) 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);

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

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

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

E) **Risk Management Committee**

The Risk Management Committee was constituted *vide* a resolution of the Board dated January 31, 2022. Risk Management Committee of the Company comprises of the following members: -

Sl. No.	Names	Designation
1.	Mr. Grandhi Kiran Kumar	Chairman
2.	Mr. Srinivas Bommidala	Member
3.	Mrs. Vissa Siva Kameswari	Member
4.	Mr. Suresh Bagrodia	Member

The meeting of Risk Management Committee shall meet at least twice a year and not more than 180 days shall elapse between any two consecutive meetings.

The quorum of the meetings of the Risk Management Committee shall be either two members or one third of the members whichever is greater including at one Board member present.

The role and responsibilities of the Risk Management Committee shall be in accordance with Regulation 21 and Part D of Schedule II of the SEBI Listing Regulations and is as follows: -

(i) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(vi) Performing such other functions as may be necessary or appropriate for the performance of its oversight function and do other activities related to this Charter as may be requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

(vii) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

F) **Management Committee**

The Management Committee was constituted *vide* a resolution of the Board dated January 6, 2022. Management Committee of the Company comprises of the following members: -

Sl. No.	Names	Designation
1.	Mr. Grandhi Mallikarjuna Rao	Member (Chairman)
2	Mr. Grandhi Kiran Kumar	Member
3.	Mr. Srinivas Bommidala	Member
4.	Mr. B.V.N. Rao	Member

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

Approval relating to operational matters such as investments in new projects, financial matters, providing loans, borrowings, giving corporate guarantees, providing securities, capital expenditure, purchases and contracts – non-capital (including services), long-term contracts, stores, HR related matters, establishment and administration, writing-off of assets, etc. within the authority delegated by the Board.

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

Key Managerial Personnel

Srinivas Bommidala is the Managing Director of the Company. He holds a bachelor’s degree in commerce from the Acharya Nagarjuna University. He is also a Director in few of GMR Group Companies including Joint Managing Director of GMR Airports Limited.

Suresh Bagrodia is the Chief Financial officer of the Company. He is a qualified Chartered Accountant having over 32 years of experience in financial management and business strategy with different companies.

Vimal Prakash is the Company Secretary and Compliance officer of the Company. He is a qualified Company Secretary having around 15 years of extensive experience in dealing with secretarial and legal matters.

All our Key Managerial Personnel are permanent employees of our Company.

Relationship of Key Managerial Personnel

None of our Key Managerial Personnel are related to each other or to the Directors except Mr. Srinivas Bommidala who is son in law of Mr. G.M. Rao.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Shareholding of Key Managerial Personnel

As of the date of this Information Memorandum, except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares in our Company:

Name of the Director	No. of Equity Shares	Percentage of the equity share capital
Srinivas Bommidala	45,266*	0.01
Suresh Bagrodia	100	0.00

* Includes shares held as Karta of HUF and Trustee.

Changes in our Key Managerial Personnel in the last three years

Name	Designation	Date of event	Nature of event
Mr. Srinivas Bommidala	Managing Director	31.01.2022	Appointment
Mr. Suresh Bagrodia	Chief Financial officer	31.01.2022	Appointment
Mr. Vimal Prakash	Company Secretary	31.01.2022	Appointment
Mr. Shashank Nagar	Company Secretary	08.10.2021	Resignation

Service contracts with Key Managerial Personnel

There are no service contracts entered into between any of our Key Management Personnel and our Company for provision of any benefits upon termination of employment.

Bonus or profit sharing plan for our Key Managerial Personnel

None of our Key Management Personnel are party to any bonus or profit sharing plan of our Company except provision of profit linked bonus to Mr. Srinivas Bommidala as detailed above.

Payment or benefit to Key Managerial Personnel of our Company

No amount or benefit has been paid or given since incorporation or is intended to be paid or given to any of our Key Management Personnel, which are not part of their remuneration for services rendered in the capacity of being an employee.

Contingent and deferred compensation payable to Key Managerial Personnel

There is no contingent or deferred compensation payable to Key Managerial Personnel.

Employee Stock Options

Our Company does not have any employee stock option scheme as on the date of this Information Memorandum.

OUR PROMOTER AND PROMOTER GROUP

The Promoters of our Company are:

1. Grandhi Mallikarjuna Rao
2. GMR Enterprises Private Limited

As on the date of this Information Memorandum, Grandhi Mallikarjuna Rao holds 25,333 Equity Shares, GMR Enterprises Private Limited holds 27,40,84,313 Equity Shares, representing 0.00%, 45.41% respectively of the issued, subscribed and paid up Equity Share capital of our Company. Our Promoters have acquired shareholding in our Company pursuant to the Scheme. GMR Infrastructure Limited was the original promoter of our Company. For details, see section "*Changes in control*" at page 170 below.

DETAILS OF OUR PROMOTERS

1. Grandhi Mallikarjuna Rao

	Grandhi Mallikarjuna. Rao, aged 72 years, is one of the Promoters. Date of Birth: 01/07/1949 Address: D-17, Pushpanjali Farms, Dwarka Link Road, Bijwasan, Delhi-110061 PAN: AAUPG5856C	Other Directorships: GMR Infrastructure Limited GMR Hyderabad International Airport Limited GMR Goa International Airport Limited Delhi International Airport Limited GMR Nagpur International Airport Limited GMR Airports Limited GMR Visakhapatnam International Airport Limited GMR Energy Limited GMR Enterprises Private Limited AMG Healthcare Destination Private Limited GMR Varalakshmi Foundation Parampara Family Business Institute

For the complete profile of Grandhi Mallikarjuna Rao, see the section "Our Management" on page 151.

2. GMR Enterprises Private Limited

GMR Enterprises Private Limited (GEPL) is a private debt listed company incorporated under Companies Act, 1956 on June 05, 2007 and having CIN U74900TN2007PTC102389**.** It is the holding company and is Core Investment Company ("CIC-ND-SI") duly registered with RBI. It is inter alia engaged in the business of investing and holding investments in its group companies.

Vide certificate no. C-02.00254 dated December 13, 2012 issued by Reserve Bank of India ("RBI"), Regional Office – Bangalore, in exercise of its powers under Section 45-IA of the RBI Act, 1934, GEPL is registered as a CIC-ND-SI with RBI. However, GEPL is not engaged in the business of providing "financial services" (as defined under the (Indian) Insolvency and Bankruptcy Code, 2016) nor shall it be deemed to be a "financial service provider" (as defined under the (Indian) Insolvency and Bankruptcy Code, 2016). The certificate of registration is subject to continued adherence to all conditions and parameters stipulated under Chapter III B of the RBI Act, 1934 and compliance with requirements of the Directions, etc, issued by the RBI as applicable to it.

Subsequently, GEPL had changed its office from Bangalore to Chennai, in lieu of which the Regional Office **-** Chennai of the RBI reissued a fresh certificate registration No. C-07.00832 dated August 02, 2017. The present registered office of the Company is situated at Third Floor, Old No.248/New No.114, Royapettah High Road, Royapettah, Chennai **-** 600 014.

The Board of Directors of GEPL as on date of this information memorandum are as follows:

Mr. G.M. Rao

Mr. Kiran Kumar Grandhi
Mr. G.B.S. Raju
Mr. Srinivas Bommidala
Mrs. Ramadevi Bommidala
Mr. B.V.N. Rao
Mr. I.V. Srinivasa Rao
Mr. R. Balasubramaniam

Capital Structure

The authorized capital of the GEPL is Rs. 112,55,00,000 divided into 9,50,00,000 equity share of Rs. 10/- each and Preference share of 1,75,50,000 of Rs. 10/- each. The paid up share capital of GEPL is Rs. 91,12,50,920 divided into 9,11,25,092 equity shares of Rs. 10/- each. The shareholding pattern of GEPL as is follows:

Name of the Shareholder	No. of Shares	%
Mr. G M Rao	297	0.0002
Mrs. G. Varalakshmi	100	0.0001
Grandhi Varalakshmi Mallikarjuna Rao Trust	2,27,81,149	24.9999
Srinivas Bommidala and Ramadevi Trust	2,27,81,149	24.9999
Grandhi Buchi Sanyasi Raju and Satyavathi Smitha Trust	2,27,81,149	24.9999
Grandhi Kiran Kumar and Ragini Trust	2,27,81,149	24.9999
GMR Family Fund Trust	99	0.0001
Total	**9,11,25,092**	**100.0000**

There has been no change in control of the GEPL in the preceding 3 years.

CHANGES IN CONTROL OF OUR COMPANY

Except as stated below, there has been no change in control of our Company:

On incorporation, GMR Infrastructure Limited (along with 6 nominees) held 100% of the shareholding of our Company. Pursuant to the Scheme of Arrangement, shareholding of GMR Infrastructure Limited was cancelled upon effectiveness of the Scheme and Equity Shares were allotted to our promoters on January 31, 2022. For further details, please see "*Capital Structure – Build-up of Promoter's shareholding in our Company*" on page 37.

INTEREST OF OUR PROMOTERS

Interest of our Promoters in the promotion of our Company

Our Promoters are interested in our Company to the extent of their respective direct or indirect shareholding in our Company and the dividend declared, if any and any other distributions in respect of their direct or indirect shareholding in our Company. For further details, see "*Capital Structure*" on page 37.

Interest of our Promoter in the property of our Company

Our Promoters do not have any interest whether direct or indirect in any property acquired by our Company, within three years preceding the date of this Information Memorandum or proposed to be acquired by our Company as on the date of this Information Memorandum or in any transaction for acquisition of land, construction of buildings and supply of machinery, etc.

Interest of our Promoters in our Company other than as Promoter

Except as mentioned above our Promoters do not have any interest in our Company other than as promoters and shareholders.

Interest of our Promoters in our Company arising out of being a member of firm or company

Our Company has not paid any cash or shares or otherwise or agreed to pay to our Promoters or to a firm or company in which any of the Promoter are interested as member or promoter nor has any promoter been offered any inducements to become, or qualify him as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Disassociation by our Promoters in the last three years

Our Promoters have not disassociated themselves from any significant venture during the three years preceding the date of filing of this Information Memorandum.

PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY

There is no amount paid or benefits granted by our Company to our Promoters or any member of the Promoter Group, within the two preceding years from the date of this Information Memorandum, and nor is there any intention to pay any amount or provide any benefit to any of our Promoters or members of the Promoter Group as on the date of this Information Memorandum, other than in the ordinary course of business.

CONFIRMATIONS

No material guarantees have been given to third parties by our Promoters with respect to Equity Shares of our Company.

PROMOTER GROUP

Unless the context requires otherwise, the individuals / entities forming part of our promoter group in accordance with SEBI ICDR Regulations are as follows:

Natural person forming part of promoter group:

- Mrs. G. Varalakshmi
- Mr. Grandhi Kiran Kumar
- Mr. G.B.S Raju
- Mrs. B. Ramadevi
- Mrs. Grandhi Satyavathi Smitha
- Mrs. Grandhi Ragini

Note: Apart from the above, Mr. G.M. Rao has relative, being Mr. G. Neelachalam, Mr. G. Ch. Venkataraju, Mr. G. Eswara Rao, Ms. K. Sarvalakshmi and Ms. N. Nagalakshmi, however they are not holding any share in GMR Infrastructure Ltd. and the Company.

Entities forming part of promoter group:

- Varalakshmi Enterprises LLP
- Sukreeda Sports and Entertainment LLP
- Sri Varalakshmi Jute Twine Mills Private Limited
- GBS Holdings Private Limited
- GKR Holdings private Limited
- GMR Technologies Private Limited
- B S R Infrastructure LLP
- BSR Holdings Private Limited
- Meghalaya Hotels Private Limited
- GMR league Games private Limited
- Shri Vedalakshmi Talkies- Partnership
- Grandhi Enterprises - partnership
- Anhata Creation LLP and Crickheart LLP
- JSW GMR Cricket Private Limited
- Mallikarjuna Rao Grandhi (HUF)
- Grandhi Butchi Sanyasi Raju (HUF)
- Kirankumar Grandhi (HUF)
- Srinivas Bommidala HUF
- Grandhi Buchi Sanyasi Raju And Satyavathi Smitha Trust - Mr. G.B.S. Raju, Trustee
- Grandhi Kiran Kumar And Ragini Trust - Mr. G. Kiran Kumar, Trustee
- Grandhi Varalakshmi Mallikarjuna Rao Trust - Mr. G. Mallikarjuna Rao, Trustee
- Srinivas Bommidala And Ramadevi Trust - Mr. Srinivas Bommidala, Trustee

- GMR Family Fund Trust
- AMG Healthcare Destination Private Limited
- GMR Infrastructure Limited
- GMR Infratech Private Limited (GIPL)
- Cadence Enterprises Private Limited (CEPL)
- Purak Infrastructure Services Private Limited *(Formerly PHL Infrastructure Finance Company Private Limited) (Purak)*
- Kirthi Timbers Private Limited (KTPL)
- Corporate Infrastructure Services Private Limited (CISPL)
- Grandhi Enterprises Private Limited (GEPL)
- Vijay Nivas Real Estates Private Limited (VNRPL)
- Fabcity Properties Private Limited (FPPL)
- Kondampeta Properties Private Limited (KPPL)
- Hyderabad Jabilli Properties Private Limited (HJPPL)
- GMR Bannerghatta Properties Private Limited (GBPPL)
- Kakinada Refinery and Petrochemicals Private Limited (KRPPL)
- GMR Solar Energy Private Limited (GSEPL)
- Kothavalasa Infraventures Private Limited (KIPL)
- GMR Real Estate Private Limited (GREPL)
- GMR Property Developers Private Limited (GPDPL)
- GMR Logistics Private Limited (GLPL)
- GMR Business & Consultancy LLP (GBCLLP)
- GMR Infra Ventures LLP (GIV LLP)
- GMR Infrastructure (Malta) Limited (GIML)
- GMR Holdings (Overseas) Limited (GHOL)
- GMR Holdings (Mauritius) Limited (GHMaL)
- Crossridge Investments Limited (CIL)
- GMR Holdings Overseas (Singapore) Pte Limited (GHOSPL)
- GMR Energy Limited (GEL)
- GMR Vemagiri Power Generation Limited (GVPGL)
- GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)
- GMR Kamalanga Energy Limited (GKEL)
- GMR Energy (Mauritius) Limited (GEML)
- GMR Lion Energy Limited (GLEL)
- GMR Upper Karnali Hydropower Limited (GUKPL)
- GMR Energy Trading Limited (GETL)
- GMR Consulting Services Limited (GCSL)
- GMR Bajoli Holi Hydropower Private Limited (GBHHPL)
- GMR Londa Hydropower Private Limited (GLHPPL)
- GMR Energy (Cyprus) Limited (GECL)
- GMR Energy (Netherlands) B.V. (GENBV)
- GMR Warora Energy Limited (Formerly EMCO Energy Limited)
- Indo Tausch Trading DMCC (ITTD)
- GMR Airport (Netherlands) B.V. (GANBV)
- PT GMR Infrastructure Indonesia
- GMR Maharashtra Energy Limited (GMEL)

- GMR Male' International Airport Private Limited (GMIAPL)
- GMR Bundelkhand Energy Private Limited (GBEPL)
- GMR Rajam Solar Power Private Limited (formerly known as GMR Uttar Pradesh Energy Private Limited (GRSPPL)
- GMR Gujarat Solar Power Limited (GGSPL)
- Karnali Transmission Company Private Limited (KTCPL)
- GMR Indo-Nepal Energy Links Limited (GINELL)
- GMR Indo-Nepal Power Corridors Limited (GINPCL)
- GMR Energy Projects (Mauritius) Limited (GEPML)
- GMR Infrastructure (Singapore) Pte Limited (GISPL)
- GMR Coal Resources Pte Limited (GCRPL)
- GMR Highways Limited (GHWL)
- GMR Tambaram Tindivanam Expressways Limited (GTTEL)
- GMR Tuni Anakapalli Expressways Limited (GTAEL)
- 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 Hyderabad International Airport Limited (GHIAL)
- Gateways for India Airports Private Limited (GFIAL)
- GMR Aerostructure Services Limited (GMR Hyderabad Airport Resource Management Limited (GHARML))
- GMR Hyderabad Aerotropolis Limited (GHAL)
- GMR Hyderabad Aviation SEZ Limited (GHASL)
- GMR Air Cargo and Aerospace Engineering Limited *[formerly known as GMR Aerospace Engineering Limited (GAEL)]*
- GMR Aero Technic Limited (GATL)
- GMR Airport Developers Limited (GADL)
- GADL International Limited (GADLIL)
- GMR Hospitality and Retail Limited (GHRL)
- Delhi International Airport Limited (DIAL)
- Delhi Duty Free Services Private Limited (DDFS)
- Delhi Airport Parking Services Private Limited (DAPSL)
- GMR Airports Limited (GAL)
- GMR Airports (Mauritius) Limited (GALM)
- GMR Aviation Private Limited (GAPL)
- Raxa Security Services Limited (Raxa)
- GMR Krishnagiri SIR Limited (GKSIR)
- Advika Properties Private Limited (APPL)
- Aklima Properties Private Limited (AKPPL)
- Amartya Properties Private Limited (AMPPL)
- Baruni Properties Private Limited (BPPL)
- Bougainvillea Properties Private Limited (BOPPL)
- Camelia Properties Private Limited (CPPL)
- Deepesh Properties Private Limited (DPPL)
- Eila Properties Private Limited (EPPL)
- Gerbera Properties Private Limited (GPPL)

- Lakshmi Priya Properties Private Limited (LPPPL)
- Honeysuckle Properties Private Limited (HPPL)
- Idika Properties Private Limited (IPPL)
- Krishnapriya Properties Private Limited (KPPL)
- Larkspur Properties Private Limited (LAPPL)
- Nadira Properties Private Limited (NPPL)
- Padmapriya Properties Private Limited (PAPPL)
- Prakalpa Properties Private Limited (PPPL)
- Purnachandra Properties Private Limited (PUPPL)
- Shreyadita Properties Private Limited (SPPL)
- Pranesh Properties Private Limited (PRPPL)
- Sreepa Properties Private Limited (SRPPL)
- Radhapriya Properties Private Limited (RPPL)
- Asteria Real Estates Private Limited (AREPL)
- Lantana Properties Private Limited (LPPL)
- Namitha Real Estates Private Limited (NREPL)
- Honey Flower Estates Private Limited (HFEPL)
- GMR SEZ & Port Holdings Limited (GSPHL)
- Suzone Properties Private Limited (SUPPL)
- Lilliam Properties Private Limited (LPPL)
- GMR Corporate Affairs Limited (Formerly known as GMR Corporate Affairs Private Limited) (GCAL)
- Dhruvi Securities Limited (Formerly known as Dhruvi Securities Private Limited) (DSL)
- GMR Business Process and Services Private Limited (GBPSPL)
- GMR Infrastructure (Mauritius) Limited (GIML)
- GMR Infrastructure (Cyprus) Limited (GICL)
- GMR Infrastructure Overseas Limited (GIOL)
- GMR Infrastructure (UK) Limited (GIUL)
- GMR Infrastructure (Global) Limited (GIGL)
- GMR Goa International Airport Limited (GGIAL)
- GMR Infrastructure (Overseas) Limited (GIOL)
- GMR Generation Assets Limited
- GMR Infra Developers Limited (GIDL)
- GMR Airports International B.V (GAIBV)
- GMR Nagpur International Airport Limited (GNIAL)
- GMR Airports Singapore Pte Limited
- GMR Kannur Duty Free Services Limited
- GMR Airports Greece Single Member S.A
- GMR Visakhapatnam International Airport Limited
- GMR Mining and Energy Private Limited
- GMR Hyderabad Airport Assets Limited (GHAAL)
- GMR Green Energy Private Limited (GGEPL)

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term 'group companies', includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed in this Information Memorandum, as covered under applicable accounting standards and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, all such companies with which our Company had related party transactions during the period for which financial information is disclosed in this Information Memorandum have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Additionally, pursuant to resolution passed by the board of directors of the Company, there are no other Company/ies, which are considered material and warrant disclosure as a 'Group Company'.

Based on the above, our Group Companies are as set forth below:

1. GMR Infrastructure Limited

Registered Office

701, 7th Floor, Naman Centre, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051.

Financial Performance

The financial information derived from the audited financial results of GMR Infrastructure Limited for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, 2018 are available at www.gmrinfra.com.

2. GMR Airports Limited

Registered Office

Skip House, 25/1, Museum Road, Bangalore 560025.

Financial Performance

The financial information derived from the audited financial results of GMR Airports Limited for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, 2018 are available at www.gmrairports.com.

Litigation

There are no pending litigation proceedings involving our Group Companies which have or may have a material impact on our Company except for the litigation of Demerged Undertaking of GMR Infrastructure Limited which are now the litigations of the Company in terms of the Scheme.

Nature and extent of interest of Group Company/ies

The Company was wholly owned subsidiary of GMR Infrastructure Limited prior to effectiveness of the Scheme. Except as above, our Group Companies do not have any interest in the promotion of our Company.

Our Group Companies are not interested in the properties acquired by our Company since incorporation or proposed to be acquired by our Company except for Demerged Undertaking vested to the Company from GMR Infrastructure Limited pursuant to the Scheme.

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc except for the Demerged Undertaking vested to the Company from GMR Infrastructure Limited pursuant to the Scheme.

Common pursuits

There are no common pursuits amongst our Group Companies and our Company except for business of Demerged undertaking being carried out by GMR Infrastructure Limited before the transfer of business to the Company.

Related Business Transactions within the group and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Financial Statements* **-** *Related party transaction*" on page 179, there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

Business interests or other interests

Except as disclosed in "*Financial Statements – Related party transaction*" on page 179, our Group Companies does not have any business interest in our Company except the Demerged Undertaking vested to the Company pursuant to the Scheme.

Other Confirmations

The shares of GMR Infrastructure Limited are listed on BSE and NSE. The debt instruments of GMR Airports Limited is listed on BSE.

Further, neither the securities of our Company nor of our Group Companies have been refused listing by any stock exchange in India or abroad, nor has our Company or our Group Companies have failed to meet the listing requirements of any stock exchange in India or abroad.

RELATED PARTY TRANSACTIONS

All related party transactions entered into by our Company are in the normal course of business and at arm's length basis. In terms of the Companies Act, 2013 read with the rules made thereunder, all such related parties transactions entered by the Company are approved by the Audit Committee and the Board, as applicable, from time to time.

For details on related party transactions of our Company, please refer to the Financial Statements under the section titled, "*Financial Statements – Related party transaction*" beginning on page 179 of this Information Memorandum.

DIVIDEND POLICY

Under the Companies Act, 2013, a company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company has a formal dividend distribution policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, financing requirement, and other relevant factors and approved by the Equity Shareholders at their discretion but not limited to the earnings, applicable legal restrictions etc.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the record date are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company was incorporated on May 17, 2019 and did not carry out any business activities. Accordingly, as on the date of this Information Memorandum, our Company has not paid any dividend on its Equity Shares.

SECTION VI – FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

In accordance with the SEBI ICDR Regulations, the Financial Statements are available on our website at www.gmrpui.com

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Walker Chandiok & Co LLP
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New Delhi – 110 001
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Independent Auditor's report on the compilation of Pro Forma Condensed Consolidated Financial Information to be included in the Information Memorandum of Proposed listing of Equity shares by GMR Power and Urban Infra Limited

To,
The Board of Directors,
GMR Power and Urban Infra Limited
Naman Center, 7th Floor,
Plot No. C-31, G Block,
Bandra Kurla Complex,
Mumbai, Maharashtra- 400051

Dear Sirs,

1. We have completed our assurance engagement to report on the compilation of Pro Forma Condensed Consolidated Financial Information of GMR Power and Urban Infra Limited ('the Holding Company') and its subsidiaries, its associates and joint ventures (the Holding Company and its subsidiaries, its associates and Joint ventures together referred to as '**the Group'**). The Pro Forma Condensed Consolidated Financial Information consists of the Pro Forma Condensed Consolidated Balance Sheet as at 30 September 2021, the Pro Forma Condensed Consolidated Financial Information Statement of Profit and Loss for the six months period ended 30 September 2021, and related notes (hereinafter referred as 'Pro Forma Condensed Consolidated Financial Information'). The applicable criteria on the basis of which the management has compiled the Pro Forma Condensed Consolidated Financial Information is specified in the 'Basis of Preparation' paragraph as described in note 2 to the Pro Forma Condensed Consolidated Financial Information.

2. The Pro Forma Condensed Consolidated Financial Information has been compiled by Management to illustrate the impact of the demerger of the non-airport business of GMR Infrastructure Limited ('GIL') and its subsidiaries, its associates and joint ventures (GIL and its subsidiaries, its associates and Joint ventures together referred to as 'the GIL Group') into GMR Power and Urban Infra Limited, subsidiary of GIL and merger of GPUIL and GMR Power Infra Limited ('GPIL') as per the Composite Scheme of Amalgamation and Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') as approved by National Company Law Tribunal vide order dated 22 December 2021, on the Group's financial position as at 30 September 2021 and the Group's financial performance for the six months period ended 30 September 2021 as if the demerger had taken place at 1 April 2021. As a part of this process, information about the Group's financial position and financial performance has been extracted by Management from the GIL Group's consolidated unaudited condensed interim financial statements for six months period ended 30 September 2021, on which we have issued a qualified conclusion vide our review report dated 12 November 2021.

Management's Responsibility for the Pro Forma Condensed Consolidated Financial Information

3. The Management is responsible for compiling the Pro Forma Condensed Consolidated Financial Information on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information and the same has been approved by the Board of Directors of the Holding Company. Management's responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Pro Forma Condensed Consolidated Financial Information on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Holding Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Pro Forma Condensed Consolidated Financial Information.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, about whether the Pro Forma Condensed Consolidated Financial Information of the Group has been compiled, in all material respects, by the Management on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information.

5. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the pro forma Condensed Consolidated financial Information on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Condensed Consolidated Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Condensed Consolidated Financial Information.

7. The purpose of Pro Forma Condensed Consolidated Financial Information included in an information memorandum is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as at 30 September 2021 or for the six months period ended 30 September 2021 would have been as presented.

8. A reasonable assurance engagement to report on whether the Pro Forma Condensed Consolidated Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Pro Forma Condensed Consolidated Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:
   - The related pro forma adjustments give appropriate effect to those criteria; and
   - The Pro Forma Condensed Consolidated Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

9. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Pro Forma Condensed Consolidated Financial Information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

10. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Basis for Qualified Opinion

11. The Pro Forma Condensed Consolidated Financial Information is compiled based on the consolidated unaudited condensed interim financial statements (reviewed by us as per Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity") of the GIL Group for the six months period ended 30 September 2021, on which we expressed a qualified conclusion on the following matters that may correspondingly impact the accompanying Pro Forma Condensed Consolidated Financial Information:

    (i) adjustments, if any, that maybe required to the carrying value of the outstanding loan given to GMR Energy Limited ('GEL'), a joint venture company, amounting to Rs. 997.66 crores as on 30 September 2021 and to the carrying value of non-current investment in GEL amounting to Rs. 1,122.52 crores as at 30 September 2021, and

    (ii) further provisions, if any, required to be made towards GIL's obligations which may arise as a result of corporate guarantees given for loans including Cumulative Redeemable Preference Shares ('CRPS') outstanding in GMR Rajahmundry Energy Limited, an associate company of GMR Generation Assets Limited, wholly owned subsidiary of GIL amounting to Rs. 2,054.83 crores as at 30 September 2021.

Qualified Opinion

12. In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section above, the Pro Forma Condensed Consolidated Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information.

Emphasis of Matters

13. The Pro Forma Condensed Consolidated Financial Information is compiled based on the consolidated unaudited condensed interim financial statements (reviewed by us as per SRE 2410) of the GIL Group for the six months period ended 30 September 2021, wherein we had included the following Emphasis of Matters, as also considered relevant for the accompanying Pro Forma Condensed Consolidated Financial Information:

    (i) Uncertainities due to COVID-19 pandemic and management's evaluation of the impact on the financial statements;

    (ii) Investments made by GIL in GMR Warora Energy Limited ('GWEL') through GEL amounting to Rs. 1,122.52 crores as at 30 September 2021 read with paragraph 11(i) above in relation to the recoverability being dependent on various claims, counter claims and other receivables from customers of GWEL and certain other key assumptions considered in the valuation performed by an external expert;

    (iii) Ongoing litigations in GMR Power Corporation Limited ('GPCL'), (an erstwhile step down subsidiary of GIL, now merged with GMR Generation Assets Limited ('GGAL'), subsidiary of GIL with respect to certain claims and counter claims filed by GPCL and Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO);

    (iv) Ongoing arbitration proceedings for compensation of losses incurred by GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') and GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL'), step-down subsidiaries of GIL with National Highways Authority of India (NHAI), dispute between GHVEPL and NHAI in relation to the restriction of concession period by NHAI indicating withdrawal of six laning of the highway project and thereby recoverability of carriage ways having carrying value of Rs. 338.16 crore and Rs. 1,889.42 crores as at 30 September 2021 for GACEPL and GHVEPL respectively;

    (v) Uncertainty in relation to the outcome of tax assessment in GMR Male International Airport Private Limited, step-down subsidiary of GIL;

    (vi) Recoverability of sale consideration receivable pursuant to the sale of equity stake and inter-corporate deposits given to Kakinada SEZ Limited ('KSEZ') which is dependent on the achievement of the milestones.

Our opinion is not modified in respect of these above matters.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Restrictions on Use

14. This report should not in any way be construed as a reissuance or redating of any of the previous audit report and review report issued by us. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the Board of Directors for inclusion in the Information Memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Neeraj Sharma
Partner
Membership No.: 502103

UDIN: 22502103AAAAAX5890

Place: New Delhi
Date: 21 January 2022

GMR POWER AND URBAN INFRA LIMITED
Pro Forma Condensed Consolidated Balance Sheet as at 30 September 2021
All amounts are in INR crores, unless otherwise stated

	GPUIL standalone before demerger (A)	Demerger adjustments (B)	Other adjustments (C)	GPUIL after demerger (A+B+C)
Assets				
Non-current assets				
Property, plant and equipment	-	112.94	172.14	285.08
Right of use asset	-	-	6.98	6.98
Investment property	-	-	555.70	555.70
Other intangible assets	-	3.19	2,233.35	2,236.54
Investments accounted for using equity method	-	2,990.86	1,986.42	4,977.28
Financial assets				
Investments	100.00	-	8.12	108.12
Trade receivables	-	166.69	0.61	167.30
Loans	114.64	1,943.08	(941.04)	1,116.68
Other financial assets	-	284.62	1,038.36	1,322.98
Non-current tax assets (net)	-	0.00	14.83	14.83
Deferred tax assets (net)	-	864.06	(859.83)	4.23
Other non-current assets	-	4.84	23.39	28.23
	214.64	**6,370.28**	**4,239.03**	**10,823.95**
Current assets				
Inventories	-	108.96	2.74	111.70
Financial assets	-	-		
Investments	-	0.20	90.42	90.62
Trade Receivables	-	110.88	517.34	628.22
Cash and cash equivalents	0.04	0.52	164.99	165.55
Bank balances other than cash and cash equivalents	-	58.30	40.79	99.09
Loans	240.60	370.74	327.55	938.89
Other financial assets	0.36	1,060.86	440.66	1,501.88
Other current assets	-	96.14	62.27	158.41
	241.00	**1,806.60**	**1,646.76**	**3,694.36**
Assets classified as held for sale	-	-	430.21	430.21
	241.00	**1,806.60**	**2,076.97**	**4,124.57**
Total assets	**455.64**	**8,176.88**	**6,316.00**	**14,948.52**
Equity and liabilities				
Equity				
Equity share capital	0.10	-	-	0.10
Other equity	186.95	1,106.21	(2,603.44)	(1,310.28)
Equity attributable to the equity holders of the parent	187.05	1,106.21	(2,603.44)	(1,310.18)
Non-controlling interests	-	-	(44.35)	(44.35)
Total equity	**187.05**	**1,106.21**	**(2,647.79)**	**(1,354.53)**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	68.49	3,626.99	3,884.33	7,579.81
Lease liabilities	-	-	4.86	4.86
Other financial liabilities	-	96.61	239.71	336.32
Provisions	-	4.40	37.75	42.15
Other non-current liabilities	-	-	2.16	2.16
	68.49	**3,728.00**	**4,168.81**	**7,965.30**
Current liabilities				
Financial liabilities				
Borrowings	200.00	1,123.94	2,183.24	3,507.18
Trade payables	0.01	500.70	1,487.85	1,988.56
Lease liabilities	-	-	7.27	7.27
Other current financial liabilities	0.09	1,648.04	271.99	1,920.12
Provisions	-	0.62	738.77	739.39
Other current liabilities	-	69.37	70.78	140.15
Current tax liabilities (net)	-	-	12.67	12.67
	200.10	**3,342.67**	**4,772.57**	**8,315.34**
Liabilities directly associated with assets classified as held for sale	-	-	22.41	22.41
	200.10	**3,342.67**	**4,794.98**	**8,337.75**
Total liabilities	**268.59**	**7,070.67**	**8,963.79**	**16,303.05**
Total equity and liabilities	**455.64**	**8,176.88**	**6,316.00**	**14,948.52**

For and on behalf of the Board of Directors of GMR Power and Urban Infra Limited

Grandhi Kiran Kumar
Director
DIN: 00061669
Place: DUBAI
Date: 21/01/2022

M.V.Srinivas
Director
DIN: 02477894
Place: NEW DELHI
Date: 21/01/2022

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR POWER AND URBAN INFRA LTD. ★

GMR POWER AND URBAN INFRA LIMITED

Pro Forma Condensed Consolidated Statement of Profit and Loss for the six months period ended 30 September 2021

All amounts are in INR crores, unless otherwise stated

	GPUIL standalone before demerger (A)	Demerger adjustments (B)	Other adjustments (C)	GPUIL after demerger (A+B+C)
Continuing operations				
Income				
Revenue from operations:				
Revenue from contracts with customers	-	579.35	1,211.35	1,790.70
Other operating income	-	200.88	(200.29)	0.59
Finance Income	-	-	135.34	135.34
Other income	0.97	5.08	77.69	83.74
Total income	**0.97**	**785.31**	**1,224.09**	**2,010.37**
Expenses				
Revenue share paid/payable to concessionaire grantors	-	-	69.39	69.39
Cost of material consumed	-	324.73	0.00	324.73
Purchase of traded goods	-	-	940.57	940.57
Sub-contracting expenses	-	148.92	25.24	174.16
Employee benefit expenses	-	9.66	20.80	30.46
Other expenses	0.01	47.12	90.55	137.68
Depreciation and amortisation expenses	-	9.72	43.05	52.77
Finance costs	0.54	296.38	364.90	661.82
Total expenses	**0.55**	**836.53**	**1,554.50**	**2,391.58**
(Loss)/ profit before share of net loss of investments accounted for using equity method, exceptional items and tax from continuing operations	0.42	(51.22)	(330.41)	(381.21)
Share of net (loss)/profit of investments accounted for using equity method (net)	-	-	112.86	112.86
(Loss)/ profit before exceptional items and tax from continuing operations	0.42	**(51.22)**	**(217.55)**	**(268.35)**
Exceptional items	-	590.87	(53.87)	537.00
(Loss)/ profit before tax from continuing operations	**0.42**	**539.65**	**(271.42)**	**268.65**
Tax expenses of continuing operations				
Current tax	-	-	46.42	46.42
Adjustments of tax relating to earlier periods	-	-	4.03	4.03
Deferred tax credit	-	-	0.10	0.10
Profit / (loss) after tax from continuing operations	**0.42**	**539.65**	**(321.97)**	**218.10**
Discontinued operations				
Profit from discontinued operations before tax expenses	-	-	0.26	0.26
Tax expense of discontinued operations	-	-	-	-
Profit after tax from discontinued operations	-	-	**0.26**	**0.26**
Profit / (loss) for the period (A)	**0.42**	**539.65**	**(321.71)**	**218.36**
Other comprehensive income				
Other comprehensive income to be reclassified to profit or loss in subsequent periods:				
Exchange differences on translation of foreign operations	-	-	24.49	24.49
Income tax effect	-	-	-	-
	-	-	**24.49**	**24.49**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-measurement gains (losses) on post employment defined benefit plans	-	(0.45)	0.06	(0.39)
Income tax effect			-	-
Net loss on fair valuation through other comprehensive income ('FVTOCI') of equity securities	-	(147.15)	147.15	-
Income tax	-	34.28	(34.28)	-
Total				
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	-	**(113.32)**	**112.93**	**(0.39)**
Other comprehensive income for the period, net of tax (B)	-	**(113.32)**	**137.42**	**24.10**
Total comprehensive income for the period (A+B)	**0.42**	**426.33**	**(184.29)**	**242.46**

For and on behalf of the Board of Directors of

GMR Power and Urban Infra Limited

Grandhi Kiran Kumar
Director
DIN: 00061669
Place: DUBAI
Date: 21/01/2022

Srinivas

M.V.Srinivas
Director
DIN: 02477894
Place: NEW DELHI
Date: 21/01/2022

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

POWER AND URBAN INFRA

NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

1. Background information

GMR Power And Urban Infra Limited ('GPUIL'/the Company) is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The GPUIL is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

GMR Infrastructure Limited ('GIL') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the GIL is Naman Centre, 7th Floor, opposite Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

The Composite Scheme of Arrangement amongst GMR Power Infra (GPIL), GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 22 December 2021. The said NCLT order was filed with the Registrar of Companies by GIL and the Company on 31 December 2021, thereby making the Scheme effective. The Scheme was aimed at demerger of "Urban Infrastructure Business" and "EPC Business" of GMR Infrastructure Limited into GPUIL. Pursuant to the effectiveness of Scheme, the Urban Infrastructure Business and EPC Business operated by GMR Infrastructure Limited stands demerged in GPUIL and Airport Business ('Airport Group') shall be retained by the GIL.

Refer Annexure 1 for the list of subsidiaries, associates and joint ventures of GPUIL pursuant to the aforesaid scheme included in the Pro Forma Condensed Consolidated Financial Information

GIL and its subsidiaries, associates, joint ventures and jointly controlled operations (hereinafter collectively referred to as 'the Group'/'GIL Group') comprise of Airport Business and Urban Infrastructure Business/Non Airport Business defined below:

Airport Business includes the business of developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, as an airport operator or an airport, project management, infrastructure services, food and beverages services in India and/or outside India whether undertaken directly or through various subsidiaries, associates and jointly controlled entities, ground handling operations, cargo handling operations, aviation fuel farms of, duty free services, maintenance, repair or overhaul facilities, commercial property development, advertising, retail, hotel and car park facilities, each in relation to airports, and shall deem to include activity of investing in special purpose vehicles engaged in any of the above.

Urban Infrastructure Business/ Non Airport Business means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking.

Pro Forma financial information: The consolidated Proforma financial information of GPUIL has been prepared to reflect the effect of Composite Scheme of Amalgamation and Arrangement amongst GIL, GMR Power Infra Limited ('GPIL'), GMR Power and Urban Infra Limited ('GPUIL') and their respective shareholders) whereby GPIL shall amalgamate with GIL followed by demerger of the business operations (the 'Demerger Transaction') wherein Airport Business ('Airport Group') shall be retained by the GIL and the Urban Infrastructure Business ('Non-Airport Group') shall be demerged into GPUIL.

The assets and liabilities to be demerged as a part of GPUIL representing the Non-Airport Group have been identified from the GILs Consolidated Unaudited Condensed Interim Financial Statements by the management on the following basis:

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR POWER AND URBAN INFRA LTD *

1) All assets, including investments in subsidiaries, associates and joint ventures, related to the Urban Infrastructure Business are forming part of Non-Airport Group.
2) All liabilities other than borrowings specifically related to the Urban Infrastructure Business are forming part of Non-Airport Group.
3) All borrowings specifically related to Urban Infrastructure Business are forming part of Non-Airport Group.
4) All other borrowings not specifically related to Airport Business are forming part of Non-Airport Group in proportion to its total assets.

2. Basis of Preparation

The Pro-forma condensed consolidated financial information for the periods presented has been prepared from GIL Group's Consolidated Unaudited Condensed Interim Financial Statements for six months period ended 30 September 2021 (together hereinafter referred to as 'historical consolidated financial information').

The historical consolidated financial information of the GIL Group has been adjusted in the Pro Forma Condensed Consolidated Financial Information to reflect the effect of demerger of the Non-Airport Business of GIL Group as per the Composite Scheme of Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement'). The Pro Forma Condensed Consolidated Financial Information has been prepared and presented basis the identification of assets and liabilities as a part of the Scheme as stated in the background section.

The Pro Forma Condensed Consolidated Financial Information has been derived from GIL Group's Consolidated Unaudited Condensed Interim Financial Statements (reviewed by auditors as per SRE 2410) for the six month ended 30 September 2021 and therefore are based on same accounting policies as applicable to the last annual financial statements of the GIL Group which are based on Indian Accounting Standards as prescribed under Section 133 of the Companies Act 2013. The Pro Forma Condensed Consolidated Statement of Profit and Loss has been prepared to give effect to the arrangement as if it occurred on 30 September 2021 and does not give effect to any other transaction other than the Arrangement. The Pro Forma Condensed Consolidated Balance Sheet has been prepared to give effect to the arrangement as if it occurred on 30 September 2021.

The Pro Forma Condensed Consolidated Financial Information has been prepared for the purpose of inclusion in the information memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company.

The Pro Forma Condensed Consolidated Financial Information has been prepared based upon the available information and assumptions that the Company believes to be reasonable and in accordance with "Guide to Reporting on Pro Forma Financial Statements" issued by Institute of Chartered Accountants of India (ICAI) and in accordance with "Guidance Note on Combined and Carve-Out Financial Statements" issued by the ICAI.

The final amounts of assets and liabilities transferred pursuant to demerger may differ from those presented in the Pro Forma Condensed Consolidated Financial Information as such balances will be determined on the Scheme becoming effective. This may result in significant variation to the result of operations and financial position presented in the Pro Forma Condensed Consolidated Financial Information.

3. Demerger adjustments

To arrive at the Pro Forma Condensed Consolidated Financial Information following adjustments were made to the Special Purpose Unaudited Financial Information of the Company (reviewed by auditors as per SRE 2410) for the quarter and six-month period ended 30 September 2021 and Consolidated Unaudited

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GMR POWER AND URBAN INFRA LTD. *

NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

Quarterly Financial Results and Year to Date Results of GIL for the quarter and period ended 30 September 2021:

Adjustments for assets, liabilities and transactions forming part of Non-Airport Group:

i) Balance sheet: The balance sheet date carrying amounts of all assets and liabilities which now become part of Non-Airport Group in pursuant to the Scheme has been added to the corresponding numbers of the Company

ii) Statement of profit and loss: Effects of transactions related to the Non Airport Group were added.

4. Other adjustments:

Other adjustments includes the Subsidiaries, JVs and associates of Non Airport Group consolidated with GPUIL after giving effect of Scheme.

5. Upon Scheme becoming effective, the Company shall allot 603,594,528 equity shares of Rs. 5/- each aggregating Rs. 301.79 Cr to the shareholders of GMR Infrastructure Limited (GIL), Demerged Company as per share entitlement ration provided in Clause 30.1 of the Scheme. Further the existing paid share capital of the Company held by GIL would stand cancelled in terms of Clause 29 of the Scheme.

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GMR POWER AND URBAN INFRA LTD

NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

Annexure 1
List of subsidiaries, associates and joint ventures included in the Special Purpose Consolidated Unaudited Condensed Interim Financial Statements

S.No.	Name of the entity	Relation
1	GMR Power and Urban Infra Limited (GPUIL)	Holding Company-Non Airport
2	GMR Energy Trading Limited (GETL)	Subsidiary
3	GMR Londa Hydropower Private Limited (GLHPPL)	Subsidiary
4	GMR Generation Assets Limited (GGAL)	Subsidiary
5	GMR Power Infra Limited (GPIL)	Subsidiary
6	GMR Highways Limited (GMRHL)	Subsidiary
7	GMR Tambaram Tindivanam Expressways Limited (GTTEL)	Subsidiary
8	GMR Tuni Anakapalli Expressways Limited (GTAEL)	Subsidiary
9	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)	Subsidiary
10	GMR Pochanpalli Expressways Limited (GPEL)	Subsidiary
11	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	Subsidiary
12	GMR Chennai Outer Ring Road Private Limited (GCORRPL)	Subsidiary
13	Gateways for India Airports Private Limited (GFIAL)	Subsidiary
14	GMR Aerostructure Services Limited (GASL)	Subsidiary
15	GMR Aviation Private Limited (GAPL)	Subsidiary
16	GMR Krishnagiri SIR Limited (GKSIR)	Subsidiary
17	Advika Properties Private Limited (APPL)	Subsidiary
18	Aklima Properties Private Limited (AKPPL)	Subsidiary
19	Amartya Properties Private Limited (AMPPL)	Subsidiary

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NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
20	Baruni Properties Private Limited (BPPL)	Subsidiary
21	Bougainvillea Properties Private Limited (BOPPL)	Subsidiary
22	Camelia Properties Private Limited (CPPL)	Subsidiary
23	Deepesh Properties Private Limited (DPPL)	Subsidiary
24	Eila Properties Private Limited (EPPL)	Subsidiary
25	Gerbera Properties Private Limited (GPL)	Subsidiary
26	Lakshmi Priya Properties Private Limited (LPPPL)	Subsidiary
27	Honeysuckle Properties Private Limited (HPPL)	Subsidiary
28	Idika Properties Private Limited (IPPL)	Subsidiary
29	Krishnapriya Properties Private Limited (KPPL)	Subsidiary
30	Larkspur Properties Private Limited (LAPPL)	Subsidiary
31	Nadira Properties Private Limited (NPPL)	Subsidiary
32	Padmapriya Properties Private Limited (PAPPL)	Subsidiary
33	Prakalpa Properties Private Limited (PPPL)	Subsidiary
34	Purnachandra Properties Private Limited (PUPPL)	Subsidiary
35	Shreyadita Properties Private Limited (SPPL)	Subsidiary
36	Pranesh Properties Private Limited (PRPPL)	Subsidiary
37	Sreepa Properties Private Limited (SRPPL)	Subsidiary
38	Radhapriya Properties Private Limited (RPPL)	Subsidiary
39	Asteria Real Estates Private Limited (AREPL)	Subsidiary
40	Lantana Properies Private Limited (LPPL)	Subsidiary

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(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
41	Namitha Real Estates Private Limited (NREPL)	Subsidiary
42	Honey Flower Estates Private Limited (HFEPL)	Subsidiary
43	GMR SEZ & Port Holdings Limited (GSPHL)	Subsidiary
44	Suzone Properties Private Limited (SUPPL)	Subsidiary
45	Lilliam Properties Private Limited (LPPL)	Subsidiary
46	Dhruvi Securities Private Limited (DSPL)	Subsidiary
47	Kakinada SEZ Limited (KSL) (Refer Note 1)	Subsidiary
48	Kakinada Gateway Port Limted (KGPL) (Refer Note 1)	Subsidiary
49	GMR Energy (Cyprus) Limited (GECL)	Subsidiary
50	GMR Energy Projects (Mauritius) Limited (GEPML)	Subsidiary
51	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Subsidiary
52	GMR Coal Resources Pte Limited (GCRPL)	Subsidiary
53	GADL International Limited (GADLIL)	Subsidiary
54	GMR Male International Airport Private Limited (GMIAL)	Subsidiary
55	GMR Infrastructure (Mauritius) Limited (GIML)	Subsidiary
56	GMR Infrastructure (Cyprus) Limited (GICL)	Subsidiary
57	GMR Infrastructure Overseas Limited, Malta (GIOL)	Subsidiary
58	GMR Infrastructure (UK) Limited (GIUL)	Subsidiary
59	GMR Infrastructure (Global) Limited (GIGL)	Subsidiary
60	GMR Energy (Global) Limited (GEGL) (Refer Note 1)	Subsidiary
61	Indo Tausch Trading DMCC (ITTD)	Subsidiary

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(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
62	GMR Infrastructure (Overseas) Limited (GI(O)L)	Subsidiary
63	GMR Mining & Energy Private Limited (GMEL)	Subsidiary
64	Megawide GISPL Construction Joint Venture (MGCJV)	Joint Operation
65	GMR Energy Limited (GEL)	Joint venture
66	GMR Energy (Mauritius) Limited (GEML)	Joint venture
67	GMR Lion Energy Limited (GLEL)	Joint venture
68	Karnali Transmission Company Private Limited (KTCPL)	Joint venture
69	GMR Kamalanga Energy Limited (GKEL)	Joint venture
70	GMR Vemagiri Power Generation Limited (GVPGL)	Joint venture
71	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)	Joint venture
72	GMR Consulting Services Limited (GCSL)	Joint venture
73	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	Joint venture
74	GMR Warora Energy Limited (GWEL)	Joint venture
75	GMR Bundelkhand Energy Private Limited (GBEPL)	Joint venture
76	GMR Rajam Solar Power Private Limited (GRSPPL)	Joint venture
77	GMR Maharashtra Energy Limited (GMAEL)	Joint venture
78	GMR Gujarat Solar Power Limited (GGSPL)	Joint venture
79	GMR Indo-Nepal Energy Links Limited (GINELL)	Joint venture
80	GMR Indo-Nepal Power Corridors Limited (GINPCL)	Joint venture
81	GMR Tenaga Operations and Maintenance Private Limited (GTOM)	Joint venture
82	Rampia Coal Mine and Energy Private Limited (RCMEPL)	Joint venture

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NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
83	GMR Upper Karnali Hydropower Limited (GUKPL)	Joint venture
84	Marsyangdi Transmission Company Private Limited (MTCPL)	Joint venture
85	PT Golden Energy Mines Tbk (PTGEMS)	Joint venture
86	PT Dwikarya Sejati Utma (PTDSU)	Joint venture
87	PT Duta Sarana Internusa (PTDSI)	Joint venture
88	PT Barasentosa Lestari (PTBSL)	Joint venture
89	PT Unsoco (Unsoco)	Joint venture
90	PT Roundhill Capital Indonesia (RCI)	Joint venture
91	PT Borneo Indobara (BIB)	Joint venture
92	PT Kuansing Inti Makmur (KIM)	Joint venture
93	PT Karya Cemerlang Persada (KCP)	Joint venture
94	PT Bungo Bara Utama (BBU)	Joint venture
95	PT Bara Harmonis Batang Asam (BHBA)	Joint venture
96	PT Berkat Nusantara Permai (BNP)	Joint venture
97	PT Tanjung Belit Bara Utama (TBBU)	Joint venture
98	PT Trisula Kencana Sakti (TKS)	Joint venture
99	PT Era Mitra Selaras (EMS)	Joint venture
100	PT Wahana Rimba Lestari (WRL)	Joint venture
101	PT Berkat Satria Abadi (BSA)	Joint venture
102	GEMS Trading Resources Pte Limited (GEMSCR)	Joint venture
103	PT Kuansing Inti Sejahtera (KIS)	Joint venture

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S.No.	Name of the entity	Relation
104	PT Bungo Bara Makmur (BBM)	Joint venture
105	PT GEMS Energy Indonesia (PTGEI)	Joint venture
106	PT Karya Mining Solution (KMS)	Joint venture
107	GIL SIL JV	Joint venture
108	GMR Rajahmundry Energy Limited (GREL)	Associate

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GMR POWER AND URBAN INFRA LTD *

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Independent Auditor's report on the compilation of Pro Forma Condensed Consolidated Financial Information to be included in the Information Memorandum of Proposed listing of Equity shares by GMR Power and Urban Infra Limited

To,
The Board of Directors,
GMR Power and Urban Infra Limited
Naman Center, 7th Floor,
Plot No. C-31, G Block,
Bandra Kurla Complex,
Mumbai, Maharashtra- 400051

Dear Sirs,

1. We have completed our assurance engagement to report on the compilation of Pro Forma Condensed Consolidated Financial Information of GMR Power and Urban Infra Limited ('the Holding Company') and its subsidiaries, its associates and joint ventures (the Holding Company and its subsidiaries, its associates and Joint ventures together referred to as '**the Group**'). The Pro Forma Condensed Consolidated Financial Information consists of the Pro Forma Condensed Consolidated Balance Sheet as at 31 March 2021, the Pro Forma Condensed Consolidated Financial Information Statement of Profit and Loss for the year ended 31 March 2021, and related notes (hereinafter referred as 'Pro Forma Condensed Consolidated Financial Information'). The applicable criteria on the basis of which the management has compiled the Pro Forma Condensed Consolidated Financial Information is specified in the 'Basis of Preparation' paragraph as described in note 2 to the Pro Forma Condensed Consolidated Financial Information.

2. The Pro Forma Condensed Consolidated Financial Information has been compiled by Management to illustrate the impact of the demerger of the non-airport business of GMR Infrastructure Limited ('GIL') and its subsidiaries, its associates and joint ventures (GIL and its subsidiaries, its associates and Joint ventures together referred to as 'the GIL Group') into GMR Power and Urban Infra Limited, subsidiary of GIL and merger of GPUIL and GMR Power Infra Limited ('GPIL') as per the Composite Scheme of Amalgamation and Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') as approved by National Company Law Tribunal vide order dated 22 December 2021, on the Group's financial position as at 31 March 2021 and the Group's financial performance for the year ended 31 March 2021 as if the demerger had taken place at 31 March 2021. As a part of this process, information about the Group's financial position and financial performance has been extracted by Management from the GIL Group's consolidated financial statements for the year ended 31 March 2021, on which we have issued a qualified audit opinion vide our audit report dated 18 June 2021.

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Management's Responsibility for the Pro Forma Condensed Consolidated Financial Information

3. The Management is responsible for compiling the Pro Forma Condensed Consolidated Financial Information on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information and the same has been approved by the Board of Directors of the Holding Company. Management's responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Pro Forma Condensed Consolidated Financial Information on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Holding Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Pro Forma Condensed Consolidated Financial Information.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, about whether the Pro Forma Condensed Consolidated Financial Information of the Group has been compiled, in all material respects, by the Management on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information.

5. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the pro forma Condensed Consolidated financial Information on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Condensed Consolidated Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Condensed Consolidated Financial Information.

7. The purpose of Pro Forma Condensed Consolidated Financial Information included in an information memorandum is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as at 31 March 2021 or for the year ended 31 March 2021 would have been as presented.

8. A reasonable assurance engagement to report on whether the Pro Forma Condensed Consolidated Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Pro Forma Condensed Consolidated Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:
   - The related pro forma adjustments give appropriate effect to those criteria; and
   - The Pro Forma Condensed Consolidated Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

9. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Pro Forma Condensed Consolidated Financial Information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

10. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

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Basis for Qualified Opinion

11. The Pro Forma Condensed Consolidated Financial Information is compiled based on the audited consolidated financial statements of the GIL Group for the year ended 31 March 2021, on which we expressed a qualified opinion on the following matters that may correspondingly impact the accompanying Pro Forma Condensed Consolidated Financial Information:

    (i) adjustments, if any, that maybe required to the carrying value of the outstanding loan given to GMR Energy Limited ('GEL'), a joint venture company, amounting to Rs. 745.12 crores as on 31 March 2021 and to the carrying value of non-current investment in GEL amounting to Rs. 1,272.32 crores as at 31 March 2021, and

    (ii) further provisions, if any, required to be made towards GIL's obligations which may arise as a result of corporate guarantees given for loans including Cumulative Redeemable Preference Shares ('CRPS') outstanding in GMR Rajahmundry Energy Limited, an associate company of GMR Generation Assets Limited, wholly owned subsidiary of GIL amounting to Rs. 2,056:59 crores as at 31 March 2021.

Qualified Opinion

12. In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section above, the Pro Forma Condensed Consolidated Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Consolidated Financial Information.

Emphasis of Matters

13. The Pro Forma Condensed Consolidated Financial Information is compiled based on the audited consolidated financial statements of the GIL Group for the year ended 31 March 2021, wherein we had included the following Emphasis of Matters, as also considered relevant for the accompanying Pro Forma Condensed Consolidated Financial Information:

    (i) Uncertainities due to COVID-19 pandemic and management's evaluation of the impact on the financial statements;

    (ii) Investments made by GIL in GMR Warora Energy Limited ('GWEL') through GEL amounting to Rs. 1,272.32 crores as at 31 March 2021 read with paragraph 11(i) above in relation to the recoverability being dependent on various claims, counter claims and other receivables from customers of GWEL and certain other key assumptions considered in the valuation performed by an external expert;

    (iii) Ongoing litigations in GMR Power Corporation Limited ('GPCL'), (an erstwhile step down subsidiary of GIL, now merged with GMR Generation Assets Limited ('GGAL'), subsidiary of GIL with respect to certain claims and counter claims filed by GPCL and Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO);

    (iv) Ongoing arbitration proceedings for compensation of losses incurred by GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') and GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL'), step-down subsidiaries of GIL with National Highways Authority of India (NHAI), dispute between GHVEPL and NHAI in relation to the restriction of concession period by NHAI indicating withdrawal of six laning of the highway project and thereby recoverability of carriage ways having carrying value of Rs. 338.18 crores and Rs. 1,923.00 crores as at 31 March 2021 for GACEPL and GHVEPL respectively;

    (v) Uncertainty in relation to the outcome of tax assessment in GMR Male International Airport Private Limited, step-down subsidiary of GIL;

    (vi) Recoverability of sale consideration receivable pursuant to the sale of equity stake and inter-corporate deposits given to Kakinada SEZ Limited ('KSEZ') which is dependent on the achievement of the milestones.

Our opinion is not modified in respect of these above matters.

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Restrictions on Use

14. This report should not in any way be construed as a reissuance or redating of any of the previous audit report and review report issued by us. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the Board of Directors for inclusion in the Information Memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Neeraj Sharma
Partner
Membership No.: 502103

UDIN: 22502103AAAAAW9269

Place: New Delhi
Date: 21 January 2022

GMR POWER AND URBAN INFRA LIMITED

Pro Forma Condensed Consolidated Balance Sheet as at 31 March 2021

All amounts are in INR crores, unless otherwise stated

	GPUIL standalone before demerger (A)	Demerger adjustments (B)	Other adjustments (C)	GPUIL after demerger (A+B+C)
Assets				
Non-current assets				
Property, plant and equipment	-	122.16	205.17	327.33
Right of use asset	-	-	13.24	13.24
Capital work-in-progress		-	-	-
Investment property	-	-	534.51	534.51
Other intangible assets	-	3.35	2,267.21	2,270.56
Investments accounted for using equity method	-	3,192.88	1,775.79	4,968.67
Financial assets				
Investments	-	-	106.56	106.56
Trade receivables	-	146.91	0.59	147.50
Loans	-	1,328.83	(193.58)	1,135.25
Other financial assets	-	569.03	1,102.56	1,671.59
Non-current tax assets (net)	-	0.00	27.24	27.24
Deferred tax assets (net)	-	829.83	(825.49)	4.34
Other non-current assets	-	4.84	29.22	34.06
	-	**6,197.83**	**5,043.02**	**11,240.85**
Current assets				
Inventories		78.68	2.33	81.01
Financial assets				
Investments	-	0.20	430.35	430.55
Trade Receivables	-	333.67	511.05	844.72
Cash and cash equivalents	0.01	24.15	162.09	186.25
Bank balances other than cash and cash equivalents	-	27.65	54.32	81.97
Loans	-	597.88	75.24	673.12
Other financial assets	-	626.83	760.78	1,387.61
Other current assets	-	115.23	57.28	172.51
	0.01	**1,804.29**	**2,053.44**	**3,857.74**
Assets classified as held for sale	-	-	314.35	314.35
	0.01	**1,804.29**	**2,367.79**	**4,172.09**
Total assets	**0.01**	**8,002.12**	**7,410.81**	**15,412.94**
Equity and liabilities				
Equity				
Equity share capital	0.10	-	-	0.10
Other equity	(0.42)	701.88	(2,403.52)	(1,702.06)
Equity attributable to the equity holders of the parent	(0.32)	701.88	(2,403.52)	(1,701.96)
Non-controlling interests	-	-	(115.75)	(115.75)
Total equity	**(0.32)**	**701.88**	**(2,519.27)**	**(1,817.71)**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	-	3,548.17	4,818.39	8,366.56
Trade payables	-	-	-	
Lease liabilities	-	-	9.33	9.33
Other financial liabilities	-	60.45	151.54	211.99
Provisions	-	3.89	37.06	40.95
Other non-current liabilities	-	-	1.40	1.40
	-	**3,612.51**	**5,017.72**	**8,630.23**
Current liabilities				
Financial liabilities				
Borrowings	-	639.33	214.98	854.31
Trade payables	0.33	506.13	1,348.27	1,854.73
Lease liabilities	-	-	9.35	9.35
Other current financial liabilities	-	2,450.07	2,019.00	4,469.07
Provisions	-	0.52	691.95	692.47
Other current liabilities	-	91.68	597.63	689.31
Current tax liabilities (net)	-	-	8.87	8.87
	0.33	**3,687.73**	**4,890.05**	**8,578.11**
Liabilities directly associated with assets classified as held for sale	-	-	22.31	22.31
	0.33	**3,687.73**	**4,912.36**	**8,600.42**
Total liabilities	**0.33**	**7,300.24**	**9,930.08**	**17,230.65**
Total equity and liabilities	**0.01**	**8,002.12**	**7,410.81**	**15,412.94**

For and on behalf of the Board of Directors of
GMR Power and Urban Infra Limited

Grandhi Kiran Kumar	Srinivas
Director	**M.V.Srinivas**
DIN: 00061669	Director
Place: DUBAI	DIN: 02477894
Date: 21/01/2022	Place: NEW DELHI
	Date: 21/01/2022

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

POWER AND URBAN INFRA

GMR POWER AND URBAN INFRA LIMITED

Pro Forma Condensed Consolidated Statement of Profit and Loss for the year ended 31 March 2021

All amounts are in INR crores, unless otherwise stated

	GPUIL standalone before demerger (A)	Demerger adjustments (B)	Other adjustments (C)	GPUIL after demerger (A+B+C)
Continuing operations				
Income				
Revenue from operations:				
Revenue from contracts with customers	-	1,055.59	1,492.72	2,548.31
Other operating income	-	386.07	(367.51)	18.56
Finance Income	-		166.36	166.36
Other income	-	18.55	312.09	330.64
Total income	-	**1,460.21**	**1,603.66**	**3,063.87**
Expenses				
Revenue share paid/payable to concessionaire grantors	-	-	124.08	124.08
Cost of material consumed	-	662.56	0.00	662.56
Purchase of traded goods	-	-	954.03	954.03
Increase in stock in trade	-	-	-	-
Sub-contracting expenses	-	194.66	102.54	297.20
Employee benefit expenses	-	22.81	40.79	63.60
Other expenses	0.03	130.94	185.36	316.33
Depreciation and amortisation expenses	-	20.61	102.33	122.94
Finance costs	-	814.11	715.03	1,529.14
Total expenses	**0.03**	**1,845.69**	**2,224.16**	**4,069.88**
(Loss)/ profit before share of net loss of investments accounted for using equity method, exceptional items and tax from continuing operations	(0.03)	(385.48)	(620.50)	(1,006.01)
Share of net (loss)/profit of investments accounted for using equity method (net)	-	-	(271.09)	(271.09)
(Loss)/ profit before exceptional items and tax from continuing operations	**(0.03)**	**(385.48)**	**(891.59)**	**(1,277.10)**
Exceptional items	-	(783.79)	(96.78)	(880.57)
(Loss)/ profit before tax from continuing operations	**(0.03)**	**(1,169.27)**	**(988.37)**	**(2,157.67)**
Tax expenses of continuing operations				
Current tax	-	-	25.70	25.70
Adjustments of tax relating to earlier periods	-	-	6.36	6.36
Deferred tax credit	-	(3.86)	(4.31)	(8.17)
(Loss)/ profit after tax from continuing operations	**(0.03)**	**(1,165.41)**	**(1,016.12)**	**(2,181.56)**
Discontinued operations				
Loss from discontinued operations before tax expenses	-	-	(0.02)	(0.02)
Tax expense of discontinued operations	-	-	-	-
Loss after tax from discontinued operations	-	-	**(0.02)**	**(0.02)**
(Loss)/ profit for the year (A)	**(0.03)**	**(1,165.41)**	**(1,016.14)**	**(2,181.58)**
Other comprehensive income				
Other comprehensive income to be reclassified to profit or loss in subsequent periods:				
Exchange differences on translation of foreign operations	-	-	(8.87)	(8.87)
Income tax effect	-	-	-	-
	-	-	**(8.87)**	**(8.87)**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-measurement gains (losses) on post employment defined benefit plans	-	0.55	0.04	0.59
Income tax effect	-	-	(0.03)	(0.03)
Net (loss)/gain on FVTOCI equity Securities	-	(516.40)	516.40	-
Income tax	-	120.30	(120.30)	-
Total				
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	-	**(395.55)**	**396.11**	**0.56**
Other comprehensive income for the year, net of tax (B)	-	**(395.55)**	**387.24**	**(8.31)**
Total comprehensive loss for the year (A+B)	**(0.03)**	**(1,560.96)**	**(628.90)**	**(2,189.89)**

For and on behalf of the Board of Directors of

GMR Power and Urban Infra Limited

Grandhi Kiran Kumar
Director
DIN: 00061669
Place: DUBAI
Date: 21/01/2022

M.V.Srinivas
Director
DIN: 02477894
Place: NEW DELHI
Date: 21/01/2022

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GMR POWER AND URBAN INFRA LTD. *

NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

1. Background information

GMR Power And Urban Infra Limited ('GPUIL'/the 'Company') is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The GPUIL is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

GMR Infrastructure Limited ('GIL') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the GIL is Naman Centre, 7th Floor, opposite Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

The Composite Scheme of Arrangement amongst GMR Power Infra (GPIL), GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 22 December 2021. The said NCLT order was filed with the Registrar of Companies by GIL and the Company on 31 December 2021, thereby making the Scheme effective. The Scheme was aimed at demerger of "Urban Infrastructure Business" and "EPC Business" of GMR Infrastructure Limited into GPUIL. Pursuant to the effectiveness of Scheme, the Urban Infrastructure Business and EPC Business operated by GMR Infrastructure Limited stands demerged in GPUIL and Airport Business ('Airport Group') shall be retained by the GIL.

Refer Annexure 1 for the list of subsidiaries, associates and joint ventures of GPUIL pursuant to the aforesaid scheme included in the Pro Forma Condensed Consolidated Financial Information

GIL and its subsidiaries, associates, joint ventures and jointly controlled operations (hereinafter collectively referred to as 'the Group'/'GIL Group') comprise of Airport Business and Urban Infrastructure Business/Non Airport Business defined below:

Airport Business includes the business of developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, as an airport operator or an airport, project management, infrastructure services, food and beverages services in India and/or outside India whether undertaken directly or through various subsidiaries, associates and jointly controlled entities, ground handling operations, cargo handling operations, aviation fuel farms of, duty free services, maintenance, repair or overhaul facilities, commercial property development, advertising, retail, hotel and car park facilities, each in relation to airports, and shall deem to include activity of investing in special purpose vehicles engaged in any of the above.

Urban Infrastructure Business/ Non Airport Business means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking.

Pro Forma financial information: The consolidated Proforma financial information of GPUIL has been prepared to reflect the effect of Composite Scheme of Amalgamation and Arrangement amongst GIL, GMR Power Infra Limited ('GPIL'), GMR Power and Urban Infra Limited ('GPUIL') and their respective shareholders) whereby GPIL shall amalgamate with GIL followed by demerger of the business operations (the 'Demerger Transaction') wherein Airport Business ('Airport Group') shall be retained by the GIL and the Urban Infrastructure Business ('Non-Airport Group') shall be demerged into GPUIL.

The assets and liabilities to be demerged as a part of GPUIL representing the Non-Airport Group have been identified from the GILs Consolidated financial Statements by the management on the following basis:

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1) All assets, including investments in subsidiaries, associates and joint ventures, related to the Urban Infrastructure Business are forming part of Non-Airport Group.
2) All liabilities other than borrowings specifically related to the Urban Infrastructure Business are forming part of Non-Airport Group.
3) All borrowings specifically related to Urban Infrastructure Business are forming part of Non-Airport Group.
4) All other borrowings not specifically related to Airport Business are forming part of Non-Airport Group in proportion to its total assets.

2. Basis of Preparation

The pro-forma condensed consolidated financial information for the periods presented has been prepared from GIL Group's Consolidated Financial Statements for year ended 31 March 2021 (together hereinafter referred to as 'historical consolidated financial information').

The historical consolidated financial information of the GIL Group has been adjusted in the Pro Forma Condensed Consolidated Financial Information to reflect the effect of demerger of the Non-Airport Business of GIL Group as per the Composite Scheme of Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement'). The Pro Forma Condensed Consolidated Financial Information has been prepared and presented basis the identification of assets and liabilities as a part of the Scheme as stated in the background section.

The Pro Forma Condensed Consolidated Financial Information has been derived from audited consolidated financial statement for the year ended 31 March 2021 and therefore are based on same accounting policies as applicable to the last annual financial statements of the GIL Group which are based on Indian Accounting Standards as prescribed under Section 133 of the Companies Act 2013. The Pro Forma Condensed Consolidated Statement of Profit and Loss has been prepared to give effect to the arrangement as if it occurred on 31 March 2021 and does not give effect to any other transaction other than the Arrangement. The Pro Forma Condensed Consolidated Balance Sheet has been prepared to give effect to the arrangement as if it occurred on 31 March 2021.

The Pro Forma Condensed Consolidated Financial Information has been prepared for the purpose of inclusion in the information memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company.

The Pro Forma Condensed Consolidated Financial Information has been prepared based upon the available information and assumptions that the Company believes to be reasonable and in accordance with "Guide to Reporting on Pro Forma Financial Statements" issued by Institute of Chartered Accountants of India (ICAI) and in accordance with "Guidance Note on Combined and Carve-Out Financial Statements" issued by the ICAI.

The final amounts of assets and liabilities transferred pursuant to demerger may differ from those presented in the Pro Forma Condensed Consolidated Financial Information as such balances will be determined on the Scheme becoming effective. This may result in significant variation to the result of operations and financial position presented in the Pro Forma Condensed Consolidated Financial Information.

3. Pro forma adjustments

To arrive at the Pro Forma Condensed Consolidated Financial Information following adjustments were made to the Financial Statement of the Company for the year ended 31 March 2021 and Consolidated Financial Statement of GIL for the year ended 31 March 2021:

Adjustments for assets, liabilities and transactions forming part of Non-Airport Group:

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GMR POWER AND URBAN INFRA LTD *

NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

i) Balance sheet: The balance sheet date carrying amounts of all assets and liabilities which now become part of Non-Airport Group in pursuant to the Scheme has been added to the corresponding numbers of the Company;

ii) Statement of profit and loss: Effects of transactions not related to the Airport Group were added

4. Other adjustments:

Other adjustments includes the Subsidiaries, JVs and associates of Non Airport Group consolidated with GPUIL after giving effect of Scheme.

5. Upon Scheme becoming effective, the Company shall allot 603,594,528 equity shares of Rs. 5/- each aggregating Rs. 301.79 Cr to the shareholders of GMR Infrastructure Limited (GIL), Demerged Company as per share entitlement ration provided in Clause 30.1 of the Scheme. Further the existing paid share capital of the Company held by GIL would stand cancelled in terms of Clause 29 of the Scheme.

Annexure 1

List of subsidiaries, associates and joint ventures included in the Special Purpose Consolidated Unaudited Condensed Interim Financial Statements

S.No.	Name of the entity	Relation
1	GMR Power and Urban Infra Limited (GPUIL)	Holding Company-Non Airport
2	GMR Energy Trading Limited (GETL)	Subsidiary
3	GMR Londa Hydropower Private Limited (GLHPPL)	Subsidiary
4	GMR Generation Assets Limited (GGAL)	Subsidiary
5	GMR Power Infra Limited (GPIL)	Subsidiary
6	GMR Highways Limited (GMRHL)	Subsidiary
7	GMR Tambaram Tindivanam Expressways Limited (GTTEL)	Subsidiary
8	GMR Tuni Anakapalli Expressways Limited (GTAEL)	Subsidiary
9	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)	Subsidiary
10	GMR Pochanpalli Expressways Limited (GPEL)	Subsidiary
11	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	Subsidiary
12	GMR Chennai Outer Ring Road Private Limited (GCORRPL)	Subsidiary

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(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
13	Gateways for India Airports Private Limited (GFIAL)	Subsidiary
14	GMR Aerostructure Services Limited (GASL)	Subsidiary
15	GMR Aviation Private Limited (GAPL)	Subsidiary
16	GMR Krishnagiri SIR Limited (GKSIR)	Subsidiary
17	Advika Properties Private Limited (APPL)	Subsidiary
18	Aklima Properties Private Limited (AKPPL)	Subsidiary
19	Amartya Properties Private Limited (AMPPL)	Subsidiary
20	Baruni Properties Private Limited (BPPL)	Subsidiary
21	Bougainvillea Properties Private Limited (BOPPL)	Subsidiary
22	Camelia Properties Private Limited (CPPL)	Subsidiary
23	Deepesh Properties Private Limited (DPPL)	Subsidiary
24	Eila Properties Private Limited (EPPL)	Subsidiary
25	Gerbera Properties Private Limited (GPL)	Subsidiary
26	Lakshmi Priya Properties Private Limited (LPPPL)	Subsidiary
27	Honeysuckle Properties Private Limited (HPPL)	Subsidiary
28	Idika Properties Private Limited (IPPL)	Subsidiary
29	Krishnapriya Properties Private Limited (KPPL)	Subsidiary
30	Larkspur Properties Private Limited (LAPPL)	Subsidiary
31	Nadira Properties Private Limited (NPPL)	Subsidiary
32	Padmapriya Properties Private Limited (PAPPL)	Subsidiary

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NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
33	Prakalpa Properties Private Limited (PPPL)	Subsidiary
34	Purnachandra Properties Private Limited (PUPPL)	Subsidiary
35	Shreyadita Properties Private Limited (SPPL)	Subsidiary
36	Pranesh Properties Private Limited (PRPPL)	Subsidiary
37	Sreepa Properties Private Limited (SRPPL)	Subsidiary
38	Radhapriya Properties Private Limited (RPPL)	Subsidiary
39	Asteria Real Estates Private Limited (AREPL)	Subsidiary
40	Lantana Properies Private Limited (LPPL)	Subsidiary
41	Namitha Real Estates Private Limited (NREPL)	Subsidiary
42	Honey Flower Estates Private Limited (HFEPL)	Subsidiary
43	GMR SEZ & Port Holdings Limited (GSPHL)	Subsidiary
44	Suzone Properties Private Limited (SUPPL)	Subsidiary
45	Lilliam Properties Private Limited (LPPL)	Subsidiary
46	Dhruvi Securities Private Limited (DSPL)	Subsidiary
47	Kakinada SEZ Limited (KSL) (Refer Note 1)	Subsidiary
48	Kakinada Gateway Port Limted (KGPL) (Refer Note 1)	Subsidiary
49	GMR Energy (Cyprus) Limited (GECL)	Subsidiary
50	GMR Energy Projects (Mauritius) Limited (GEPML)	Subsidiary
51	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Subsidiary
52	GMR Coal Resources Pte Limited (GCRPL)	Subsidiary
53	GADL International Limited (GADLIL)	Subsidiary

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NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
54	GMR Male International Airport Private Limited (GMIAL)	Subsidiary
55	GMR Infrastructure (Mauritius) Limited (GIML)	Subsidiary
56	GMR Infrastructure (Cyprus) Limited (GICL)	Subsidiary
57	GMR Infrastructure Overseas Limited, Malta (GIOL)	Subsidiary
58	GMR Infrastructure (UK) Limited (GIUL)	Subsidiary
59	GMR Infrastructure (Global) Limited (GIGL)	Subsidiary
60	GMR Energy (Global) Limited (GEGL) (Refer Note 1)	Subsidiary
61	Indo Tausch Trading DMCC (ITTD)	Subsidiary
62	GMR Infrastructure (Overseas) Limited (GI(O)L)	Subsidiary
63	GMR Mining & Energy Private Limited (GMEL)	Subsidiary
64	Megawide GISPL Construction Joint Venture (MGCJV)	Joint Operation
65	GMR Energy Limited (GEL)	Joint venture
66	GMR Energy (Mauritius) Limited (GEML)	Joint venture
67	GMR Lion Energy Limited (GLEL)	Joint venture
68	Karnali Transmission Company Private Limited (KTCPL)	Joint venture
69	GMR Kamalanga Energy Limited (GKEL)	Joint venture
70	GMR Vemagiri Power Generation Limited (GVPGL)	Joint venture
71	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)	Joint venture
72	GMR Consulting Services Limited (GCSL)	Joint venture
73	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	Joint venture
74	GMR Warora Energy Limited (GWEL)	Joint venture

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(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
75	GMR Bundelkhand Energy Private Limited (GBEPL)	Joint venture
76	GMR Rajam Solar Power Private Limited (GRSPPL)	Joint venture
77	GMR Maharashtra Energy Limited (GMAEL)	Joint venture
78	GMR Gujarat Solar Power Limited (GGSPL)	Joint venture
79	GMR Indo-Nepal Energy Links Limited (GINELL)	Joint venture
80	GMR Indo-Nepal Power Corridors Limited (GINPCL)	Joint venture
81	GMR Tenaga Operations and Maintenance Private Limited (GTOM)	Joint venture
82	Rampia Coal Mine and Energy Private Limited (RCMEPL)	Joint venture
83	GMR Upper Karnali Hydropower Limited (GUKPL)	Joint venture
84	Marsyangdi Transmission Company Private Limited (MTCPL)	Joint venture
85	PT Golden Energy Mines Tbk (PTGEMS)	Joint venture
86	PT Dwikarya Sejati Utma (PTDSU)	Joint venture
87	PT Duta Sarana Internusa (PTDSI)	Joint venture
88	PT Barasentosa Lestari (PTBSL)	Joint venture
89	PT Unsoco (Unsoco)	Joint venture
90	PT Roundhill Capital Indonesia (RCI)	Joint venture
91	PT Borneo Indobara (BIB)	Joint venture
92	PT Kuansing Inti Makmur (KIM)	Joint venture
93	PT Karya Cemerlang Persada (KCP)	Joint venture
94	PT Bungo Bara Utama (BBU)	Joint venture
95	PT Bara Harmonis Batang Asam (BHBA)	Joint venture
96	PT Berkat Nusantara Permai (BNP)	Joint venture

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NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

S.No.	Name of the entity	Relation
97	PT Tanjung Belit Bara Utama (TBBU)	Joint venture
98	PT Trisula Kencana Sakti (TKS)	Joint venture
99	PT Era Mitra Selaras (EMS)	Joint venture
100	PT Wahana Rimba Lestari (WRL)	Joint venture
101	PT Berkat Satria Abadi (BSA)	Joint venture
102	GEMS Trading Resources Pte Limited (GEMSCR)	Joint venture
103	PT Kuansing Inti Sejahtera (KIS)	Joint venture
104	PT Bungo Bara Makmur (BBM)	Joint venture
105	PT GEMS Energy Indonesia (PTGEI)	Joint venture
106	PT Karya Mining Solution (KMS)	Joint venture
107	GIL SIL JV	Joint venture
108	GMR Rajahmundry Energy Limited (GREL)	Associate

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GMR POWER AND URBAN INFRA LTD. *

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Independent Auditor's report on the compilation of Pro Forma Condensed Standalone Financial Information to be included in the Information Memorandum of Proposed listing of Equity shares by GMR Power And Urban Infra Limited

To,
The Board of Directors,
GMR Power And Urban Infra Limited
Naman Center, 7th Floor,
Plot No. C-31, G Block,
Bandra Kurla Complex,
Mumbai, Maharashtra- 400051

Dear Sirs,

1. We have completed our assurance engagement to report on the compilation of Pro Forma Condensed Standalone Financial Information of GMR Power And Urban Infra Limited ('the Company' or 'GPUIL'). The Pro Forma Condensed Standalone Financial Information consists of the Pro Forma Condensed Standalone Balance Sheet as at 30 September 2021, the Pro Forma Condensed Standalone Financial Information Statement of Profit and Loss for the six months period ended 30 September 2021, and related notes (hereinafter referred as 'Pro Forma Condensed Standalone Financial Information'). The applicable criteria on the basis of which the management has compiled the Pro Forma Condensed Standalone Financial Information is specified in the 'Basis of Preparation' paragraph as described in note 2 to the Pro Forma Condensed Standalone Financial Information.

2. The Pro Forma Condensed Standalone Financial Information has been compiled by Management to illustrate the impact of the demerger of the non-airport business of GMR Infrastructure Limited ('the Demerged Company' or 'GIL') into GMR Power and Urban Infra Limited, subsidiary of the Demerged Company and merger of GPUIL and GMR Power Infra Limited ('GPIL') as per the Composite Scheme of Amalgamation and Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') as approved by National Company Law Tribunal vide order dated 22 December 2021, on the Company's financial position as at 30 September 2021 and the Company's financial performance for the six months period ended 30 September 2021 as if the Arrangement had taken place at 1 April 2021. As a part of this process, information about the Company's financial position and financial performance has been extracted by the Management from the GIL's standalone unaudited condensed interim financial statements for six months period ended 30 September 2021, on which we have issued a qualified conclusion vide our review report dated 12 November 2021, GPUIL's unaudited interim financial information for the six month ended 30 September 2021 on which we have issued an unmodified conclusion vide our review report dated 20 October 2021 and GMR Power Infra Limited's unaudited financial results for the six month ended 30 September 2021 on which another auditor issued an unmodified conclusion vide review report dated 25 October 2021.

Management's Responsibility for the Pro Forma Condensed Standalone Financial Information

3. The Management is responsible for compiling the Pro Forma Condensed Standalone Financial Information on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information and the same has been approved by the Board of Directors of the Company. Management's responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Pro Forma Condensed Standalone Financial Information on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Pro Forma Condensed Standalone Financial Information.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, about whether the Pro Forma Condensed Standalone Financial Information of the Group has been compiled, in all material respects, by the Management on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information.

5. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the Pro Forma Condensed Standalone Financial Information on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Condensed Standalone Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Condensed Standalone Financial Information.

7. The purpose of Pro Forma Condensed Standalone Financial Information included in an information memorandum is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as at 30 September 2021 or for the six months period ended 30 September 2021 would have been as presented.

8. A reasonable assurance engagement to report on whether the Pro Forma Condensed Standalone Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Pro Forma Condensed Standalone Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:
   - The related pro forma adjustments give appropriate effect to those criteria; and
   - The Pro Forma Condensed Standalone Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

9. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Pro Forma Condensed Standalone Financial Information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

10. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Basis for Qualified Opinion

11. The Pro Forma Condensed Standalone Financial Information is compiled based on the standalone unaudited condensed interim financial statements (reviewed by us as per Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity") of GIL for the six months period ended 30 September 2021, amongst other financial information as described in paragraph 2 above, on which we expressed a qualified conclusion on the following matters that may correspondingly impact the accompanying Pro Forma Condensed Standalone Financial Information:

(i) adjustments, if any, that maybe required to the carrying value of the outstanding loan given to GMR Energy Limited ('GEL'), a joint venture company, amounting to Rs. 997.66 crores as on 30 September 2021 and to the carrying value of non-current investment in GEL amounting to Rs. 1,122.52 crores as at 30 September 2021, and

(ii) further provisions, if any, required to be made towards GIL's obligations which may arise as a result of corporate guarantees given for loans including Cumulative Redeemable Preference Shares ('CRPS') outstanding in GMR Rajahmundry Energy Limited, an associate company of GMR Generation Assets Limited, wholly owned subsidiary of GIL amounting to Rs. 2,054.83 crores as at 30 September 2021.

Qualified Opinion

12. In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section above, the Pro Forma Condensed Standalone Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information.

Emphasis of Matters

13. The Pro Forma Condensed Standalone Financial Information is compiled based on the standalone unaudited condensed interim financial statements (reviewed by us as per SRE 2410) of GIL for the six months period ended 30 September 2021, amongst other financial information as described in paragraph 2 above, wherein we had included the following Emphasis of Matters as also considered relevant for the accompanying Pro Forma Condensed Standalone Financial Information:

(i) Uncertainities due to COVID-19 pandemic and management's evaluation of the impact on the assumptions underlying the valuation of investments which are carried at fair value in the standalone financial statements and in relation to the carrying value of investments in the subsidiaries which are further dependent on the uncertainties relating to the future outcome of the ongoing matters;

(ii) Investments made by GIL in GMR Warora Energy Limited ('GWEL') through GEL amounting to Rs. 1,122.52 crores as at 30 September 2021 respectively read with paragraph 11(i) above in relation to the recoverability being dependent on various claims, counter claims and other receivables from customers of GWEL and certain other key assumptions considered in the valuation performed by an external expert;

(iii) Recoverability of sale consideration receivable pursuant to the sale of equity stake and inter-corporate deposits given to Kakinada SEZ Limited ('KSEZ') which is dependent on the achievement of the milestones.

Our opinion is not modified in respect of these above matters.

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Restrictions on Use

14. This report should not in any way be construed as a reissuance or redating of any of the previous audit report and review report issued by us. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the Board of Directors for inclusion in the Information Memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Neeraj Sharma
Partner
Membership No.: 502103

UDIN: 22502103AAAAAZ9547

Place: New Delhi
Date: 21 January 2022

GMR Power and Urban Infra Limited
Pro Forma Condensed Standalone Balance Sheet as at 30 September 2021
All amounts are in INR crores, unless otherwise stated

	Particulars	GPUIL before demerger (A)	Demerger adjustments (B)	GPUIL after demerger (A+B)
I	**ASSETS**			
(1)	**Non-current assets**			
	Property, plant and equipment	-	112.94	112.94
	Intangible assets	-	3.19	3.19
	Financial assets			
	Investments	100.00	2,990.86	3,090.86
	Trade receivables	-	166.69	166.69
	Loans	114.64	1,943.08	2,057.72
	Other financial assets	-	284.62	284.62
	Deferred tax assets (net)	-	864.06	864.06
	Non-current tax assets (net)	-	0.00	0.00
	Other non-current assets	-	4.84	4.84
		214.64	**6,370.28**	**6,584.92**
(2)	**Current assets**			
	Inventories	-	108.96	108.96
	Financial assets			
	Investments	-	0.20	0.20
	Trade receivables	-	110.88	110.88
	Cash and cash equivalents	0.04	0.52	0.56
	Bank balances other than cash and cash equivalents	-	58.30	58.30
	Loans	240.60	370.74	611.34
	Other financial assets	0.36	1,060.86	1,061.22
	Other current assets	-	96.14	96.14
		241.00	**1,806.60**	**2,047.60**
	Total assets (1 + 2)	**455.64**	**8,176.88**	**8,632.52**
II	**EQUITY AND LIABILITIES**			
(1)	**Equity**			
	Equity share capital	0.10	-	0.10
	Other equity	186.95	1,106.21	1,293.16
	Total equity	**187.05**	**1,106.21**	**1,293.26**
	Liabilities			
(2)	**Non-current liabilities**			
	Financial liabilities			
	Borrowings	68.49	3,626.99	3,695.48
	Other financial liabilities	-	96.61	96.61
	Provisions	-	4.40	4.40
		68.49	**3,728.00**	**3,796.49**
(3)	**Current liabilities**			
	Financial liabilities			
	Borrowings	200.00	1,123.94	1,323.94
	Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises	-	92.98	92.98
	(b) Total outstanding dues of creditors other than (a) above	0.01	407.72	407.73
	Other financial liabilities	0.09	1,648.04	1,648.13
	Other current liabilities	-	69.37	69.37
	Provisions	-	0.62	0.62
		200.10	**3,342.67**	**3,542.77**
	Total equity and liabilities (1+2+3)	455.64	**8,176.88**	**8,632.52**

For and on behalf of the Board of Directors of GMR Power and Urban Infra Limited

Grandhi Kiran Kumar
Director
DIN: 00061669
Place: DUBAI
Date: 21/01/2022

M.V.Srinivas
Director
DIN: 02477894
Place: NEW DELHI
Date: 21/01/2022

Walker Chandiok & Co LLP * Chartered Accountants *

GMR Power and Urban Infra Ltd

GMR Power and Urban Infra Limited
Pro Forma Condensed Standalone Statement of Profit and Loss for the six months period ended 30 September 2021
All amounts are in INR crores, unless otherwise stated

(Rs. in crore)

		GPUIL before demerger (A)	Demerger adjustments (B)	GPUIL after demerger (A+B)
I	**Income**			
	Revenue from operations	-	579.35	579.35
	Other operating income	-	200.88	200.88
	Other income	0.97	5.08	6.05
	Total income	**0.97**	**785.31**	**786.28**
II	**Expenses**			
	Cost of material consumed	-	324.73	324.73
	Sub-contracting expense	-	148.92	148.92
	Employee benefit expense	-	9.66	9.66
	Finance costs	0.54	296.38	296.92
	Depreciation and amortisation expenses	-	9.72	9.72
	Other expenses	0.01	47.12	47.13
	Total expenses	**0.55**	**836.53**	**837.08**
III	**Loss before exceptional items and tax (I +/- II)**	**0.42**	**(51.22)**	**(50.80)**
IV	**Exceptional items - (income) / expense**	-	(590.87)	(590.87)
V	**Profit/ (loss) before tax (III +/- IV)**	**0.42**	**539.65**	**540.07**
VI	**Tax expense:**			
	(1) Current tax	-	-	-
	(2) Taxes in relation to earlier periods	-	-	-
	(3) Deferred tax	-	-	-
	Total tax expenses	-	-	-
VII	**Profit/ (Loss) for the period (V +/- VI)**	**0.42**	**539.65**	**540.07**
VIII	**Other comprehensive (loss)/ income**			
(A)	(i) Items that will not be reclassified to profit or loss			
	-Re-measurement gains on defined benefit plans	-	(0.45)	(0.45)
	-Net loss on fair valuation through other comprehensive income ('FVTOCI') of equity securities	-	(147.15)	(147.15)
	(ii) Income tax effect	-	34.28	34.28
	Total other comprehensive loss for the period	-	**(113.32)**	**(113.32)**
IX	**Total comprehensive income for the period (VII +/- VIII)**	0.42	**426.33**	**426.75**

For and on behalf of the Board of Directors of GMR Power and Urban Infra Limited

Grandhi Kiran Kumar
Director
DIN: 00061669
Place: DUBAI
Date: 21/01/2022

Srinivas
M.V.Srinivas
Director
DIN: 02477894
Place: NEW DELHI
Date: 21/01/2022

NOTES TO PRO FORMA CONDENSED STADALONE FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

1. Background information

GMR Power And Urban Infra Limited ('GPUIL') is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The GPUIL is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

GMR Infrastructure Limited ('GIL') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the GIL is Naman Centre, 7th Floor, opposite Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

The Composite Scheme of Arrangement amongst GMR Power Infra (GPIL), GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 22 December 2021. The said NCLT order was filed with the Registrar of Companies by GIL and the Company on 31 December 2021, thereby making the Scheme effective. The Scheme was aimed at demerger of "Urban Infrastructure Business" and "EPC Business" of GMR Infrastructure Limited into GPUIL. Pursuant to the effectiveness of Scheme, the Urban Infrastructure Business and EPC Business operated by GMR Infrastructure Limited stands demerged in GPUIL and Airport Business ('Airport Group') shall be retained by the GIL.

GIL and its subsidiaries, associates, joint ventures and jointly controlled operations (hereinafter collectively referred to as 'the Group'/'GIL Group') comprise of Airport Business and Urban Infrastructure Business/ Non Airport Business defined below:

Airport Business includes the business of developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, as an airport operator or an airport, project management, infrastructure services, food and beverages services in India and/or outside India whether undertaken directly or through various subsidiaries, associates and jointly controlled entities, ground handling operations, cargo handling operations, aviation fuel farms of, duty free services, maintenance, repair or overhaul facilities, commercial property development, advertising, retail, hotel and car park facilities, each in relation to airports, and shall deem to include activity of investing in special purpose vehicles engaged in any of the above.

Urban Infrastructure Business/ Non Airport Business means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking.

Pro Forma financial information: The Standalone Proforma financial information of GPUIL has been prepared to reflect the effect of Composite Scheme of Amalgamation and Arrangement amongst GIL, GMR Power Infra Limited ('GPIL'), GMR Power and Urban Infra Limited ('GPUIL') and their respective shareholders) whereby GPIL shall amalgamate with GIL followed by demerger of the business operations (the 'Demerger Transaction') wherein Airport Business ('Airport Group') shall be retained by the GIL and the Urban Infrastructure Business ('Non-Airport Group') shall be demerged into GPUIL.

The assets and liabilities to be demerged as a part of GPUIL representing the Non-Airport Group have been identified from the GILs Standalone Unaudited Condensed Interim Financial Statements by the management on the following basis:

1) All assets, including investments in subsidiaries, associates and joint ventures, related to the Urban Infrastructure Business are forming part of Non-Airport Group.

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GMR POWER AND URBAN INFRA LTD.

2) All liabilities other than borrowings specifically related to the Urban Infrastructure Business are forming part of Non-Airport Group.
3) All borrowings specifically related to Urban Infrastructure Business are forming part of Non-Airport Group.
4) All other borrowings not specifically related to Airport Business are forming part of Non-Airport Group in proportion to its total assets.

2. Basis of Preparation

The Pro-forma condensed standalone financial information for the periods presented has been prepared from GIL's Standalone Unaudited Condensed Interim Financial Statements for the six months ended 30 September 2021, GPUIL's Unaudited Interim Financial Information for the six month ended 30 September 2021 and GPIL's Unaudited Financial Results for the six month ended 30 September 2021 (together hereinafter referred to as 'historical standalone financial information').

The historical standalone financial information of the GPUIL has been adjusted in the Pro Forma Condensed Standalone Financial Information to reflect the effect of demerger of the Non-Airport Business of GIL as per the Composite Scheme of Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement'). The Pro Forma Condensed Standalone Financial Information has been prepared and presented basis the identification of assets and liabilities as a part of the Scheme as stated in the background section.

The Pro Forma Condensed Standalone Financial Information has been derived from GIL's Standalone Unaudited Condensed Interim Financial Statements (reviewed by auditors as per SRE 2410) for the six month ended 30 September 2021, GPUIL's Unaudited Interim Financial Information (reviewed by auditors as per SRE 2410) for the six month ended 30 September 2021 and GPIL's Unaudited Financial Results (reviewed by auditors as per SRE 2410) for the six month ended 30 September 2021 and therefore are based on same accounting policies as applicable to the last annual financial statements of GPUIL which are based on Indian Accounting Standards as prescribed under Section 133 of the Companies Act 2013. The Pro Forma Condensed Standalone Statement of Profit and Loss has been prepared to give effect to the arrangement as if it occurred on 30 September 2021 and does not give effect to any other transaction other than the Arrangement. The Pro Forma Condensed Standalone Balance Sheet has been prepared to give effect to the arrangement as if it occurred on 30 September 2021.

The Pro Forma Condensed Standalone Financial Information has been prepared for the purpose of inclusion in the information memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company.

The Pro Forma Condensed Standalone Financial Information has been prepared based upon the available information and assumptions that the Company believes to be reasonable and in accordance with "Guide to Reporting on Pro Forma Financial Statements" issued by Institute of Chartered Accountants of India (ICAI) and in accordance with "Guidance Note on Combined and Carve-Out Financial Statements" issued by the ICAI.

The final amounts of assets and liabilities transferred pursuant to demerger may differ from those presented in the Pro Forma Condensed Standalone Financial Information as such balances will be determined on the Scheme becoming effective. This may result in significant variation to the result of operations and financial position presented in the Pro Forma Condensed Standalone Financial Information.

3. Demerger adjustments

To arrive at the Pro Forma Standalone Financial Information following adjustments were made to the Special Purpose Unaudited Financial Information of the Company (reviewed by auditors as per SRE 2410)

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for the quarter and six-month period ended 30 September 2021 and Standalone Unaudited Quarterly Financial Results and Year to Date Results of GIL for the quarter and period ended 30 September 2021:

Adjustments for assets, liabilities and transactions forming part of Non-Airport Group:

i) Balance sheet: The balance sheet date carrying amounts of all assets and liabilities which now become part of Non-Airport Group in pursuant to the Scheme has been added to the corresponding numbers of the Company

ii) Statement of profit and loss: Effects of transactions related to the Non Airport Group were added.

4. Upon Scheme becoming effective, the Company shall allot 603,594,528 equity shares of Rs. 5/- each aggregating Rs. 301.79 Cr to the shareholders of GMR Infrastructure Limited (GIL), Demerged Company as per share entitlement ration provided in Clause 30.1 of the Scheme. Further the existing paid share capital of the Company held by GIL would stand cancelled in terms of Clause 29 of the Scheme

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GMR POWER AND URBAN INFRA LTD. ★

Walker Chandiok & Co LLP
L 41, Connaught Circus,
Outer Circle,
New Delhi – 110 001
India

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Independent Auditor's report on the compilation of Pro Forma Condensed Standalone Financial Information to be included in the Information Memorandum of Proposed listing of Equity shares by GMR Power And Urban Infra Limited

To,
The Board of Directors,
GMR Power And Urban Infra Limited
Naman Center, 7th Floor,
Plot No. C-31, G Block,
Bandra Kurla Complex,
Mumbai, Maharashtra- 400051

Dear Sirs,

1. We have completed our assurance engagement to report on the compilation of Pro Forma Condensed Standalone Financial Information of GMR Power And Urban Infra Limited ('the Company' or 'GPUIL'). The Pro Forma Condensed Standalone Financial Information consists of the Pro Forma Condensed Standalone Balance Sheet as at 31 March 2021, the Pro Forma Condensed Standalone Financial Information Statement of Profit and Loss for the year ended 31 March 2021, and related notes (hereinafter referred as 'Pro Forma Condensed Standalone Financial Information'). The applicable criteria on the basis of which the management has compiled the Pro Forma Condensed Standalone Financial Information is specified in the 'Basis of Preparation' paragraph as described in note 2 to the Pro Forma Condensed Standalone Financial Information.

2. The Pro Forma Condensed Standalone Financial Information has been compiled by Management to illustrate the impact of the demerger of the non-airport business of GMR Infrastructure Limited ('the Demerged Company' or 'GIL') into GMR Power and Urban Infra Limited, subsidiary of the Demerged Company and merger of GPUIL and GMR Power Infra Limited ('GPIL') as per the Composite Scheme of Amalgamation and Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') as approved by National Company Law Tribunal vide order dated 22 December 2021, on the Company's financial position as at 31 March 2021 and the Company's financial performance for the year ended 31 March 2021 as if the Arrangement had taken place at 31 March 2021. As a part of this process, information about the Company's financial position and financial performance has been extracted by the Management from GIL's standalone financial statements for the year ended 31 March 2021 on which we have issued a qualified audit opinion vide our audit report dated 18 June 2021, GPUIL's financial statements for the year ended 31 March 2021 on which we have issued an unmodified audit opinion vide our audit report dated 29 April 2021 and GMR Power Infra Limited's financial statements for the year ended 31 March 2021 on which another auditor issued an unmodified opinion vide audit report dated 22 April 2021.

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Management's Responsibility for the Pro Forma Condensed Standalone Financial Information

3. The Management is responsible for compiling the Pro Forma Condensed Standalone Financial Information on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information and the same has been approved by the Board of Directors of the Company. Management's responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Pro Forma Condensed Standalone Financial Information on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Pro Forma Condensed Standalone Financial Information.

Auditor's Responsibilities

4. Our responsibility is to express an opinion, about whether the Pro Forma Condensed Standalone Financial Information of the Company has been compiled, in all material respects, by the Management on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information.

5. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the auditor comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the pro forma Condensed Standalone Financial Information on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information.

6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Condensed Standalone Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Condensed Standalone Financial Information.

7. The purpose of Pro Forma Condensed Standalone Financial Information included in an information memorandum is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as at 31 March 2021 or for the year ended 31 March 2021 would have been as presented.

8. A reasonable assurance engagement to report on whether the Pro Forma Condensed Standalone Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information, involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Pro Forma Condensed Standalone Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:
   - The related pro forma adjustments give appropriate effect to those criteria; and
   - The Pro Forma Condensed Standalone Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

9. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the company, the event or transaction in respect of which the Pro Forma Condensed Standalone Financial Information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

10. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Basis for Qualified Opinion

11. The Pro Forma Condensed Standalone Financial Information is compiled based on the audited standalone financial statements of GIL for the year ended 31 March 2021, amongst other financial information as described in paragraph 2 above, on which we expressed a qualified opinion on the following matters that may correspondingly impact the accompanying Pro Forma Condensed Standalone Financial Information:

    (i) adjustments, if any, that maybe required to the carrying value of the outstanding loan given to GMR Energy Limited ('GEL'), a joint venture company, amounting to Rs. 745.12 crores as on 31 March 2021 and to the carrying value of non-current investment in GEL amounting to Rs. 1,272.32 crores as at 31 March 2021, and

    (ii) further provisions, if any, required to be made towards GIL's obligations which may arise as a result of corporate guarantees given for loans including Cumulative Redeemable Preference Shares ('CRPS') outstanding in GMR Rajahmundry Energy Limited, an associate company of GMR Generation Assets Limited, wholly owned subsidiary of GIL amounting to Rs. 2,056.59 crores as at 31 March 2021.

Qualified Opinion

12. In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section above, the Pro Forma Condensed Standalone Financial Information has been compiled, in all material respects, on the basis stated in note 2 to the Pro Forma Condensed Standalone Financial Information.

Emphasis of Matters

13. The Pro Forma Condensed Standalone Financial Information is compiled based on the audited standalone financial statements of GIL for the year ended 31 March 2021, amongst other financial information as described in paragraph 2 above, wherein we had included the following Emphasis of Matters as also considered relevant for the accompanying Pro Forma Condensed Standalone Financial Information:

    (i) Uncertainties due to COVID-19 pandemic and management's evaluation of the impact on the assumptions underlying the valuation of investments which are carried at fair value in the standalone financial statements and in relation to the carrying value of investments in the subsidiaries which are further dependent on the uncertainties relating to the future outcome of the ongoing matters;

    (ii) Investments made by GIL in GMR Warora Energy Limited ('GWEL') through GEL amounting to Rs. 1,272.32 crores as at 31 March 2021 read with paragraph 11(i) above in relation to the recoverability being dependent on various claims, counter claims and other receivables from customers of GWEL and certain other key assumptions considered in the valuation performed by an external expert;

    (iii) Recoverability of sale consideration receivable pursuant to the sale of equity stake and inter-corporate deposits given to Kakinada SEZ Limited ('KSEZ') which is dependent on the achievement of the milestones.

    Our opinion is not modified in respect of these above matters.

Restrictions on Use

14. This report should not in any way be construed as a reissuance or redating of any of the previous audit report and review report issued by us. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

15. Our report is intended solely for use of the Board of Directors for inclusion in the Information Memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Neeraj Sharma
Partner
Membership No.: 502103

UDIN: 22502103AAAAAY3177

Place: New Delhi
Date: 21 January 2022

GMR Power and Urban Infra Limited
Pro Forma Condensed Standalone Balance Sheet as at 31 March 2021
All amounts are in INR crores, unless otherwise stated

	Particulars	GPUIL before demerger (A)	Demerger adjustments (B)	GPUIL after demerger (A+B)
I	**ASSETS**			
(1)	**Non-current assets**			
	Property, plant and equipment	-	122.16	122.16
	Intangible assets	-	3.35	3.35
	Financial assets			
	Investments	-	3,192.88	3,192.88
	Trade receivables	-	146.91	146.91
	Loans	-	1,328.83	1,328.83
	Other financial assets	-	569.03	569.03
	Deferred tax assets (net)	-	829.83	829.83
	Non-current tax assets (net)	-	0.00	0.00
	Other non-current assets	-	4.84	4.84
		-	6,197.83	6,197.83
(2)	**Current assets**			
	Inventories	-	78.68	78.68
	Financial assets			
	Investments	-	0.20	0.20
	Trade receivables	-	333.67	333.67
	Cash and cash equivalents	0.01	24.15	24.16
	Bank balances other than cash and cash equivalents	-	27.65	27.65
	Loans	-	597.88	597.88
	Other financial assets	-	626.83	626.83
	Other current assets	-	115.23	115.23
		0.01	1,804.29	1,804.30
	Total assets (1 + 2)	0.01	8,002.12	8,002.13
II	**EQUITY AND LIABILITIES**			
(1)	**Equity**			
	Equity share capital	0.10	-	0.10
	Other equity	(0.42)	701.88	701.46
	Total equity	(0.32)	701.88	701.56
	Liabilities			
(2)	**Non-current liabilities**			
	Financial liabilities			
	Borrowings	-	3,548.17	3,548.17
	Other financial liabilities	-	60.45	60.45
	Provisions	-	3.89	3.89
		-	3,612.51	3,612.51
(3)	**Current liabilities**			
	Financial liabilities			
	Borrowings	-	639.33	639.33
	Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises	-	44.23	44.23
	(b) Total outstanding dues of creditors other than (a) above	0.33	461.90	462.23
	Other financial liabilities	-	2,450.07	2,450.07
	Other current liabilities	-	91.68	91.68
	Provisions	-	0.52	0.52
		0.33	3,687.73	3,688.06
	Total equity and liabilities (1+2+3)	0.01	8,002.12	8,002.13

For and on behalf of the Board of Directors of GMR Power and Urban Infra Limited

Grandhi Kiran Kumar
Director
DIN: 00061669
Place: DUBAI
Date: 21/01/2022

M.V.Srinivas
Director
DIN: 02477894
Place: NEW DELHI
Date: 21/01/2022

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR POWER AND URBAN INFRA LTD *

GMR Power and Urban Infra Limited
Pro Forma Condensed Standalone Statement of Profit and Loss for the year ended 31 March 2021
All amounts are in INR crores, unless otherwise stated

(Rs. in crore)

		GPUIL before demerger (A)	Demerger adjustments (B)	GPUIL after demerger (A+B)
I	**Income**			
	Revenue from operations	-	1,055.59	1,055.59
	Other operating income	-	386.07	386.07
	Other income	-	18.55	18.55
	Total income	-	**1,460.21**	**1,460.21**
II	**Expenses**			
	Cost of material consumed	-	662.56	662.56
	Sub-contracting expense	-	194.66	194.66
	Employee benefit expense	-	22.81	22.81
	Finance costs	-	814.11	814.11
	Depreciation and amortisation expenses	-	20.61	20.61
	Other expenses	0.03	130.94	130.97
	Total expenses	**0.03**	**1,845.69**	**1,845.72**
III	**Loss before exceptional items and tax (I +/- II)**	**(0.03)**	**(385.48)**	**(385.51)**
IV	**Exceptional items - (income) / expense**	-	783.79	783.79
V	**Profit/ (loss) before tax (III +/- IV)**	**(0.03)**	**(1,169.27)**	**(1,169.30)**
VI	**Tax expense:**			
	(1) Current tax	-	-	-
	(2) Taxes in relation to earlier periods	-	-	-
	(3) Deferred tax	-	(3.86)	(3.86)
	Total tax expenses	-	**(3.86)**	**(3.86)**
VII	**Profit/ (Loss) for the period (V +/- VI)**	**(0.03)**	**(1,165.41)**	**(1,165.44)**
VIII	**Other comprehensive (loss)/ income**			
(A)	(i) Items that will not be reclassified to profit or loss			
	-Re-measurement gains on defined benefit plans	-	0.55	0.55
	-Net loss on fair valuation through other comprehensive income ('FVTOCI') of equity securities	-	(516.40)	(516.40)
	(ii) Income tax effect	-	120.30	120.30
	Total other comprehensive loss for the period	-	**(395.55)**	**(395.55)**
IX	**Total comprehensive loss for the period (VII +/- VIII)**	**(0.03)**	**(1,560.96)**	**(1,560.99)**

For and on behalf of the Board of Directors of
GMR Power and Urban Infra Limited

Srinivas	
Grandhi Kiran Kumar	**M.V.Srinivas**
Director	Director
DIN: 00061669	DIN: 02477894
Place: DUBAI	Place: NEW DELHI
Date: 21/01/2022	Date: 21/01/2022

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

GMR POWER AND URBAN INFRA LTD.

NOTES TO PRO FORMA CONDENSED STADALONE FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

1. Background information

GMR Power And Urban Infra Limited ('GPUIL'/the Company) is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The GPUIL is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

GMR Infrastructure Limited ('GIL') is a public limited company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the GIL is Naman Centre, 7th Floor, opposite Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

The Composite Scheme of Arrangement amongst GMR Power Infra (GPIL), GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement') was approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 22 December 2021. The said NCLT order was filed with the Registrar of Companies by GIL and the Company on 31 December 2021, thereby making the Scheme effective. The Scheme was aimed at demerger of "Urban Infrastructure Business" and "EPC Business" of GMR Infrastructure Limited into GPUIL. Pursuant to the effectiveness of Scheme, the Urban Infrastructure Business and EPC Business operated by GMR Infrastructure Limited stands demerged in GPUIL and Airport Business ('Airport Group') shall be retained by the GIL.

GIL and its subsidiaries, associates, joint ventures and jointly controlled operations (hereinafter collectively referred to as 'the Group'/'GIL Group') comprise of Airport Business and Urban Infrastructure Business/ Non Airport Business defined below:

Airport Business includes the business of developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, as an airport operator or an airport, project management, infrastructure services, food and beverages services in India and/or outside India whether undertaken directly or through various subsidiaries, associates and jointly controlled entities, ground handling operations, cargo handling operations, aviation fuel farms of, duty free services, maintenance, repair or overhaul facilities, commercial property development, advertising, retail, hotel and car park facilities, each in relation to airports, and shall deem to include activity of investing in special purpose vehicles engaged in any of the above.

Urban Infrastructure Business/ Non Airport Business means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking.

Pro Forma financial information: The Standalone Proforma financial information of GPUIL has been prepared to reflect the effect of Composite Scheme of Amalgamation and Arrangement amongst GIL, GMR Power Infra Limited ('GPIL'), GMR Power and Urban Infra Limited ('GPUIL') and their respective shareholders) whereby GPIL shall amalgamate with GIL followed by demerger of the business operations (the 'Demerger Transaction') wherein Airport Business ('Airport Group') shall be retained by the GIL and the Urban Infrastructure Business ('Non-Airport Group') shall be demerged into GPUIL.

The assets and liabilities to be demerged as a part of GPUIL representing the Non-Airport Group have been identified from the GILs standalone financial statements by the management on the following basis:

1) All assets, including investments in subsidiaries, associates and joint ventures, related to the Urban Infrastructure Business are forming part of Non-Airport Group.
2) All liabilities other than borrowings specifically related to the Urban Infrastructure Business are forming part of Non-Airport Group.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS

GMR POWER AND URBAN INFRA LTD *

NOTES TO PRO FORMA CONDENSED STADALONE FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

3) All borrowings specifically related to Urban Infrastructure Business are forming part of Non-Airport Group.
4) All other borrowings not specifically related to Airport Business are forming part of Non-Airport Group in proportion to its total assets.

2. Basis of Preparation

The Pro-forma condensed standalone financial information for the periods presented has been prepared from GIL's Standalone Financial Statements for the year ended 31 March 2021, GPUIL's Financial Statements for the year ended 31 March 2021 and GPIL's Financial Statements for the year ended 31 March 2021 (together hereinafter referred to as 'historical standalone financial information').

The historical standalone financial information of the GPUIL has been adjusted in the Pro Forma Condensed Standalone Financial Information to reflect the effect of demerger of the Non-Airport Business of GIL as per the Composite Scheme of Arrangement amongst GPIL, GIL and GPUIL and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred as 'Scheme/Arrangement'). The Pro Forma Condensed Standalone Financial Information has been prepared and presented basis the identification of assets and liabilities as a part of the Scheme as stated in the background section.

The Pro Forma Condensed Standalone Financial Information has been derived from GIL's Standalone Financial Statements for the year ended 31 March 2021, GPUIL's Financial Statements for the year ended 31 March 2021 and GPIL's Financial Statements for the year ended 31 March 2021 and therefore are based on same accounting policies as applicable to the last annual financial statements of the GPUIL which are based on Indian Accounting Standards as prescribed under Section 133 of the Companies Act 2013. The Pro Forma Condensed Standalone Statement of Profit and Loss has been prepared to give effect to the arrangement as if it occurred on 31 March 2021 and does not give effect to any other transaction other than the Arrangement. The Pro Forma Condensed Standalone Balance Sheet has been prepared to give effect to the arrangement as if it occurred on 31 March 2021.

The Pro Forma Condensed Standalone Financial Information has been prepared for the purpose of inclusion in the information memorandum as prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), to be filed by the Company with relevant stock exchanges for the proposed listing of equity shares of the Company.

The Pro Forma Condensed Standalone Financial Information has been prepared based upon the available information and assumptions that the Company believes to be reasonable and in accordance with "Guide to Reporting on Pro Forma Financial Statements" issued by Institute of Chartered Accountants of India (ICAI) and in accordance with "Guidance Note on Combined and Carve-Out Financial Statements" issued by the ICAI.

The final amounts of assets and liabilities transferred pursuant to demerger may differ from those presented in the Pro Forma Condensed Standalone Financial Information as such balances will be determined on the Scheme becoming effective. This may result in significant variation to the result of operations and financial position presented in the Pro Forma Condensed Standalone Financial Information.

3. Pro forma adjustments

To arrive at the Pro Forma Standalone Financial Information following adjustments were made to the Financial Statement Company for the year ended 31 March 2021 and Standalone Financial statements GIL year ended 31 March 2021:

Adjustments for assets, liabilities and transactions forming part of Non-Airport Group:

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NOTES TO PRO FORMA CONDENSED STADALONE FINANCIAL INFORMATION
(Amounts in INR crores, unless otherwise stated)

i) Balance sheet: The balance sheet date carrying amounts of all assets and liabilities which now become part of Non-Airport Group in pursuant to the Scheme has been added to the corresponding numbers of the Company

ii) Statement of profit and loss: Effects of transactions related to the Non Airport Group were added

4. Upon Scheme becoming effective, the Company shall allot 603,594,528 equity shares of Rs. 5/- each aggregating Rs. 301.79 Cr to the shareholders of GMR Infrastructure Limited (GIL), Demerged Company as per share entitlement ration provided in Clause 30.1 of the Scheme. Further the existing paid share capital of the Company held by GIL would stand cancelled in terms of Clause 29 of the Scheme.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS

GMR POWER AND URBAN INFRA LTD. *

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New Delhi – 110 001
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Independent Auditor's Review Report on Special Purpose Unaudited Financial Information of the Company for the quarter and six-month period ended 30 September 2021

To the Board of Directors of GMR Power And Urban Infra Limited

Introduction

1. We have reviewed the accompanying statement of special purpose unaudited financial information of GMR Power And Urban Infra Limited ('the Company'), which comprise the special purpose unaudited balance sheet as at 30 September 2021, the special purpose unaudited statement of profit and loss (including other comprehensive income) and other explanatory information for the quarter and six month ended (together hereinafter referred to as the "Statement"). The Management is responsible for the preparation and fair presentation of the Statement in accordance with the basis of preparation as detailed in note 3 to the Statement. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.

Scope of Review

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

3. Based on our review conducted as above nothing has come to our attention that causes us to believe that the accompanying Statement is not prepared, in all material aspects, in accordance with the basis of preparation as detailed in note 3 to the Statement.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Independent Auditor's Review Report on Special Purpose Unaudited Financial Information of the Company for the quarter and six-month period ended 30 September 2021 (Cont'd)

Basis of Accounting and Restriction on distribution or use

4. The Statement has been prepared by the Company's Management solely to assist the Management of GMR Infrastructure Limited ('GIL' or 'Holding Company') in the preparation of its consolidated financial results for the quarter and six month period ended 30 September 2021 pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time and therefore, it may not be suitable for other purpose. This review report is issued solely for the aforementioned purpose, and accordingly should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this review report is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAAFA7175

Place: Patna
Date: 20 October 2021

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Special Purpose Unaudited Balance Sheet as at September 30, 2021

Particulars	Notes	Amount September 30, 2021	Amount March 31, 2021
Assets			
Non- current assets			
Financial assets			
Investments	3	10,00,000.00	-
Loans	4	11,46,403.00	-
		21,46,403.00	**-**
Current assets			
Financial assets			
Loans	4	24,06,000.00	-
Cash and cash equivalents	6	403.73	70.83
Other financials assets	5	3,655.41	-
		24,10,059.14	**70.83**
Total assets		**45,56,462.14**	**70.83**
Equity and liabilities			
Equity			
Equity share capital	7	1,000.00	1,000.00
Other equity	8	18,69,511.72	(4,177.60)
Total equity		**18,70,511.72**	**(3,177.60)**
Non-current liabilities			
Liabilities			
Financial liabilities			
Borrowings	9	6,84,892.38	-
		6,84,892.38	**-**
Current liabilities			
Financial liabilities			
Borrowings	9	20,00,000.00	-
Trade payables	10		
(a) Total outstanding dues of micro enterprises and small enterprises		-	-
(b) Total outstanding dues of creditors other than (a) above		126.53	3,237.18
Other financial liabilities	11	931.51	-
Other current liabilities	12	-	11.25
		20,01,058.04	**3,248.43**
Total liabilities		**26,85,950.42**	**3,248.43**
Total equity and liabilities		**45,56,462.14**	**70.83**

Summary of significant accounting policies and other explanatory information. 2

The accompanying notes are an integral part of the special purpose unaudited financial information.

This is the special purpose unaudited balance sheet referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm registration number: 001076N/N500013

Manish Agrawal
Partner
Membership No: 507000

Place : Patna
Date : October 20, 2021

For and on behalf of the Board of Directors of
GMR Power And Urban Infra Limited

M.V.Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN:05201062

Place : New Delhi
Date : October 20, 2021

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Special Purpose Unaudited Statement of Profit and loss for the six month period ended September 30, 2021

Particulars	Notes	For the period ended September 30, 2021	For the period ended September 30, 2020
Income			
Other income	13	9,655.41	-
Total income		**9,655.41**	**-**
Expenses			
Finance cost	14	5,434.73	-
Other expenses	15	95.19	170.91
Total expenses		**5,529.92**	**170.91**
Profit/ (loss) for the period		**4,125.49**	**(170.91)**
Other comprehensive income for the period		-	-
Total comprehensive income for the period		**4,125.49**	**(170.91)**
Earnings per equity share (face value of Rs. 10 each)			
Basic and diluted (Rs. per share)	17	41.25	(1.71)
Summary of significant accounting policies and other explanatory information.	2		

The accompanying notes are an integral part of the special purpose unaudited financial information.

This is the special purpose unaudited statement of profit and loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm registration number: 001076N/N500013

Manish Agrawal
Partner
Membership No: 507000

Place : Patna
Date : October 20, 2021

For and on behalf of the Board of Directors of
GMR Power And Urban Infra Limited

M.V.Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN:05201062

Place : New Delhi
Date : October 20, 2021

GMR Power And Urban Infra Limited
Corporate Identity Number (CIN) : U45400MH2019PLC325541
Special purpose unaudited statement of profit and loss for quarter and six month period ended September 30, 2021

(Rs. in thousands)

	Particulars	Notes	Quarter ended			Half year ended		Year ended
			September 30, 2021	June 30, 2020	September 30, 2020	September 30, 2021	September 30, 2020	March 31, 2021
			Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Revenue**							
	Revenue from operations		-	-	-	-	-	-
	Other income	13	9,655.41	-	-	9,655.41	-	-
	Total revenue		9,655.41	-	-	9,655.41	-	-
2	**Expenses**							
	Finance costs	14	5,434.73	-	-	5,434.73	-	-
	Other expenses	15	58.48	36.71	154.50	95.19	170.91	269.82
	Total expenses		5,493.21	36.71	154.50	5,529.92	170.91	269.82
3	**Profit/(loss) before tax (1-2)**		4,162.20	(36.71)	(154.50)	4,125.49	(170.91)	(269.82)
4	Tax expense	16	-	-	-	-	-	-
5	**Profit/(loss) after tax for the periods/year (3 -4)**		4,162.20	(36.71)	(154.50)	4,125.49	(170.91)	(269.82)
6	**Other comprehensive income**		-	-	-	-	-	-
7	**Total comprehensive income for the periods/year (5+6)**		4,162.20	(36.71)	(154.50)	4,125.49	(170.91)	(269.82)
8	Paid-up equity share capital (face value Rs.10 Per share)		1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00
9	Other equity		-	-	-	-	-	(4,177.60)
10	**Earnings per equity share - Basis & Diluted (Rs.) (not annualised)**							
	i) Basic & diluted EPS	17	41.62	(0.37)	(1.55)	41.25	(1.71)	(2.70)

Summary of significant accounting policies and other explanatory information. 2

This is the special purpose unaudited statement of profit and loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm registration number: 001076N/N500013

Manish Agrawal
Partner
Membership No: 507000

Place : Patna
Date : October 20, 2021

For and on behalf of the board of directors
GMR Power And Urban Infra Limited

M.V.Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN: 05201062

Place : New Delhi
Date : October 20, 2021

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Special Purpose Unaudited Cash Flow Statement for the six month period ended September 30, 2021

Particulars	September 30, 2021	September 30, 2020
Cash flow from operating activities		
Profit /(loss) before tax	**4,125.49**	**(170.91)**
Adjustments to reconcile profit before tax to net cash flows:		
Finance costs	5,434.73	-
Other Income	(9,655.41)	-
Working capital changes		
Increase / (Decrease) in trade payables and other financial liabilities	(3,110.65)	123.00
Decrease in other current liabilities	(11.25)	-
Decrease in other current assets	-	27.70
Net cash flows used in operating activities (A)	**(3,217.09)**	**(20.21)**
Investing activities		
Investment in Compulsorily Convertible Debentures (CCD)	(10,00,000.00)	-
Loans given to group companies	(35,46,403.00)	-
Net cash flows used in investing activities (B)	**(45,46,403.00)**	**-**
Financing activities		
Proceeds from inter corporate borrowings	45,49,952.99	-
Net cash flows from financing activities (C)	**45,49,952.99**	**-**
Net increase/ (decrease) in cash and cash equivalents	332.90	(20.21)
Cash and cash equivalents at the beginning of the period	70.83	113.26
Cash and cash equivalents at the end of the period	**403.73**	**93.05**
Components of cash and cash equivalents		
In current accounts	403.73	93.05
Total cash and cash equivalents (note 6)	**403.73**	**93.05**

Summary of significant accounting policies and other explanatory information. 2

The accompanying notes are an integral part of the special purpose unaudited financial information.

This is the special purpose unaudited cash flow statement referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm registration number: 001076N/N500013

Manish Agrawal
Partner
Membership No: 507000

Place : Patna
Date : October 20, 2021

For and on behalf of the Board of Directors of
GMR Power And Urban Infra Limited

M.V.Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN:05201062

Place : New Delhi
Date : October 20, 2021

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Special Purpose Unaudited Statement of Changes in Equity for the six month period ended September 30, 2021

Equity share capital:
Equity shares of Re. 10 each issued, subscribed and fully paid

	No of Shares	Rupees
At 1st April 2020	-	-
Add - Issue during the period	1,00,000	10,00,000
At September 30, 2020	**1,00,000**	**10,00,000**

	No of Shares	Rupees
At 1st April 2021	1,00,000	10,00,000
At September 30, 2021	**1,00,000**	**10,00,000**

Other Equity

Particulars	**Attributable to the equity holders**		**Total other equity**
	Other equity		
	Equity Component of related party loans	**Retained Earnings**	
For the period ended September 30, 2021			
As at April 01, 2021	-	**(4,177.60)**	**(4,177.60)**
Profit for the period	-	4,125.49	**4,125.49**
Total comprehensive income	-	**(52.11)**	**(52.11)**
Movement during the period	18,69,563.83	-	18,69,563.83
As at September 30, 2021	**18,69,563.83**	**(52.11)**	**18,69,511.72**
For the period ended September 30, 2020			
As at April 01, 2020	-	**(3,907.77)**	**(3,907.77)**
Loss for the period	-	(170.91)	**(170.91)**
Total comprehensive income	-	**(4,078.68)**	**(4,078.68)**
As at September 30, 2020	-	**(4,078.68)**	**(4,078.68)**

Summary of significant accounting policies and other explanatory information. 2

The accompanying notes are an integral part of the special purpose unaudited financial information.

This is the special purpose unaudited statement of changes in equity referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm registration number: 001076N/N500013

WALKER CHANDIOK & CO LLP ★ CHARTERED ACCOUNTANTS

Manish Agrawal
Partner
Membership No: 507000

Place : Patna
Date : October 20, 2021

AND URBAN INFRA LTD. ★

For and on behalf of the Board of Directors of
GMR Power And Urban Infra Limited

Srinivas

M.V.Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN:05201062

Place : New Delhi
Date : October 20, 2021

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

1 Corporate information

GMR Power And Urban Infra Limited ('GPUIL' or 'the Company') is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The Company is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

1.1 Basis of preparation

The special purpose unaudited financial information are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values (refer accounting policy regarding financial instruments), the provisions of the Companies Act, 2013 (the 'Act'). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The special purpose unaudited financial information for the six period ended September 30, 2021 were authorized and approved for issue by the Board of Directors on October 20, 2021

The special purpose unaudited financial information are presented in Indian Rupees (INR).

1.2 Recent accounting pronouncement

On 24 March 2021, the Ministry of Corporate Affairs ('MCA') through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are :

Balance sheet:

1) Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non current.
2) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the begining of the current reporting period.
3) Specified format for disclosure of shareholding of promoters.
4) Specified format for ageing schedule of trade receivables, trade payables, capital work in progress and intangible asset under development.
5) If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
6) Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of a company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property etc.

Statement of Profit and Loss:

1) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the financial statements.

The Company is evaluating the requirements of the amendments and their impact on the special purpose unaudited financial information.

2 Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its special purpose unaudited financial information are listed below. Such accounting policies have been applied consistently to all the year/period presented in these special purpose unaudited financial information, unless otherwise indicated below.

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
a) Expected to be realised or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading
c) Expected to be realised within twelve months after the reporting period, or
d) 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:
a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
All other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle

b. 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.

(i) 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.

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.

(ii) Financial liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

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.

De-recognition of financial liabilities

A financial liability is de-recognised 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.

Offsetting of financial instruments

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

c. **Cash and cash equivalents**

Cash and cash equivalents comprise cash in bank, cash on hand, demand deposits and other short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

d. **Income taxes**

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except the ones recognised in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the period and is computed in accordance with relevant tax regulations. 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).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity).

e. **Provisions, contingent liabilities and contingent assets**

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:
• Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
• Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed only when inflow of economic benefits therefrom is probable and recognized only when realization of income is virtually certain.

f. **Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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GMR POWER AND URBAN INFRA LTD. *

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

3 Non-current investments:

	September 30, 2021	March 31, 2021
Investment in debentures (in the nature of equity) of measured at FVTOCI		
GMR Aerostructure Services Limited		
0.001 %, 100,000,000 units of CCD having face value @ 10 each	10,00,000.00	-
	10,00,000.00	**-**

4 Loans

	Non-current		Current	
	September 30, 2021	March 31, 2021	September 30, 2021	March 31, 2021
Unsecured, considered good				
Loans to related parties	11,46,403.00	-	24,06,000.00	-
Total	**11,46,403.00**	**-**	**24,06,000.00**	**-**

5 Other current financials assets

	September 30, 2021	March 31, 2021
Interest accrued on loans and debentures to related parties	3,655.41	-
	3,655.41	-

6 Cash and cash equivalents

	September 30, 2021	March 31, 2021
Balances with banks:		
– On current accounts	403.73	70.83
Total	**403.73**	**70.83**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	September 30, 2021	March 31, 2021
Balances with banks:		
– On current accounts	403.73	70.83
	403.73	**70.83**

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GMR POWER AND URBAN INFRA LTD. ★

★ WALKER CHANDIOK & CO LLP ★ CHARTERED ACCOUNTANTS

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

7 Share Capital

	September 30, 2021	March 31, 2021
Issued, subscribed and fully paid-up equity shares		
1,000,000 (March 31, 2021: 1,000,000) equity shares of Rs. 100,000 of 10 each	1,000.00	1,000.00
	1,000.00	**1,000.00**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	September 30, 2021		March 31, 2021	
	No of Shares in Units	**Amount in Rs.**	**No of Shares in Units**	**Amount in Rs.**
Equity shares				
At the beginning of the period	100.00	1,000.00	100.00	1,000.00
Issued during the period	-	-	-	-
Outstanding at the end of the period	100.00	1,000.00	100.00	1,000.00

(b) Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of the equity shares issued by the company, shares held by its holding company,ultimate holding company and their subsidiaries/associates are as below:

	September 30, 2021	March 31, 2021
GMR Infrastructure Ltd -Holding company		
Equity shares of Rs.10 each		
1,000,000 (March 31, 2021: 1,000,000) equity shares of Rs. 100,000 of 10 each	1,000.00	1,000.00

(c) Details of shareholders holding more than 5% shares in the Company

Name of shareholder	September 30, 2021		March 31, 2021	
	No of Shares in Units	**% holding**	**No of Shares in Units**	**% holding**
Equity shares of Rs.10 each fully paid up				
GMR Infrastructure Ltd -Holding company	100	100.00%	100	100.00%

Note : As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

8 Other equity

		September 30, 2021	March 31, 2021
Equity component of related party loans			
Balance as at April 1, 2021		-	-
Add: Addition during the period		18,69,563.83	-
Balance as at September 30, 2021	(A)	**18,69,563.83**	-
Retained earnings			
Balance as at April 1, 2021		(4,177.60)	(3,907.77)
Add: Profit / (loss) during the period		4,125.49	(269.82)
Balance as at September 30, 2021	(B)	**(52.11)**	**(4,177.59)**
Total other equity	(A+B)	**18,69,511.72**	**(4,177.59)**

9 Borrowings

	Non-current borrowings		Current borrowings	
	September 30, 2021	**March 31, 2021**	**September 30, 2021**	**March 31, 2021**
A. Long term borrowings:				
Loans from related parties (unsecured) (refer note no 19)*	6,84,892.39	-	-	-
B. Short term borrowings:				
Loan repayable on demand				
Loans from related parties (unsecured) (refer note no 19)*	-	-	20,00,000.00	-
	6,84,892.39	-	**20,00,000.00**	-
The above amount includes				
Secured borrowings	-	-	-	-
Unsecured borrowings	6,84,892.39	-	20,00,000.00	-
	6,84,892.39	-	**20,00,000.00**	-

*During the period, the Company have entered into loan agreement dated August 16, 2021 and the outstanding as on September 30, 2021 Rs. 25,49,953.00 Thousand (March 31, 2021 -Nil) for 10 years at mutually agreed terms and conditions. Considering 0% loan, equity component of loans amounting to Rs. 1,869,563.83 thousands has been recognized in other equity.

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

10 Trade payables

Trade payables	September 30, 2021	March 31, 2021
- Total outstanding dues of micro enterprises and small enterprises		
- Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Due to Related parties	126.53	3,237.18
	126.53	3,237.18

11 Other current financial liabilities

	September 30, 2021	March 31, 2021
Interest accrued but not due on borrowings	931.51	-
	931.51	-

12 Other current liabilities

	September 30, 2021	March 31, 2021
Others	-	11.25
	-	11.25

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AND URBAN INFRA LTD. ★ GMR POWER

WALKER CHANDIOK & CO LLP ★ CHARTERED ACCOUNTANTS ★

(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

13 Other income

	September 30, 2021	September 30, 2020
Interest income on loans	9,655.41	-
	9,655.41	

14 Finance cost

	September 30, 2021	September 30, 2020
Interest cost	5,434.73	-
	5,434.73	

15 Other expenses

	September 30, 2021	September 30, 2020
Rates and taxes	6.50	-
Payment to auditors (refer details below)	87.04	123.00
Bank charges & Miscellaneous Expense	1.66	36.93
Legal and professional charges	-	10.98
	95.19	**170.91**

Payment to auditors

As auditor:		
Audit fee	87.04	123.00
	87.04	**123.00**

16 Tax expense

Particulars	September 30, 2021	September 30, 2020
Income tax expense reported in the Statement of Profit and Loss		
The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 26% and the reported tax expense in the statement of profit and loss are as follows:		
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Profit /(loss) before tax	4,125.49	(170.91)
Accounting profit /(loss) before income tax	**4,125.49**	**(170.91)**
Computed tax charge on applicable tax rates in India	**1,072.63**	**(44.44)**
Tax impact on financial assets recognised at amortised cost	(2,510.41)	-
Tax effect on losses on which deferred taxes has not been recognised	1,437.78	44.44
Total tax expenses	-	-

The Company has decided not to recognise deferred tax asset on carry-forward losses in the absence of convincing evidence which demonstrates probability of realization of deferred tax asset in the near future.

17 Earnings per share ['EPS']

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) 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:

	September 30, 2021	September 30, 2020
Profit / (Loss) after tax attributable to shareholders of the parent	4,125.49	(170.91)
Profit / (Loss) attributable to equity shareholders of the parent for basic/diluted earnings per share	**4,125.49**	**(170.91)**
Weighted average number of equity shares of Rs.10 each outstanding during the period used in calculating basic and diluted earnings per share (No of Shares in units)	1,00,000	1,00,000
Earnings per share for continuing operations -Basic (Rs. in units)	41.25	(1.71)
Earnings per share for continuing operations -Diluted (Rs. in units)	41.25	(1.71)

AND URBAN INFRA LTD

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

(All amounts are in Rs Thousands., unless otherwise stated)

18 Financial risk management

(i) Financial instruments by category

Particulars	September 30, 2021	March 31, 2021
	Amortised cost*	Amortised cost*
Financial assets		
Investments	10,00,000.00	-
Loans	35,52,403.00	-
Cash and cash equivalents	403.73	70.83
Other financials assets	3,655.41	-
Total financial assets	**45,56,462.14**	**70.83**
Financial liabilities		
Borrowings	26,84,892.38	-
Trade payables	126.53	3,237.18
Other financial liabilities	931.51	-
Other current liabilities	-	11.25
Total financial liabilities	**26,85,950.42**	**3,248.43**

* *The carrying value of the amortised cost financial assets and financial liabilities approximate to the fair value on the respective reporting dates.*

(ii) Risk management

The Company's activities expose it to credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents measured at amortised cost. The Company continuously monitors defaults of counterparties and incorporates this information into its credit risk controls.

i) *Credit risk management*

Cash and cash equivalents

Credit risk is considered low because the Company deals with highly rated banks and financial institution.

ii) *Credit risk rating*

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
A: Low credit risk	Cash and cash equivalents	12 month expected credit loss

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	September 30, 2021	March 31, 2021
A: Low credit risk	Cash and cash equivalents	3,655.41	-

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

September 30, 2021	Less than 1 year	More than 1 year	Total
Borrowings	20,00,000.00	25,54,456.23	45,54,456.23
Other financial liabilities	931.51	-	931.51
Trade payables	126.53	-	126.53
Total	**20,01,058.03**	**25,54,456.23**	**45,55,514.26**

31 March 2021	Less than 1 year	More than 1 year	Total
Trade payables	3,237.18	-	3,237.18
Total	**3,237.18**	**-**	**3,237.18**

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GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

19 Related Party Disclosure

a. List of related parties

Holding Companies:

GMR Infrastructure Limited (GIL)

Fellow Subsidiary Companies:

GMR Aerostructure Services Limited (GASL)
GMR Energy Limited (GEL)
GMR Generation Assets Limited (GGAL)
GMR Bajoli Holi Hydro Power Pvt Limited (GBHHPPL)
GMR Airports Limited (GAL)

Key Management Personnel

Suresh Bagrodia
Saurabh Chawla
MV Srinivas

b. Summary of transactions with the above related parties is as follows:

Sl.No.	Particulars	September 30, 2021	September 30, 2020
	Transactions during the Period		
A	Loan From Holding Company		
	GIL	25,49,953.00	-
	Loan From Fellow Subsidiary Companies		
	GAL	20,00,000.00	-
		45,49,953.00	**-**
B	Loan To Fellow Subsidiary Companies		
	GEL	6,77,222.00	-
	GGAL	3,71,681.00	-
	GBHHPPL	4,00,000.00	-
	GASL	20,97,500.00	-
		35,46,403.00	**-**
C	Investment in Fellow Subsidiary Companies Towards CCD		
	GASL	10,00,000.00	-
	Balance outstanding at the end of the period		
		September 30, 2021	**March 31, 2021**
A	Loan From Holding Company		
	GMR Infrastructure Limited	25,49,953.00	-
	Loan From Fellow Subsidiary Companies		
	GAL	20,00,000.00	-
			-
B	Loan to Fellow Subsidiary Companies		
	GEL	6,77,222.00	-
	GGAL	3,71,681.00	-
	GBHHPPL	4,00,000.00	-
	GASL	20,97,500.00	-
		35,46,403.00	**-**

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

C	Investment in Fellow Subsidiary Companies Towards CCD		
	GASL	10,00,000.00	-
D	Trade Payables		
	GIL	0.58	3,032.23
E	Equit Share Capital		
	GIL	1,000.00	1,000.00

20 GPUIL in its board meeting held on August 27, 2020, had approved the Scheme of Amalgamation and Arrangement of the demerged Non Airport business (Energy, transportation, EPC, Urban Infrastructure etc.) of GIL, into GPUIL ('the Scheme') as a going concern and appointed date for the same has been proposed to be April 1, 2021. Post the Scheme being effective, GIL will emerge as India's only Pure-Play Listed Airports Company and all existing shareholders of GIL will continue their same shareholding in GIL and they will also become shareholder of GPUIL in the same proportion after issue of additional shares of GPUIL. The Scheme is expected to be in the best interests of the Companies and their respective shareholders, employees and creditors. The Scheme is subject to the customary approvals from Stock Exchanges, SEBI, NCLT, Shareholders and Creditors etc.

21 The Company does not have any contigent liabilities and commitments as at September 30, 2021 and March 31, 2021.

22 The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108 as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013, the Company operates in one reportable business segment as the Company has not yet commenced its business operations and is primarily operating in India and hence, considered as single geographical segment.

23 Capital management

The Company's objective when managing capital are to maintain positive cash flow position. The Company's strategy is to maintain a reasonable current ratio. The current ratio are as follows:

	September 30, 2021	March 31, 2021
Current assets	24,10,059.14	70.83
Current liabilities	20,01,058.04	3,248.43
Current ratio	1.20	0.02

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WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

GMR Power And Urban Infra Limited
CIN : U45400MH2019PLC325541
(All amounts are in Rs Thousands., unless otherwise stated)

Summary of significant accounting policies and other explanatory information for the six month period ended September 30, 2021

This is the special purpose unaudited financial information referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Manish Agrawal
Partner
Membership No: 507000

Place : Patna
Date : October 20, 2021

For and on behalf of the Board of Directors
GMR Power And Urban Infra Limited

M V Srinivas
Director
DIN: 02477894

Suresh Bagrodia
Director
DIN:05201062

Place : New Delhi
Date : October 20, 2021

Walker Chandiok & Co LLP
L 41, Connaught Circus,
Outer Circle,
New Delhi – 110 001
India

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Independent Auditor's Report

To the Members of GMR Power and Urban Infra Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of GMR Power and Urban Infra Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the financial statements and our auditor's report thereon.

   Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   The Director's Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Walker Chandiok & Co LLP Chartered Accountants

Responsibilities of Management for the Financial Statements

5. The accompanying financial statements have been approved by the Company's Board of Directors. 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the 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.

Auditor's Responsibilities for the Audit of the Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

8. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

   - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

   - Conclude on the appropriateness of 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;

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

Independent Auditor's Report to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021 (cont'd)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

9. 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.

Other Matter

10. The financial statements of the Company for the year ended 31 March 2020 were audited by the predecessor auditor, Girish Murthy & Kumar, who have expressed an unmodified opinion on those financial statements vide their audit report dated 12 June 2020.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.

12. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

13. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;

    b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) the financial statements dealt with by this report are in agreement with the books of account;

    d) in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

    e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;

    f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 29 April 2021 as per Annexure B expressed unmodified opinion; and

    g) 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 does not have any pending litigations which would impact its financial position as at 31 March 2021;

        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:24:24 +05:30

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAABQ8995

Place: New Delhi
Date: 29 April 2021

Annexure A to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

Annexure A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) The Company does not have any property, plant and equipment. Accordingly, the provisions of clause 3(i) of the Order are not applicable.

(ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

(v) In our opinion, 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) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax that have not been deposited with the appropriate authorities on account of any dispute.

(viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) The Company has not paid or provided for any managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Annexure A to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

(xiii) In our opinion, the Company has not entered into any transactions with the related parties. Accordingly, provisions of clause 3(xiii) of the Order are not applicable.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:24:24 +05:30

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAABQ8995

Place: New Delhi
Date: 29 April 2021

Annexure B to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of GMR Power and Urban Infra Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting

WALKER CHANDIOK & CO LLP CHARTERED ACCOUNTANTS

Annexure B to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI..

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:24:24 +05:30

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAABQ8995

Place: New Delhi
Date: 29 April 2021

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Balance Sheet as at 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

	Note	31 March 2021	31 March 2020
Assets			
Current assets			
Financial assets			
Cash and cash equivalents	3	708.33	1,132.57
Other current assets	4	-	277.00
Total current assets		**708.33**	**1,409.57**
Total assets		**708.33**	**1,409.57**
Equity and liabilities			
Equity			
Equity share capital	5	10,000.00	10,000.00
Other equity	6	(41,775.98)	(39,077.74)
Total equity		**(31,775.98)**	**(29,077.74)**
Current liabilities			
Financial liabilities			
Trade payables	7		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		32,371.81	30,487.31
Other current liabilities	8	112.50	-
Total current liabilities		**32,484.31**	**30,487.31**
Total equity and liabilities		**708.33**	**1,409.57**

Summary of significant accounting policies and other explanatory information 2

The accompanying notes are an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

GMR Power And Urban Infra Limited
CIN No - U45400MH2019PLC325541
Statement of Profit and Loss for the year ended 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

	Note	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Revenue			
Revenue from operations		-	-
Total income		-	-
Expenses			
Other expenses	9	2,698.24	39,077.74
Total expenses		**2,698.24**	**39,077.74**
Loss before tax		**(2,698.24)**	**(39,077.74)**
Tax expense	10	-	-
Loss for the year/period		**(2,698.24)**	**(39,077.74)**
Other comprehensive income		-	-
Total comprehensive income for the year/period		**(2,698.24)**	**(39,077.74)**
Earnings per equity share (face value of Rs. 10 each)			
Basic and diluted (Rs. per share)	11	(2.70)	(39.08)
Summary of significant accounting policies and other explanatory information.	2		

The accompanying notes are an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Cash Flow Statement for the year ended 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Cash flows from operating activities		
Loss before tax	(2,698.24)	(39,077.74)
Operating loss before working capital changes	**(2,698.24)**	**(39,077.74)**
Working capital changes:		
Decrease in other assets	277.00	-
Increase in trade payables	1,884.50	30,210.31
Increase in other current liabilities	112.50	-
Net cash used in operating activities (A)	**(424.24)**	**(8,867.43)**
Cash flows from investing activities	-	-
Net cash flows from investing activities (B)	-	-
Cash flows from financing activities		
Proceeds from issue of equity share capital	-	10,000.00
Net cash flows from financing activities (C)	-	**10,000.00**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(424.24)	1,132.57
Cash and cash equivalents at the beginning of the year	1,132.57	-
Cash and cash equivalents at the end of the year	**708.33**	**1,132.57**
Cash and cash equivalent comprises of (refer note 3) :		
Balance in bank – current accounts	708.33	1,132.57
	708.33	**1,132.57**

The accompanying notes are an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of the Board of Directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR Digitally signed by SHASHANK NAGAR Date: 2021.04.29 16:14:22 +05'30'

Shashank Nagar
Company Secretary

Place: New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD. ★

GMR Power And Urban Infra Limited
CIN No-U45400MH2019PLC325541
Statement of Changes in Equity for the year ended 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

Equity share capital*

Particulars	17 May 2019 (date of incorporation)	Issued during the period	Balance as at 31 March 2020	Issued during the year	Balance as at 31 March 2021
Equity share capital	-	10,000.00	10,000.00	-	10,000.00

Other equity**

Particulars	Reserves and surplus
	Retained earnings
Balance as at 17 May 2019	-
Loss for the period	(39,077.74)
Balance as at 31 March 2020	(39,077.74)
Loss for the year	(2,698.24)
Balance as at 31 March 2021	(41,775.98)

*Refer note 5 for details.
**Refer note 6 for details.

The accompanying notes are an integral part of the Financial Statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

1 Corporate information

GMR Power And Urban Infra Limited ('GPUIL' or 'the Company') is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The Company is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

2.1 Basis of preparation

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values (refer accounting policy regarding financial instruments), the provisions of the Companies Act, 2013 (the 'Act'). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended 31 March 2021 were authorized and approved for issue by the Board of Directors on 29 April 2021. The revision to financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

The financial statements are presented in Indian Rupees (INR).

2.2 Recent accounting pronouncement

On 24 March 2021, the Ministry of Corporate Affairs ('MCA') through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are :

Balance sheet:
1) Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non current.
2) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the begining of the current reporting period.
3) Specified format for disclosure of shareholding of promoters.
4) Specified format for ageing schedule of trade receivables, trade payables, capital work in progress and intangible asset under development.
5) If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
6) Specific dislcosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of a company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property etc.

Statement of Profit and Loss:
1) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the financial statements.

2.3 Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its Financial Statements are listed below. Such accounting policies have been applied consistently to all the year/period presented in these Financial Statements, unless otherwise indicated below.

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
a) Expected to be realised or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading
c) Expected to be realised within twelve months after the reporting period, or
d) 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:
a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
All other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. 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.

(i) 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.

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.

(ii) Financial liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

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.

GMR POWER AND URBAN INFRA LTD. *

De-recognition of financial liabilities
A financial liability is de-recognised 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.

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

c. **Cash and cash equivalents**
Cash and cash equivalents comprise cash in bank, cash on hand, demand deposits and other short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

d. **Income taxes**
Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except the ones recognised in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the period and is computed in accordance with relevant tax regulations. 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).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity).

e. **Provisions, contingent liabilities and contingent assets**
Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:
• Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
• Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed only when inflow of economic benefits therefrom is probable and recognized only when realization of income is virtually certain.

f. **Earnings per share**
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

GMR POWER AND URBAN INFRA LTD.

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		31 March 2021	31 March 2020
3	**Cash and cash equivalents**		
	Balances with banks - in current accounts	708.33	1,132.57
		708.33	**1,132.57**
4	**Other current assets**		
	Other advances	-	277.00
		-	**277.00**

5 **Equity share capital**

	31 March 2021		31 March 2020	
Authorised	Number	Amount	Number	Amount
50,000,000 equity shares of Rs.10 each	50,000,000	5,000,000.00	50,000,000	5,000,000.00

(a) Issued, subscribed and fully paid-up	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
Outstanding at the beginning of the year/period	100,000	10,000.00	-	-
Add: Issued during the year/period	-	-	100,000	10,000.00
Outstanding at the end of the year/period	**100,000**	**10,000.00**	**100,000**	**10,000.00**

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.

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 shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of shareholder	31 March 2021		31 March 2020	
	No of Shares	Amount	No of Shares	Amount
GMR Infrastructure Limited*	100,000	10,000.00	100,000	10,000.00

*including nominee shares.

(d)Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company has not made any buy-back of shares, nor has there been an issue of shares by way of bonus share or issue of share pursuant to contract without payment being received in cash since the incorporation of the Company.

		31 March 2021	31 March 2020
6	**Other equity**		
	Retained earnings		
	Deficit in Statement of Profit and Loss	(39,077.74)	-
	Loss for the year/period	(2,698.24)	(39,077.74)
	Balance at the end of the year	**(41,775.98)**	**(39,077.74)**
7	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises (refer note (i) below)	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	32,371.81	30,487.31
		32,371.81	**30,487.31**

*This includes amount of Rs. 30,322.31 hundred which is payable to related party (refer note 13).

(i) Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006"	31 March 2021	31 March 2020
The principal amount and the interest due thereon remaining unpaid to any supplier		
- Principal Amount	-	-
- 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	-	-

		31 March 2021	31 March 2020
8	**Other current liabilities**		
	Other liabilities	112.50	-
		112.50	-

GMR POWER AND URBAN INFRA LTD.

9 Other expenses

	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Rates and taxes	53.10	38,923.02
Auditor's remuneration (refer note(i) below)	1,820.00	150.00
Bank charges	109.30	4.72
Legal and professional charges	715.84	-
	2,698.24	**39,077.74**

(i) Auditor's remuneration*		
Audit fee	1,230.00	150.00
Other services	590.00	-
	1,820.00	**150.00**

*inclusive of taxes

10 Tax expense

Particulars	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Income tax expense reported in the Statement of Profit and Loss	-	-

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 26% and the reported tax expense in the statement of profit and loss are as follows:

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Loss before tax	(2,698.24)	(39,077.74)
Accounting loss before income tax	**(2,698.24)**	**(39,077.74)**
At India's statutory income tax rate of 26%	(701.54)	(10,160.21)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Unrecognised deferred tax on unabsorbed losses	(701.54)	(10,160.21)
Tax expense	-	-

The Company has decided not to recognise deferred tax asset on carry-forward losses in the absence of convincing evidence which demonstrates probability of realization of deferred tax asset in the near future.

11 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 making adjustments for 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. However, there are no such convertible securities issued by the Company and hence the diluted EPS is equal to the basic EPS.

The following reflects the income and share data used in the basic and diluted EPS computations.

Particulars	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Face value of equity shares (Rs. per share)	10	10
Loss attributable to equity shareholders	(2,698.24)	(39,077.74)
Weighted average number of equity shares used for computing earning per share (basic and diluted)	100,000	100,000
EPS- basic and diluted (Rs)	(2.70)	**(39.08)**

* *Previous period earnings per equity share is not annualised*

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GMR POWER AND URBAN INFRA LTD. ★

12 Financial risk management

(i) Financial instruments by category

Particulars	31 March 2021	31 March 2020
	Amortised cost*	Amortised cost*
Financial assets		
Cash and cash equivalents	708.33	1,132.57
Total financial assets	**708.33**	**1,132.57**
Financial liabilities		
Trade payables	32,371.81	30,487.31
Total financial liabilities	**32,371.81**	**30,487.31**

** The carrying value of the amortised cost financial assets and financial liabilities approximate to the fair value on the respective reporting dates.*

(ii) Risk management

The Company's activities expose it to credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents measured at amortised cost. The Company continuously monitors defaults of counterparties and incorporates this information into its credit risk controls.

i) *Credit risk management*

Cash and cash equivalents

Credit risk is considered low because the Company deals with highly rated banks and financial institution.

ii) *Credit risk rating*

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk
B: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
A: Low credit risk	Cash and cash equivalents	12 month expected credit loss

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	31 March 2021	31 March 2020
A: Low credit risk	Cash and cash equivalents	708.33	1,132.57

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

31 March 2021	Less than 1 year	More than 1 year	Total
Trade payables	32,371.81	-	**32,371.81**

31 March 2020	Less than 1 year	More than 1 year	Total
Trade payables	30,487.31	-	**30,487.31**
Total	**30,487.31**	-	**30,487.31**

GMR POWER AND URBAN INFRA LTD.

13 **Related party transactions :**

a) Name of related parties and their relationship

Relationship	Name of party
Holding Company	GMR Infrastructure Limited

b) Transactions during the year

Nature of transaction	Holding Company
Rates and taxes (paid of behalf of the Company)	
1 April 2020 to 31 March 2021	-
17 May 2019 to 31 March 2020	38,822.31
Payment made during the period	
1 April 2020 to 31 March 2021	-
17 May 2019 to 31 March 2020	8,500.00
Issue of equity share capital	
1 April 2020 to 31 March 2021	-
17 May 2019 to 31 March 2020	10,000.00

b) Balances outstanding as at end of the year

Nature of transaction	Holding Company
Trade payables	
31 March 2021	30,322.31
31 March 2020	30,322.31
Equity share capital	
31 March 2021	10,000.00
31 March 2020	10,000.00

14 GMR Power and Urban Infra Limited (GPUIL) in its board meeting held on 27 August 2020, had approved the Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited (GPIL) and GMR Infrastructure Limited (GIL) and GPUIL and their respective shareholders. The Scheme involves vertical split demerger of the Non-Airport Business (Energy, EPC, Urban Infrastructure, etc.) of GIL into GPUIL, as a going concern, along-side amalgamation of GMR Power Infra Limited (GPIL) with GIL, as a step preceding demerger and the appointed date for the same has been proposed to be 1 April 2021. Post the Scheme being effective, all existing shareholders of GIL will continue their same shareholding in GIL and they will also become shareholder of GPUIL in the same proportion after issue of additional shares of GPUIL.The Scheme has been filed with National Company Law Tribunal for its approval.

15 The Company has incurred net loss of Rs. 2,698.24 hundred for the year ended 31 March 2021 and has accumulated losses amounting to Rs. 41,775.98 hundred as at 31 March 2021. The management of the Company, as detailed in note 14 has approved the Scheme of Amalgamation and Arrangement and is confident that the Company will be able to generate adequate positive cash flows in order to meet its present and future obligations in the ordinary course of business through provision of its services. Accordingly, these financial statements have been prepared on a going concern basis.

16 The Company does not have any contigent liabilities and commitments as at 31 March 2021 and 31 March 2020 respectively.

17 The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108 as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013, the Company operates in one reportable business segment as the Company has not yet commenced its business operations and is primarily operating in India and hence, considered as single geographical segment.

18 **Capital management**
The Company's objective when managing capital are to maintain positive cash flow position. The Company's strategy is to maintain a reasonable current ratio. The current ratio are as follows:

	31 March 2021	31 March 2020
Current assets	708.33	1,409.57
Current liabilities	32,484.31	30,487.31
Current ratio	0.02	0.05

19 Previous period's figures have been regrouped / reclassified, wherever necessary to confirm to current year classification.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of the board of directors
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GMR POWER AND URBAN INFRA LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **GMR Power And Urban Infra Limited** (the **"Company"**), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of cash flows and for the period then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements for the period ended 31st March, 2020 give the information required by 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 31st March, 2020, and loss, changes in equity and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the board report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. The board report 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 will 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 standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibility of Management for Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act")with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income / loss, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 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 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.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 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 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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 Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss including statement of Other Comprehensive Income, the Cash Flow Statement and the statement of changes in equity dealt with by this Reports are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rules, 2015 as amended,

(e) On the basis of written representations received from the directors as on March 31, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report

(g) 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, in our opinion and to the best of our information and according to the explanations given to us:

a. As per the information and explanation given to us the company did not have any pending litigations against the company or by the company which would have impact on its financial position.-Refer Note 34 to Standalone IND AS financial statements.

b. 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.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **GIRISH MURTHY & KUMAR**
Chartered Accountants
Firm's registration number: 000934S

A.V.SATISH KUMAR
Partner
Membership number: 26526

Place:Bangalore
Date:June 12 2020

UDIN : 20026526AAAACP4786

Annexure A as referred to in clause 1 of paragraph on report on other legal and regulatory requirements of our report of even date.

Re: **GMR Power and Urban Infra Limited**

i. The company is yet to acquire any fixed assets. Hence reporting on maintenance of Fixed Assets Register, Physical verification and other matters does not arise.

ii. The nature of company's operations does not warrant requirement of holding stocks and therefore had no stocks of finished goods, stores, spare part and raw materials during/at the end of the year.

iii. In our opinion and according to the information and explanations given to us, the company has not granted unsecured loans to the companies, firms, Limited Liability Partnership or other parties listed in the register maintained under section 189 of the companies Act 2013. Hence reporting on the terms and conditions of the grant of such loans, repayment of principle and interest does not arise.

iv. In our opinion and according to the information and explanations given to us, the Company has not granted loans, made investments, gave guarantee or provided security in connection with loans to other body corporate or person are complied with the section186 and no loans and guarantees are given to directors as mentioned in section 185 of the Companies Act,2013.

v. The company has not accepted deposits from the public during the year and as such this clause is not applicable.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records, under section 148(1) of the Companies Act, 2013 in respect of the business operations carried out by the Company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion the Company is generally regular in payment of undisputed statutory dues including Provident Fund, income tax, Goods and service tax,Customs Duty, Wealth tax and service tax Value added tax, andcess as applicable with appropriate authorities. We are informed by the company that the provisions of Employee state insurance scheme, Investor education and protection fund, and excise duty are not applicable.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax,customs duty, wealth tax, service tax, value added tax, cess, goods and service tax and other material statutory dues were in arrears as at 31st March 2020 for a period of more than six months from the date they became payable.

viii. Based on our audit procedure and as per the information and explanation given by the Management, the company has not defaulted in the repayment of the loans taken from the banks and financial institutions during the year.. Further the company has not issued any debenture at any point of time and as such there are no dues outstanding at the end of the year to debenture holders.

ix. The Company did not raise any money by way of initial public offer or further offer (including debt instruments) during the year. No Term Loans have been obtained during the period.

x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us, and based on our examination of records of the Company, the company has not paid/provided any managerial remuneration during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully of partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR **GIRISH MURTHY & KUMAR**
Chartered Accountants

A V Satish Kumar
Partner.
Membership No: 26526
FRN No.000934S

Place: Bangalore
Date:June 12 2020

UDIN : 20026526AAAACP4786

Annexure B to Auditors' Report of even date

Report on the Internal Controls on Financial Reporting under clause (i) of sub-section (3) of section 143 of the Companies Act, 2013 ("the Act")

Re: **GMR Power and Urban Infra Limited**

We have audited the internal financial controls over financial reporting of **GMR Power and Urban Infra Limited**("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the period 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 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting 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 financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR **GIRISH MURTHY & KUMAR**
Chartered Accountants
FRN No.000934S

A V Satish Kumar
Partner.
Membership No: 26526

DATE: June 12 2020
PLACE: Bangalore

UDIN : 20026526AAAACP4786

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Balance sheet as at March 31, 2020

Amount in Rs

Particulars	Notes	March 31, 2020
ASSETS		
Current assets		
Cash and cash equivalents	2	113,257
Other current assets	3	27,700
		140,957
TOTAL ASSETS		**140,957**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	4	1,000,000
Other equity	5	(3,907,774)
Total equity (a)		**(2,907,774)**
Current liabilities		
Financial liabilities		
Other financial liabilities	6	3,048,731
Total liabilities (b)		**3,048,731**
TOTAL EQUITY AND LIABILITIES (a+b)		**140,957**

Significant accounting policies 1

The accompanying notes form an integral part of financial statements

For Girish Murthy & Kumar
Chartered Accountants
ICAI Firm Registration No.000934S

GIRISH MURTHY & KUMAR CHARTERED ACCOUNTANTS 4502, High Point IV 45, Palace Road, Bangalore-1.

Satish Kumar AV
Partner
Membership No.: 026526

Place : Bangalore
Date : 12/06/2020

GMR POWER AND URBAN INFRA LTD.

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

Suresh Bagrodia
Director
DIN: 05201062

M V Srinivas
Director
DIN: 02477894

Place : New Delhi
Date :12th June 2020

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Statement of profit and loss for the period ended 17 May 2019 to 31 March 2020

Amount in Rs

Particulars	Notes	March 31, 2020
EXPENSES		
Other expenses	7	3,907,774
Total Expenses		**3,907,774**
Profit / (Loss) before tax		(3,907,774)
Less: Tax expenses		-
Profit/(Loss) for the period		(3,907,774)
Other comprehensive income for the period, net of tax		-
Total comprehensive income for the period		(3,907,774)
Significant accounting policies	1	

The accompanying notes form an integral part of financial statements

Earnings per share for continuing operations		
(Face value of equity shares of Rs.10 each)		
EPS (Basic)	8	(39.08)
EPS (Diluted)		(39.08)

For Girish Murthy & Kumar
Chartered Accountants
ICAI Firm Registration No.000934S

GIRISH MURTHY & KUMAR 4502, High Point IV 45, Palace Road, Bangalore-1. CHARTERED ACCOUNTANTS

A.v. Satish

CA.V. SATISH KUMAR
Partner
Membership No.: 026526

Place : Bangalore
Date : 12/06/2020

GMR POWER AND URBAN INFRA LTD.

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

Suresh Bagrodia
Director
DIN: 05201062

M V Srinivas
Director
DIN: 02477894

Place : New Delhi
Date : 12th June 2020

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541

1 Company Overview and Significant Accounting Policies:

1.1 Company overview:

GMR Power And Urban Infra Limited is a public company incorporated under the provisions of the Companies Act, 2013 on 17th May, 2019 and has its registered office in India at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block,Bandra Kurla Complx, Mumbai, Maharashtra-400051.

Information on other related party relationships of the Company is provided in Note no. 9

The financial statements of the Company for the period ended March 31, 2020 were authorised for issue in accordance with a resolution of the directors on April 29, 2020.

1.2 Basis of preparation

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values (refer accounting policy regarding financial instruments), the provisions of the Companies Act, 2013 (the 'Act'). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. These financial statements are called Ind AS financial statements.

The financial statements are presented in Indian Rupees (INR)

1.3 Significant accounting policies

i) Use of estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and the disclosure of contingent liabilities at the end of the reporting period and revenues and expenses during the reporting period . Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

ii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle;
b) Held primarily for the purpose of trading;
c) Expected to be realised within twelve months after the reporting period; or
d) 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 treated as current when:

a) It is expected to be settled in normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is due to be settled within twelve months after the reporting period; or
d) 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.

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.

iii) 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.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material).

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.

GIRISH MURTHY & KUMAR * CHARTERED ACCOUNTANTS * 4502, High Point IV 45, Palace Road, Bangalore-1.

GMR POWER AND URBAN INFRA LTD. *

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541

1 Company Overview and Significant Accounting Policies:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Provisions and contingent liability are reviewed at each balance sheet.

iv) **Financial Instruments**

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 approximates the fair value due to the shorter maturity of these instruments.

Impairment of financial assets

The Company assesses at each balance sheet date as to whether any of its financial assets are impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises life time expected losses for all contract assets and / or all trade receivables that do not constitute a financing component. For all other financial assets, expected credit losses are measured at an amount equal to the twelve month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial assets has increased significantly since initial recognition.

Expected credit losses rate the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Company estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument.

De-recognition of financial assets

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the financial asset to another party and the transfer qualifies for de-recognition under Ind AS 109.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the carrying amount measured at the date of de-recognition and the consideration received is recognised in the statement of profit and loss.

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.

v) **Financial Instruments**

Financial Liabilities

Girish Murthy & Kumar Chartered Accountants
4502, High Point IV
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GMR Power and Urban Infra Ltd.

1 Company Overview and Significant Accounting Policies:

Financial liabilities are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities at Fair Value Through Profit and Loss (FVTPL)

A financial liability may be designated as at FVTPL upon initial recognition if:

• such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

• the financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading purpose and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of cost of an asset is included under 'Finance costs'.

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

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

De-recognition of Financial liabilities

A financial liability is de-recognised 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.

Offsetting of financial instruments

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

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered 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.

Embedded Derivative financial instruments

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

vi) **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and in hand and the short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

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GMR POWER AND URBAN INFRA LTD.

1 Company Overview and Significant Accounting Policies:

vii) Taxes on income

Tax expense comprises current and deferred tax.

Current income 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. 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 model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred 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 and liabilities are not recognised if the temporary difference arises from the initial recognition (other than business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that there is sufficient taxable temperory difference or 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.

When assessesing whether taxable profits will be available against which it can utilise a deductible temporary difference, it considers whether tax laws restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. If tax law imposes no such restrictions, an entity assesses a deductible temporary difference in combination with all of its other deductible temporary differences. However, if tax law restricts the utilisation of losses to deduction against income of a specific type, a deductible temporary difference is assessed in combination only with other deductible temporary differences of the appropriate type

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, 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.

viii) Earnings per share

Basic earnings per equity share is computed by dividing the net profit/ (loss) attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit / (loss) attributable to the equity holders as adjusted for the effects of dividend, interest and other charges relating to the dilutive potential equity shares of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Girish Murthy & Kumar Chartered Accountants A502, High Point IV 45, Palace Road, Bangalore-1.

GMR Power and Urban Infra Ltd.

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Notes to the financial statements as on March 31, 2020

		Amount in Rs March 31, 2020
2	**Cash and cash equivalents**	
	Balances with banks	
	- On current accounts	113,257
		113,257
3	**Other Current Assets**	
	Advance to Suppliers	27,700
		27,700

4 **Share capital**

	March 31, 2020	
	Equity shares	
Authorized shares	Number	Rs.
5,00,00,000 Equity Shares of Rs.10 each	50,000,000	500,000,000

	March 31, 2020	
Issued, subscribed and fully paid-up shares	Equity shares	
	Number	Rs.
Outstanding at the beginning of the year	-	-
Add: Issued during the year	100,000	1,000,000
Less: forfeited during the year	-	-
Outstanding at the end of the year	100,000	1,000,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	March 31, 2020	
	No of Shares	Amount
At the beginning of the reporting period	-	-
Issued during the reporting period	100,000	1,000,000
Outstanding at the end of the Year	100,000	1,000,000

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.

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 shareholders.

GIRISH MURTHY & KUMAR ★ CHARTERED ACCOUNTANTS ★ 4502, High Point IV 45, Palace Road, Bangalore-1.

GMR POWER AND URBAN INFRA LTD. ★

CIN No -U45400MH2019PLC325541

Notes to the financial statements as on March 31, 2020

(c) Details of shareholders holding more than 5% shares in the company

Equity Shares	March 31, 2020	
	No of Shares	Amount
GMR Infrastructure Limited	100,000	1000000

		Amount in Rs
		March 31, 2020
5	**Other equity**	
	Surplus in the statement of profit and loss	
	Outstanding at the beginning of the year	-
	Profit/(loss) for the period	(3,907,774)
	Net deficit in the statement of profit and loss at the end of the year	**(3,907,774)**
6	**Other current liabilities**	
	Paybale to Group Companies	3,032,231
	TDS Payable	-
	Others	16,500
		3,048,731

GIRISH MURTHY & KUMAR ★ CHARTERED ACCOUNTANTS ★ 4 High Point IV 45, Palace Road, Bangalore-1.

GMR POWER AND URBAN INFRA LTD. ★

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Notes to the financial statements as on March 31, 2020

7 Other expenses

	Amount in Rs
	March 31 2020
Rates & Taxes	3,892,302
Payment to auditors	15,000
Bank charges	472
	3,907,774

 # Payment to auditors

As auditor:	
Audit fee	15,000
In other capacity:	-
	15,000

GIRISH MURTHY & KUMAR
4502, High Point IV
45, Palace Road,
Bangalore-1.
CHARTERED ACCOUNTANTS

GMR POWER AND URBAN INFRA LTD.

GMR Power And Urban Infra Limited

CIN No -U45400MH2019PLC325541

Notes to the financial statements as on March 31, 2020

8 **Calculation of Earning per share (EPS):**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year. There is no dilutive potential ordinary shares as at March 31, 2020. Thus, diluted EPS equals basic EPS.

The following reflects the income and share data used in the basic / diluted EPS computations:

Particulars		March 31 2020
a.	Nominal value of Equity shares (in Rupees per share)	10
b.	Total No. of Equity Shares outstanding at the beginning of the period	-
c.	Add: Shares allotted during the period	100,000
d.	Total No. of Equity Shares outstanding at the end of the period	100,000
b.	Weighted average number of Equity shares at the period end (in Nos.)	100,000
c.	Profit attributable to equity holders of the Company for basic earnings	(3,907,774)
d.	Basic/Diluted Earning per share of Rs 10/- each (in Rs.) [(c)/(b)]	(39.08)

9 Related Party Disclouser

a) Payables - Sy. Creditors / Interest accrued but not due / Deposits Received

Counter Party Group Company	Nature of Transaction	Where it is shown in Financial Statements (Should be the description of the line item in Sch VI financials)	Amount (Similar nature and similar line under schedules should be clubbed)	Balance Sheet Note Reference
GIL	Reimbursment of expensese	Other Current Liabilities	3,032,231	7

b) Share Capital

Counter Party Group Company	Nature of Transaction	Where it is shown in Financial Statements (Should be the description of the line item in Sch VI financials)	Amount (Similar nature and similar line under schedules should be clubbed)	Balance Sheet Note Reference
GIL	GIL invested in Equity shares	Share Capital	1,000,000	5

10 Deferred tax assets Disclouser :

Since the company is not having any virtual certainty of earning taxable profits in future deferred tax asset is not recognized in the books of account.

For Girish Murthy & Kumar
Chartered Accountants
ICAI Firm Registration No. 000934S

A.V. [signature]

Satish Kumar AV
Partner
Membership No.: 026526

Place : 12/06/2020

GIRISH MURTHY & KUMAR * CHARTERED ACCOUNTANTS * 4502, High Point IV 45, Palace Road, Bangalore-1.

GMR POWER AND URBAN INFRA LTD. *

For and on behalf of the board of directors
GMR Power And Urban Infra Limited

Suresh Bagrodia
Director
DIN: 05201062

M V Srinivas
Director
DIN: 02477894

Place : New Delhi
Date : 12th June 2020

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below, there are no outstanding (1) criminal proceedings involving our Company, Subsidiaries, Directors and Promoters; (2) actions taken by statutory or regulatory authorities involving our Company, Subsidiaries, Directors and Promoters; (3) claims involving our Company, Subsidiaries, Directors and Promoter for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved); (4) proceedings involving our Company, Subsidiaries, Directors and Promoters (other than proceedings covered under (1) to (3) above) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below); and (5) litigation involving the Group Company which has a material impact on our Company, as of the date of Information Memorandum. Further, except as discussed in this chapter, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five financial years including any outstanding action.

*In terms of the materiality policy dated January 31, 2022 ("**Materiality Policy**"), other than outstanding (i) criminal proceedings, (ii) statutory or regulatory actions including outstanding actions, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years, (ii) claims for any direct or indirect tax liabilities disclosed in point (1) to (3) above, all other pending litigations:*

involving our Company, Subsidiaries, or against our Directors and Promoters:

A. *where the aggregate monetary claim made by, or against, our Company, our Directors or our Promoters in any such pending litigation proceeding is in excess of about 3% (2.98%) of our Company's Revenue from Operations (excluding other operating income and finance income) as disclosed in the Pro-forma Condensed Consolidated Financial Information for the Financial Year ended March 31, 2021, i.e. ₹ 76.00 Crore; and*

B. *where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (A) above, but the outcome of which could, nonetheless, have a material adverse effect on the position, business, operations, prospects or reputation of our Company.*

shall be considered "material" and accordingly have been disclosed in this Information Memorandum. Further, any such pending litigations involving only our Company where the monetary liability does not fulfil the threshold specified in (A) above (being a threshold based on the Pro-forma Condensed Consolidated Financial Information), is being generally disclosed herein to give a true and fair view of the position, business, operations, prospects or reputation of our Company

For the purposes of the above, pre-litigation notices received by our Company, our Subsidiaries, our Directors or our Promoters from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by the Board, be considered as litigation until such time that any of our Company, Subsidiaries, Directors or Promoters, as the case may be, is impleaded as a defendant in litigation before any judicial/arbitral forum or governmental authority.

Further, creditors of our Company to whom dues owed by our Company exceed about 10% (9.87%) of our Company's trade payables as of the end of the most recent period covered in the Financial Statements, would be considered as material creditors.

Unless stated to the contrary, the information provided below is as of the date of this Drat Information Memorandum.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Pursuant to the Scheme, all legal or other proceedings forming part of Demerged Undertaking are pending change in name from 'GMR Infrastructure Limited' to 'GMR Power and Urban Infra Limited' and any disclosures herein in Information Memorandum making reference to "GIL" or "our Company" should be read as a matter by or against the "Company" pending change in name to 'GMR Power and Urban Infra Limited', wherever such legal or other proceedings forms part of the Demerged Undertaking as on and from the Effective Date of this Scheme.

Outstanding litigation involving our Company (including litigations related to the Demerged Undertaking which now stands transferred to the Company)

Litigation against our Company

Criminal proceedings

NIL.

However, there are two (2) criminal proceedings filed by one vendor and its proprietor and pending against GIL prior to the Effective Date of the Scheme. These criminal proceedings may or may not be relatable to the Demerged Undertaking and continued against GIL. Accordingly, post Effective Date of the Scheme there are no pending criminal proceedings initiated against our Company.

Actions by statutory or regulatory authorities

1. Two demand notices, both dated December 5, 2017 were issued by the District Magistrate, Fatehpur, U.P alleging that our Company had extracted ordinary soil from an impermissible area and consequently raised a demand of ₹0.40 crores and ₹0.25 crores, respectively. Aggrieved by the action, our Company has filed two separate appeals before the Commissioner, Prayagraj Division, Prayagraj, who vide order dated December 18, 2019 had stayed the recovery of the demand amounts while the matter remains pending. The matter is currently pending.

2. An order dated December 6, 2019 ("**Impugned Order**") was passed by the District Magistrate, Chitrakoot under the Uttar Pradesh Minor Minerals (Concession) Rules, 1963 thereby cancelling the lease for excavation of sand. In furtherance, a demand notice dated December 20, 2019 and a recovery citation dated January 27, 2020 were also issued for recovering ₹0.57 crores. Aggrieved by the action, a revision petition was filed with Secretary, Department of Geology & Mining, GoUP. The Revisionary Authority has, vide order dated March 5, 2020 stayed the order till the matter remains pending. The matter is currently pending.

3. A notice dated February 4, 2020 ("**Impugned Notice**") was issued by the District Magistrate, Mahoba under the Uttar Pradesh Minor Minerals (Concession) Rules, 1963 for recovering approximately ₹0.84 crores which was allegedly payable as instalments in accordance with the lease agreements dated February 18, 2019 for excavation of building stones. Aggrieved by such notice, a revision petition was filed before the Secretary, Department of Geology and Mining, GoUP ("**Revisional Authority**") which had been stayed with the direction that no coercive action shall be taken till the next date of hearing. The matter is currently pending.

4. GIL as EPC contractor to GIL SIL-JV entered into agreements with land owners for taking out ordinary earth to be used in DFCCIL project. The Revenue Department, GoUP vide seven separate notices had sought to recover stamp duty (₹12,62,150 approx. for all the seven agreements) on value of the earth to be taken out from the land parcels. The company has refuted the demand by stating that the circulars relied by the department are not applicable on the transaction. However, the department is not agreeable and is insisting for payment of stamp duty. The matter is adjourned to 08.04.2022.

Outstanding material proceedings involving our Company

Civil Proceedings

1. Rajashekar R vs GIL and Ors. (ID No. 68/2017) Labour Court, Bengaluru

   Rajashekar R, an ex-employee of the Company was dismissed from the services for violation of Code of Conduct with effect from 15.02.2017. He has raised an Industrial Dispute alleging wrongful termination and demanding reinstatement with full wages or alternatively compensation for wrongful termination. The Ld. Presiding Officer, Second Additional Labour Court Bangalore vide order dated 4.12.2019 has affirmed that he has jurisdiction to try the matter, however, Hon'ble Karnataka High Court vide order dated 21.01.2021 in Writ Petition filed by GIL against the order dated 04.12.2019 of Hon'ble Labour Court, had stayed the proceedings before the Labour Court. In the hearing held on 25.02.2022, our counsel apprised the Hon'ble Labour Court about the continuing stay orders of the Karnataka High Court. Taking the same on record, the Hon'ble Labour Court has adjourned the matter to 06.05.2022.

2. Five separate complaints have been filed between April, 2018 to October, 2020 before the Motor Accidents Claims Tribunal ("**MACT**") against our Company because of the drivers of the vehicles involved in the alleged accidents on

account of which the aggregate compensation claimed under all such complaints is approximately ₹2.84 crores. These matters are currently pending before respective MACTs.

3. Vishal Sales vs. GIL (Recovery suit 145/2019 Solan, HP) before Senior Civil Judge Solan, District Solan HP

   Recovery suit for an amount of ₹7.55 lacs plus interest has been filed by Vishal Sales Corporation, before Senior Civil Judge Solan, District Solan, Himachal Pradesh, against GIL. The matter is currently pending.

4. Ascenso Enviro Private Limited vs. GIL & Anr. before Commercial Court, Patiala House Court, New Delhi

   Ascenso Enviro Private Limited, a sub-contractor in DFCC project has filed a suit in the Commercial Court of Patiala House Courts for recovery of ₹32,84,698 (₹19,61,014 as principal and ₹13,23,684 as interest @18% p.a till 31.12.2020) against DFCCIL & GIL. In order to give an opportunity to the parties to resolve their disputes, the Hon'ble Judge has referred the matter to Mediation Cell, Patiala House Courts for amicable settlement. Matter is now listed on 25.03.2022 before Mediator for settlement and the main matter is listed on 05.04.2022.

5. Shri Balaji Infradevelopers Pvt. Ltd. vs. GIL (filed before Micro and Small Enterprises Facilitation Council, Uttar Pradesh)

   M/s Balaji a sub-contractor has filed a case before Micro and Small Enterprises Facilitation Council, Uttar Pradesh for recovery of an outstanding amount of ₹39,70,164. In arbitration proceeding, matter has been settled and the application by the Sub-contractor is to be withdrawn.

6. M/s Shree Riddhi Siddhi Buildwell Ltd. vs. GMR Infrastructure Limited before U.P. State Micro & Small Enterprises Facilitation Council, Kanpur

   An application is filed by M/s Shree Riddhi Siddhi Buildwell (sub-contractor in DFCC 202) against GIL claiming ₹1,42,66,556/ for work done by it with respect to DFCC 202 project. The Council has referred the matter to arbitration. Matter is yet to be fixed before Arbitral Panel.

7. MRT Signals Ltd. vs. GIL filed an application dated 12.11.2020 before Micro, Small and Medium Enterprises Facilitation Council, West Bengal.

   M/s MRT Signals Ltd., a sub-contractor of GIL in DFCC Package 201) has filed an application dated 12.11.2020 before Micro, Small and Medium Enterprises Facilitation Council, West Bengal against GMR Infrastructure Limited claiming ₹98,26,717/-. The Council has referred the matter to arbitration. GIL has filed an application u/s 16 of the Arbitration Act read with section 8 of MSMED Act for dismissal of the claim on the ground that MRT Signal was not registered as MSME when the contract was signed and supply made pursuant thereto. The application is pending and next date is yet to be fixed.

8. M/s Gajlaxmi Urban Infratech Private Limited vs. GIL (Notice invoking Arbitration)

   Gajlaxmi Urban Infratech Private Limited, a sub-contractor for DFCC Project has sent a notice of dispute and requested the Company for appointment of Sole Arbitrator in terms of LOA. The principal amount outstanding as claimed in the notice is ₹7,17,14,223/-.

   The Company has appointed Justice Mr. Rajesh Tandon, Retired Judge of Uttarakhand High Court to adjudicate the disputes to which M/s Gajlaxmi has shown disagreement. Preliminary hearing order was passed by the Ld. Arbitrator on 04.03.2022 and next date of preliminary hearing is fixed on 21.03.2022.

9. Machinery Club vs. GIL before Micro, Small and Medium Enterprises Facilitation Council, New Delhi

   Machinery Club, a sub-contractor for DFCC Project has filed an application before MSME Council, New Delhi for outstanding dues.

   The Company has received the notice on 25.02.2022. The matter is now listed on 10.06.2022 and Company is yet to receive the application filed by the Complainant.

10. Khattar Enterprise vs. GIL before Micro, Small and Medium Enterprises Facilitation Council, New Delhi

    Khattar Enterprises, a sub-contractor for DFCC Project has filed an application before MSME Council, New Delhi for outstanding dues.

The Company has received the notice on 25.02.2022. Company is yet to receive the application filed by the Complainant. Next date is yet to be fixed.

<u>Litigations by our Company</u>

Criminal proceedings

NIL.

However, there are five (5) criminal proceedings initiated by GIL prior to the Effective Date of the Scheme, against certain vendors and a former employee of GIL. Two (2) such proceedings involve proceedings initiated against vendors under Section 138 (and 142) of the Negotiable Instruments Act, 1881, one (1) proceeding initiated against a vendor involves commission of offences under Sections 504, 504 and 384 of the Indian Penal Code,1860 one (1) proceeding initiated against the proprietor of the vendor involves commission of offences under Sections 420, 406 and 120B of the Indian Penal Code, 1860 and one (1) proceeding against a former employee of GIL for the offence of criminal defamation. These criminal Proceeding may or may not be relatable to the Demerged Undertaking. Accordingly, such criminal proceedings initiated by GIL may be continued by GIL. *Our Company may not initiate any fresh criminal proceedings against such persons which may jeopardize or otherwise affect the finality of proceedings initiated by GIL and accordingly, there are no pending criminal proceedings initiated by our Company.*

Outstanding material proceedings involving our Company

Civil Proceedings

1. GIL-SIL JV has invoked 2 separate but similar arbitrations against DFCC for increase in costs incurred owing to a sudden rise in the price of minor minerals like sand, boulders and blanket materials. The claims for package 201 is of approximately ₹126 crores up to December 31, 2019 along with interest and ₹116.26 crores towards increase in price of minor minerals to be incurred for the balance works from January 1, 2020 till the end of the project which equals to a total of ₹242.86 crores. The claim for package 202 is of ₹262.84 crores up to December 31, 2019 along with interest plus ₹282.36 crores towards increase in price of minor minerals to be incurred for the balance works from January 1, 2020 which equals to ₹545.21 crores. The matter is currently pending before the Arbitral Tribunal.

2. The Central Government vide Notification No. S.O. 188(E) dated 19.01.2017 revised the 'basic rates of wages' by 40% of existing wages and the rate of variable dearness allowance ("**VDA**") was increased by 43% and raised claim for ₹31.53 crores plus interest in package 201 and ₹35.83 crores plus interest in package 202 plus future increase till completion of project. The Arbitral Tribunal vide order dated 31.12.2021 has directed DFCCIL to pay to GIL-SIL JV an amount of ₹31,53,98,789 in Contract Package 201 and ₹30,67,40,308.90 in Contract Package 202.

3. Due to prolongation of extended stay of GMR-KALINDEE-TPL JV beyond approved timelines due to delay by RVNL in land hand over, LD, cable cutting etc. and other costs involved, the GMR-KALINDEE-TPL JV has invoked arbitration raising a claim of ₹136 crores plus Interest for JV (up to December 31, 2020) (out of which ₹93.43 crores is GIL's claim) in Contract Package 3. The matter is currently pending before Arbitral Tribunal.

4. Due to prolongation of extended stay of JV beyond approved timelines due to delay by RVNL the JV had invoked arbitration raising a claim of ₹69.63 crores plus interest for JV (upto 30.6.2018) in Contract Package 2. The Hon'ble Tribunal on 19th February 2020, has pronounced the award whereby majority of the claims have been wrongly rejected. Aggrieved by the findings of the Tribunal, the JV has filed an application u/s 34 of the Arbitration Act, 1996 with Hon'ble Delhi High Court. The matter is now listed on 12.04.2022 before Hon'ble Delhi High Court..

5. Due to prolongation of extended stay of JV beyond approved timelines due to delay by RVNL the JV had invoked arbitration raising a claim of ₹79.03 crores for JV (as on 31.12.2018) in Contract Package 1. The Hon'ble Tribunal vide its order dated 20 May 2020 has pronounced the award whereby majority of the claims have been rejected. Aggrieved by the findings of the Tribunal, the JV has filed an application u/s 34 of the Arbitration Act against the Award before Hon'ble Delhi High Court. The matter is currently pending.

6. GIL vs. Rajashekhar R. (W.P. no. 3610/2020) before Karnataka High Court

   Aggrieved by the order dated 04.12.2019 of the Labour Court, Bangalore, the Company has filed a writ petition no. 3610/2020 before Karnataka High Court. The Karnataka High Court passed interim order, whereby the Second Addl. Labour Court was restrained from conducting further proceedings in ID No.68/2017 till the next date of hearing and the matter is pending.

*For other legal or other proceedings involving both, GIL and our Subsidiaries or JVs, as on and from the Effective Date of the Scheme which may lead to our Company potentially incurring liabilities in connection thereof, please refer to the section **'Outstanding litigation involving our Subsidiaries'**.*

Outstanding litigation involving our Subsidiaries

Outstanding material proceedings involving GCORR

Litigation by GCORR

Civil proceedings

1. GCORR on account of change in scope, escalation in construction cost and delays in handing over of land, design approval and permits with regard to the Chennai Outer Ring Road Project invoked arbitration claiming ₹675.06 crores plus interest against GoTN and TNRDC. The arbitral tribunal vide its award dated January 30, 2020 directed GoTN to pay ₹340.97 crores within three months from the date of the award, failing which the said amount shall be payable with interest. Both GoTN and GCORR challenged the award by filing application u/s 34 of the Arbitration and Conciliation Act, 1996. The Ld. Single Judge of Hon'ble Madras High Court has dismissed the challenge of Government of Tamil Nadu thereby upholding the Award. The Ld. Single Judge has partly upheld the challenge of GMR by awarding pendente lite interest at the rate of 9% p.a from the date of filing Statement of Claim till the date of Award, thereafter at 18% as ordered by the Tribunal. As per the provisions of section 37 of Arbitration and Conciliation Act, 1996, GoTN has a right to file appeal before Division Bench and GoTN is yet to file its appeal. The Company has filed a caveat in Madras High Court in light of order dated 17.11.2021. On 05.01.2022, the Company has also filed the execution petition u/s 36 of the A&C Act, 1996 before the Madras High Court for execution of the Award.
2. L. Saravanna filed a complaint on September 26, 2019 before the Motor Accident Claims Tribunal and Small Causes Court, Chennai ("**MACT, Chennai**") against GCORR and another, alleging that the motorcycle being driven by him was hit by a jeep owned by GCORR and claimed ₹83 lakhs as compensation. An FIR dated September 23, 2019 has also been filed by L. Saravanna against GCORR before the Police Station, Poonamallee, Chennai alleging commission of certain offences under the Indian Penal Code, 1860 in relation to the said matter. The matter is currently pending.

Outstanding material proceedings involving GACEPL

Litigation by GACEPL

Civil proceedings

1. GACEPL filed a statement of claim before an arbitral tribunal against the NHAI, along with the states of Punjab and Haryana alleging that the NHAI and both states were in breach of the terms of the relevant state support agreements under the relevant concession agreement by developing alternative bye-pass roads and a toll plaza on such road. GACEPL claimed that this led to a leakage/diversion of traffic from the project highway causing a loss of revenue to GACEPL. GACEPL claimed an amount of ₹561 crores [₹195 crores for HR and ₹366 crores for PB] plus interest of ₹442 crores [₹ 146 crores for HR and ₹296 crores for PB] @SBI PLR plus 2% (calculated up to March 31, 2019) which is a total claim of ₹1,003 crores.

   Subsequently, the arbitral tribunal passed its award on August 26, 2020 whereby Majority had rejected all claims of the Company. Aggrieved, GMR has filed applications before the Delhi High Court regarding both, Punjab and Haryana matters to set aside the award of arbitral tribunal. Arguments by all the parties were concluded on 17.12.2021 and judgement is reserved.

   Against dismissal of its application under section 9 (for interim protection from recovery of negative grant) as well as section 36 (for stay of operation of award), an appeal was filed before the Division Bench of Delhi High Court. Consequent to dismissal of appeal filed before Division Bench of Delhi High Court, GACEPL has filed 4 SLPs before the Supreme Court of India concerning both - Haryana as well as Punjab matters.

   All SLPs were listed on November 18, 2020 before the bench of Chief Justice of India when the court directed that the appeal be listed along with three other connected matters on the same issue. Next date of hearing is yet to be fixed.

Outstanding material proceedings involving GPEL

Litigation by GPEL

Civil proceedings

1. GPEL had invoked arbitration against NHAI claiming approximately ₹115.26 crores, for undertaking unwarranted overlay of the project highway and recovery of damages imposed by NHAI for delay in completion of overlay. The Arbitral Tribunal vide Award dated January 14, 2020 had partly allowed the claims. Aggrieved, GPEL filed an application under section 34 under the Arbitration Act before the Delhi High Court challenging the arbitral award to the extent of the misinterpretation of the relevant clauses of the relevant concession agreement by an independent consultant and for the rejection of the claim of reimbursement of the costs of overlay. The Delhi High Court, in an interim order dated July 1, 2020 stayed the impugned portion of the award pertaining to the undertaking of overlay by GPEL.

   Subsequently, the NHAI also filed an application under Section 34 of the Arbitration Act challenging the findings of the Arbitral Tribunal with regard to the refund of the amount of ₹10.78 crores which was wrongly deducted from the annuity and also time granted by Arbitral Tribunal to GMR for completing the overlay, along with interest and costs incurred towards litigation and arbitration proceedings.

   The Company has also filed section 9 application seeking directions to NHAI for release of ₹12.56 crores which was wrongly deducted from the annuity amount.

   Arguments on sec 34 applications by both the parties were concluded on November 16, 2021. Matter is reserved for pronouncement of judgment.

   Section 9 application has been de tagged and will be taken up separately on 16 March 2022..

Outstanding material proceedings involving GHVEPL

<u>*Litigation by GHVEPL*</u>

Civil proceedings

1. GHVEPL filed its statement of claim before the arbitral tribunal seeking an amount of ₹1,676 crores plus interest at the rate of SBI PLR +5% (calculated up to March 31, 2020) against NHAI on account of the change in law. The majority award of the arbitral tribunal dated March 31, 2020, held that the change in law had occurred and directed NHAI to constitute a committee to quantify the claim amount.

   Aggrieved by the decision of AT for constitution of Committee by NHAI, GHVEPL has filed two applications under section 34 and section 9 of the Arbitration Act challenging the award on limited ground and seeking stay on recovery of negative grant till claims are quantified. NHAI had also challenged the award under section 34 of the Arbitration and Conciliation Act, 1996. Delhi High Court vide order dated August 4, 2020 had upheld the change in law and struck down the directions of constitution of committee by NHAI and instead had appointed Justice D.K. Jain, retired judge of Supreme Court of India to quantify the claims of GHVEPL. The challenge of NHAI to arbitral award was dismissed and the court also stayed the recovery of negative grant till next date of hearing. Justice D.K. Jain has submitted his report on 28.02.2022 with Delhi High Court whereby he has awarded a sum of ₹1672.20 cr. uptil 31.03.2020. Interest on the claimed amount in terms of clause 47.5 of Concession Agreement has also been allowed. For claims for the year 2020-2021 and onwards, the same principle would be applicable.

   In the hearing held on 03.03.2022, the report submitted by Justice D.K. Jain was taken on record and the matter will be taken up on date already fixed i.e. 29.03.2022 for further directions.

Appeal by NHAI before Division Bench of Delhi High Court:

Aggrieved by the order dated August 4, 2020 passed by the single judge dismissing the challenge of NHAI to the Award, NHAI has filed an appeal under section 37 of Arbitration and Conciliation Act, 1996, before Division Bench of High Court of Delhi. In the hearing held on September 14, 2021, the Division Bench of High Court of Delhi formed a prima facie view that GHVEPL would be required to secure the amount of premium payable to NHAI in case it succeeds in the appeals by furnishing security . Against the order dated 14.09.2021, a SLP was filed before Supreme Court. Vide order dated 10.03.2022, the SLP was disposed off with the directions that the High Court shall decide the matter expeditiously. The copy of the order is yet to be received. The matter before DB, Delhi High Court is now listed on 13.04.2022.

Six Lane Arbitration

NHAI vide letter dated May 8, 2020 had advised GHVEPL that six lane of the project highway is not required and as such the concession period stands reduced to 15 years as against 25 years. Aggrieved by the action of NHAI, GHVEPL has invoked arbitration. GHVEPL has also filed an application under section 17 of the Arbitration and Conciliation

Act, 1996 before the Arbitral Tribunal for stay of operation of NHAI's letter dated May 8, 2020 till pendency of current arbitration proceedings. Vide interim order dated September 29, 2021, the Arbitral Tribunal has stayed the letter dated May 8, 2020. Matter is now listed on 25.03.2022. Stay granted vide interim order dated 29.09.2021 will continue till 31.03.2022.

Outstanding material proceedings involving GTTEL

Litigation by GTTEL

Civil proceedings

1. Subsequent to signing of Concession Agreement, there was change/increase in the Minimum Alternative Tax rates and Service Tax rates and the Fringe Benefit Tax was also introduced, thereby leading to claims of ₹18.49 crores under Change in Law as per Article 11 of the Concession Agreement dated 09th October, 2001.

   The Hon'ble Tribunal vide order dated February 24, 2018 had upheld the claims of the Company and has awarded ₹14.51 crores plus interest of ₹6.75crores at SBI PLR plus 3% up to the date of the award (total amount ₹21.27 crores). Since NHAI did not pay the decretal amount by the time allowed by the arbitral tribunal, the Company had filed an execution petition before High Court of Delhi for recovery of the awarded amount. NHAI had also challenged the Arbitral Award by filing application under Section 34 of the Arbitration Act, 1996. Currently both the matters are pending.

Outstanding material proceedings involving our Company

Civil Proceedings

1. Power & Energy International Mauritius Ltd (PEIML), a wholly owned subsidiary of TNB Topaz Energy Sdn Bhd (TNB TE) had issued a put notice on GIL for its 30% shareholding in GEL on the ground that GEL's Initial Public Offering (IPO) or Demerger has not been completed by 31 March 2021 in terms of Shareholder agreement (SHA). The put notice also had indemnity claims as per Share Subscription Agreement (SSA). PEIML had invoked Notice of Arbitration under Rule 3 of the SIAC Rules commencing arbitration for the adjudication of disputes which have arisen between parties in relation to the above Notice. The Arbitral Tribunal has been constituted by SIAC and the procedural hearing was held on 18 January 2022. The Arbitral Tribunal has scheduled 13 February 2023 for final hearing in the matter.

Outstanding litigation involving GEL

Litigation against GEL

Actions by statutory or regulatory authorities

1. The Chief Electrical Inspector, Government of Andhra Pradesh, issued a demand notice dated January 3, 2012 for an amount of ₹11.06 crores for the period of June 2010 to December, 2011 under the Andhra Pradesh Electricity Duty Act, 1939 and rules made thereunder ("**AP Electricity Act**") towards payment of electricity duty in relation to electricity generated by the Kakinada Barge Plant. GEL filed a petition before the Hyderabad High Court challenging the said demand notice on the grounds that it is not a licensee, as defined under the AP Electricity Act and accordingly not liable for payment of electricity duty. The matter is currently pending before the Hyderabad High Court.

Outstanding material proceedings involving GEL

Civil Proceedings

1. In August 2013, the Supreme Court of India issued directions to the MoEF to form an Expert Body for assessing as to whether the hydroelectric power projects in Uttarakhand have resulted in environmental degradation and whether such degradation contributed to the occurrence of the floods in the State of Uttarakhand in June 2013. In the meantime, construction in 24 projects (including GMR's Alaknanda Power Project) was stayed by Supreme Court of India on 07.05.2014. Expert Body-II submitted its Final Report in March 2020 and recommended, amongst others, the implementation of GMR's Alaknanda HEP with certain stipulations. The said Report was accepted by MOEF, Ministry of Power and the State of Uttarakhand. Subsequently, MoEF has filed an affidavit before Supreme Court on August 17, 2021 stating that there is consensus amongst various ministries for recommending only 7 other hydro projects but the said affidavit is silent about the GMR's Alaknanda HEP although the same was part of mandate given by Supreme Court. An application is contemplated to be filed before the Supreme Court seeking directions to be issued to the MOEF to allow the implementation of the GMR's Alaknanda HEP which has already been issued all the

key clearances /approvals, also recommended by Expert Body-II and complies with the parameters adopted for clearance of said 7 projects. GEL filed an application February 19 2022 praying for resumption of work in line with the final recommendation of said EB- II Report . The matter is currently pending before the Supreme Court of India.

2. Mr. E.A.S Sharma along with K.M. Rao (Applicants) have filed Original Application before NGT, South Zone, Chennai alleging violation of conditions of the CRZ Clearance as well as Environmental Clearance granted by the MoEFCC to East Coastal Concession Pvt. Ltd (ECPL) alleged for dredging in the GEL/ECPL Plant opposite to Coast Guard office, Kakinada. GEL had filed an impleaded. NGT vide its Order dated August 27, 2020 had constituted an expert committee to go into the allegations and submit a factual as well as action taken report. Accordingly, expert committee has filed its reports and pleadings are complete in the matter. Matter is currently pending before NGT, South Zone.

3. An appeal has been filed by the Bangalore Electricity Supply Company Limited along with other distribution licensee ("***Discoms***") and the Government of Karnataka (***GoK***) against GEL, GETL and others under Section 125 of the Electricity Act, 2003 before the Supreme Court of India. The appeals have been filed against the judgement and order of the appellate tribunal dated May 23, 2014 The appeals have been filed against the judgement and order of the appellate tribunal dated May 23, 2014 wherein APTEL has confirmed the KERC Order December 30, 2012 with a further direction to pay interest on compound basis on increase tariff. Meanwhile on July 24, 2015, SC directing Discoms to pay principal amount aggregating to ₹67.38 crores subject to GEL furnishing bank guarantee which was replaced by corporate guarantee of GIL in compliance of order dated September 14 2021. Further, GEL has also filed an application claiming outstanding interest of ₹116.93 crores and reimbursement of bank charges of ₹12.64 crores from Discoms. The matter is currently pending before the Supreme Court of India.

4. Bharat Petroleum Corporation Limited (***BPCL***) initiated arbitration against GEL under fuel supply agreement dated August 5. 1998 claiming liquidated damages (***LD***) and in response to which GEL filed a counter claim against BPCL. The arbitral tribunal vide its award dated August 21, 2016 rejected the claim of BPCL and allowed the counter claim of GEL of ₹32.21 crores. BPCL application under Section 34 of the Arbitration and Conciliation Act, 1996 (***A&C Act***) before the City Civil Court of Karnataka challenging the said award was rejected vide Order dated December13, 2017. Subsequently, BPCL filed an appeal under Section 37 of A&C Act before Karnataka High Court (**KHC)**. KHC stayed the award subject to BPCL depositing 50% of the claim amount. The said deposited amount of ₹16.10 was released to GEL in January 2021 upon furnishing of adequate security. The matter is currently pending before KHC.

5. Power & Energy International Mauritius Ltd (PEIML), a wholly owned subsidiary of TNB Topaz Energy Sdn Bhd (TNB TE) had issued a put notice on GIL for its 30% shareholding in GEL on the ground that GEL's Initial Public Offering (IPO) or Demerger has not been completed by 31 March 2021 in terms of Shareholder agreement (SHA). The put notice also had indemnity claims as per Share Subscription Agreement (SSA). PEIML had invoked Notice of Arbitration under Rule 3 of the SIAC Rules commencing arbitration for the adjudication of disputes which have arisen between parties in relation to the above Notice. The Arbitral Tribunal has been constituted by SIAC and the procedural hearing was held on 18 January 2022. The Arbitral Tribunal has scheduled 13 February 2023 for final hearing in the matter.

Litigation by GEL

Civil Proceedings

1. GKEL along with GEL, has filed three petitions before the CERC against various distribution companies, GRIDCO Limited and others ("**Respondents**") under the Electricity Act and the relevant separate PPAs executed between GKEL, GEL and the Respondents, wherein GEL is a petitioner as a party to such PPAs. For details, see "***Outstanding litigation involving GKEL- Civil proceeding-1 and 2***" below.

2. Writ petition filed by GVPGL against MoPNG, MoP & ONGC, challenging the conduct of the Ministries in not providing the assured quantum of gas to GVPGL and seeking supply of 1.64 MMSCMD of natural gas from ONGC fields in the KG Basin on firm basis. For details, see "***Outstanding litigation involving GVPGL-Litigation by GVPGL - Civil proceedings - Item 4***" below.

3. Five petitions have been filed by various residents of Nepal before the Supreme Court of Nepal against the Government of Nepal, GUKHP, GEL, Karnali Transmission Company Private Limited and others challenging the Memorandum of Understanding (MOU) signed between the Government of Nepal and GMR-ITD consortium, the Project Development Agreement (PDA) signed between GUKHP and the Investment Board of Nepal (IBN) and certain extensions given for Financial Closure. For details, see "***Outstanding litigation involving GUKHP***" below.

Outstanding material proceedings involving GKEL

Litigation against GKEL

Civil Proceedings

1. SEPCO filed a claim dated April 27, 2017 before the Arbitral Tribunal against GKEL on various contractual issues under its EPC contract with GKEL. The arbitration was decided in favour of SEPCO. GKEL has made a provision of ₹1,103.2 crores in its books towards such liability and thus there is no additional impact in books of accounts due to the arbitral award. GKEL has also challenged the award under Section 34 of the Arbitration Act, seeking the setting aside and an unconditional stay of the arbitral award. The matter is presently reserved for orders on admission and on stay of the award before the High Court of Odisha. Further, SEPCO has also filed an execution petition before the High Court of Odisha seeking execution of the award passed by Arbitral Tribunal and said execution petition was adjourned from time to time on the ground that the judgement relating to challenge of award made by GKEL before the High court of Odisha is pending. In the meanwhile, on 31.12.2021, GKEL has also challenged the award on interest & cost under Section 34 of the Arbitration Act before the High Court of Odisha, which is pending for listing.

Litigation by GKEL

Civil Proceedings

1. GKEL along with GEL filed a petition before the CERC against distribution companies in Haryana, PTC India Ltd. and others claiming compensation of ₹1420.47 crores on the grounds of time and cost overruns in the implementation of a project on account of force majeure events and change in law events during the construction period of the project. The CERC vide order dated March 7, 2016 disposed of the petition disallowing certain claims. GKEL and GEL filed an appeal dated March 31, 2016 before the Appellate Tribunal for Electricity ("**APTEL**") against the order of the CERC challenging the disallowed claims. The matter is currently pending before APTEL.

2. GKEL along with GEL filed a petition before CERC against Bihar State Power (Holding) Company Limited ("**Bihar Utilities**") and others claiming compensation on the grounds of impact on the project on account of change in law events including, amongst others, shortfall of domestic linkage coal, change in source of coal and increase in the rate of minimum alternate tax during the operation period of the project. The CERC passed an order dated April 7, 2017 disallowing certain claims. GEL and GKEL filed an appeal before APTEL against the order of the CERC challenging the disallowed claims. APTEL passed an order dated December 21, 2018 disposing the appeal and partially allowing the claims in relation to, amongst others, coal pass through owing to changes in the National Coal Distribution Policy and cancellation of coal block. Consequently, APTEL remanded the matter to the CERC for passing consequential orders to that extent. GKEL and Bihar Utilities have separately challenged APTEL Judgement dated December 21, 2018, which is pending before the Supreme Court. The matter is yet to be listed before the Supreme Court.

   CERC passed its computation order dated September 16, 2019 and partially implemented the directions of APTEL pursuant to the order passed by APTEL dated December 21, 2018. GKEL and GEL filed an appeal on November 14, 2019 before APTEL against the CERC computation order dated September 16, 2019 claiming ₹268 crores on the grounds that GKEL has not been adequately compensated for the impact of the allowed claims. Bihar Utilities have also challenged CERC order dated September 16, 2019 before APTEL. APTEL vide common judgment dated August 06, 2021 allowed GKEL appeal and dismissed appeal filed by Bihar Utilities and held that GKEL is entitled to be compensated amongst others for the shortfall in coal from the firm linkage, tapering linkage and de-allocation of the captive coal block, add on premium, carrying cost, etc. Bihar Utilities have now filed an appeal before the Supreme Court against the aforesaid judgement dated August 06, 2021. The matter is yet to be listed for admission hearing.

3. GKEL filed two petitions before CERC against GRIDCO Limited ("**GRIDCO**") and the distribution companies of Orissa for determination of tariff for supply of power to GRIDCO under the power purchase agreement entered between GKEL and GRIDCO, (i) claiming compensation for the period Financial Year 2013-2014 on the ground of time overruns in the commissioning of the project due to, amongst others, delay in acquisition of land and certain change in law events; and (ii) claiming compensation for the period Financial Year 2014-2019 on the grounds including increase in non-EPC costs, truing up of generation tariff and payment of incentive for power generation beyond the plant load factor. CERC passed an order dated November 12, 2015 and June 29, 2018, respectively, disallowing certain claims and disposing the petitions. In relation to the CERC order dated November 12, 2015, both GKEL and GRIDCO filed appeals before APTEL challenging the CERC order. APTEL by its order dated August 1, 2017 disposed of the appeal filed by GKEL allowing additional claims towards land delays and dismissed the appeal filed by GRIDCO. Further, GKEL and GRIDCO have filed appeals before the Supreme Court against the said APTEL

order. In relation to the CERC dated June 29, 2018, both GKEL and GRIDCO have filed appeals before APTEL on June 29, 2018. These matters are pending at various stages of adjudication and involve claims of ₹270 crores for Financial Year 2013-2014 and ₹128 crores for Financial Year 2014-2019.

Further, GKEL has filed a petition against GRIDCO for determining tariff for Financial Year 2019-2024 claiming approximately ₹540 crores per year on the same grounds which is currently pending before the CERC.

4. GKEL filed a petition dated December 1, 2018 before CERC against PGCIL under the CERC (Grant of Connectivity, Long Term Access and Medium Term Open Access in Inter-State Transmission and related matters) Regulations, 2009 and relevant clauses of the bulk transmission agreement executed between GKEL and PGCIL for recovering an amount of ₹468.02 crores along with interest. GKEL submitted that there was a lapse of 19 months from the date on which GKEL was ready to supply power on the part of PGCIL in readying the transmission system and consequently in accordance with the bulk transmission agreement, PGCIL was liable to pay proportionate transmission charges. Matter was argued and reserved for orders on November 11,2021.

5. GKEL filed a petition before CERC against Haryana Power Generation Corporation ("**Haryana Utilities**") seeking an order that firm linkage coal granted to GKEL under a FSA with Mahanadi Coalfields Limited has to be pro rata apportioned between the three beneficiaries DICOMS (Haryana Utilities, GRIDCO and Bihar Utilities) and any shortages have to be accordingly apportioned amongst them. The CERC passed an order dated March 20, 2018 allowing the above. Haryana Utilities and GRIDCO filed separate appeals before APTEL against the order dated March 20, 2018. APTEL passed an order dated December 20, 2019 dismissing these appeals. GKEL has filed a petition before APTEL seeking execution of its order by directing the Respondents to pay ₹483.74 crores to GKEL. Haryana Utilities and GRIDCO have filed appeals before the Supreme Court against the said APTEL order. The matters are currently pending before the Supreme Court. Further, in terms of settlement executed in September, 2020, Haryana Discoms have paid 50% of the claimed amount and balance amount is to be paid after disposal of Appeal by Supreme Court in favour of GKEL. GKEL has accordingly filed an Application before APTEL for withdrawal of execution petition in light of settlement between parties.

6. GKEL filed a petition before CERC against GRIDCO and State Load Dispatch Centre, Orissa ("**SLDC**") disputing the PAFM percentage calculation made by SLDC for the period Financial Years 2015-2017 for determination of the capacity charges in relation to the power procured by GRIDCO from GKEL under the power purchase agreement entered into between GKEL and GRIDCO. The CERC passed an order dated February 4, 2020 directing that the PAFM percentage for the said period be corrected by SLDC as per the original availability declaration made by GKEL and that the corresponding capacity charges be paid by GRIDCO. GRIDCO filed an appeal before APTEL against the order of CERC challenging the legality of the order. Further GKEL filed a petition dated April 24, 2020 for the execution and implementation of the order passed by the CERC by directing, SLDC to compute PAFM for the period of FY 2015-16, which has not been computed in accordance with the CERC order dated February 4, 2020 and directing GRIDCO to pay ₹193 crores. The CERC has reserved judgment on the Execution Petition on December 21,2021. GRIDCO appeal is pending before the APTEL. GRIDCO has withdrawn its application before APTEL on August 26, 2021 for stay of CERC Order dated February 4, 2020.

7. GKEL filed a writ petition dated October 11, 2017 before the Orissa High Court against the State of Odisha, GRIDCO and others submitting that, (i) the levy of Orissa Environment Management Fund ("**OEMF**") on GKEL by the Government of Odisha under certain provisions of the memorandum of understanding entered into between GKEL and the Government of Odisha is illegal, arbitrary and in violation of the rights guaranteed under the Constitution of India; (ii) the collection of OEMF by GRIDCO by deducting a fixed amount monthly since December 2016 from the dues payable by GRIDCO to GKEL under the PPA entered into between them without the consent of GKEL is illegal and in violation of the PPA. Accordingly, GKEL is praying for an order quashing the demand of OEMF, declaring that GRIDCO has no right to collect any amount toward OEMF and directing GRIDCO to refund the amount collected. The Orissa High Court passed an order dated October 18, 2017 staying the demand of OEMF amounting to approximately ₹167.35 crores as on March 31, 2021. The matter is currently pending before the Orissa High Court.

8. GKEL filed appeal in APTEL against order dated February 21, 2018 passed by CERC for disallowed change in law claims of GKEL such as (i) Increase in Crushing/Sizing Charges of coal made vide CIL notification (ii) Increase in Surface Transportation Charges for transportation of coal made vide CIL Notification and (iii) Carrying cost amounting to about ₹69 crores plus interest. The matter is currently pending before APTEL.

9. A writ petition was filed by GKEL against the State of Orissa & others before High court of Orissa wherein GKEL challenging the demand of the Water Resources Department, Government of Orissa for depositing ₹2.5 crore per cusec of water, to the Water Conservation Fund, in accordance with the Department of Water Resources' notification no. 11011/WR, Bhubaneswar, dated Irr.-I-WB-09/2015, (which notification provided for the constitution, administration, and utilization of Water Conservation Fund and provided that all industries using more than 1 cusec of water shall have to mandatorily contribute ₹2.5 crore per cusec of water drawn, as one time contribution, towards it. As per the agreement entered into between GKEL and executive engineer, Rengali Rigt Canal Division No. II, Dhenkanal (valid for 3 years from the date of commencement), GKEL is entitled to draw 30 cusecs of water from the Bramhani River on a daily basis. At the request of GKEL vide letter dated March 24, 2017, the aforesaid quantum of water was reduced to 24 cusecs by the opposite parties vide letter dated April 29, 2017 and the agreement subsequently executed. The High Court of Odisha vide order dated July 31, 2017 directed that no recovery against GKEL shall be pressed till the next date of hearing. The matter is yet to be listed for hearing.

10. A civil suit has been filed by the State Bank of India (SBI) before the City Civil Judge at Bengaluru against SEPCO Electric Power Construction Corporation (SEPCO), the EPC contractor, and GKEL for the relief of permanent injunction restraining GKEL from seeking the encashment of eight (8) and a half local bank guarantees issued to GKEL on behalf of SEPCO. Accordingly, SBI's Overseas Branch at Bengaluru issued 12 guarantees in favour of GKEL based on the 12 counter guarantees that were issued by SEPCO's Chinese Bankers to SBI's Shanghai Branch, and which had in turn issued counter guarantees in favour of SBI's Overseas Branch at Bengaluru. On November 3, 2014, GKEL invoked 3 & ½ local bank guarantees issued by SBI's Overseas Branch in Bengaluru amounting to a total of USD 94,361,218.24. Under these premises, SBI has sought for a declaration to the effect that the 8(1/2) local bank guarantees issued by it in favour of GKEL are invalid and unenforceable and also for restraining GKEL from invocation of the said Bank Guarantees. Matter is currently pending before City Civil Court, Bengaluru. for hearing on an application filed by SEPCO (D1) for amendment of WS. Next date of hearing is 17.03.2022.

Outstanding material proceedings involving GWEL

<u>*Litigation by GWEL*</u>

Civil Proceedings

1. GWEL filed petition before CERC against DNH Power Distribution Corporation Limited ("**DPDCL**") and Maharashtra State Distribution Company Limited ("**MSEDCL**") and others claiming compensation for increase in cost of the operation of the project on the grounds of various change in law events including increase in busy season surcharge and development surcharge on transportation of coal levied by the railways, shortage of linkage coal, change in excise duty on coal, levy of Swacchh Bharat Cess and clean energy cess. CERC passed an order dated February 1, 2017 partly allowing these claims. Both GWEL and DPDCL filed appeals before APTEL wherein APTEL passed a common order on August 14, 2018 partly allowing the claims made by GWEL, dismissing the appeal filed by DPDCL and remanding the matter to the CERC for passing consequential orders to that extent. Subsequently, DPDCL filed a civil appeal against the APTEL Order dated August 14, 2018, which is presently pending before the Supreme Court. GWEL, on its part, filed a petition before the CERC seeking consequential orders for claims including carrying cost and changes in the quantity and quality of coal. CERC passed an interim order directing DPDCL and MSEDCL to pay 75 percent of the amount due to GWEL and a final order dated May 16, 2019 setting out the compensation mechanism. Further, GWEL filed a petition seeking the execution of the CERC order dated May 16, 2019 as neither MSEDCL nor DPDCL paid the required dues. DPDCL and MSEDCL filed appeals before APTEL against the said CERC order. APTEL vide Judgement dated October 13, 2020 has dismissed DPDCL's appeal. Since DPDCL failed to release payment despite dismissal of its appeal, GWEL filed a petition for implementation of the CERC judgment dated May 16, 2019 and for release of payment of ₹170 crores approx.

   Further, DPDCL filed an appeal against judgment dated October 13, 2020 before Supreme Court wherein the Supreme Court vide Order dated March 02, 2021 directed stay of the impugned order subject to DPDCL depositing 50% of outstanding amount and for balance amount, offer a security to the satisfaction of the Secretary General of the Registry within a period of four weeks from the date of the order. DPDCL has since complied with the aforesaid order to the extent of ₹24 crores (as computed by DPDCL) and not ₹173.56 crores (as computed by GWEL). Accordingly, GWEL moved an application before the Supreme Court claiming the total outstanding amount to be ₹173.56 crores The application is yet to be listed.

   Further, MSEDCL's appeal against CERC order dated May 16, 2019 was dismissed by APTEL vide judgment dated March 11, 2021. MSEDCL has now filed a civil appeal before Supreme Court against APTEL judgment dated March

11, 2021, which is pending. In the meanwhile, GWEL filed an execution petition before APTEL for recovery of ₹86.31 crores, the amount has since been received from MSEDCL pursuant to orders of APTEL.

MSEDCL wrongfully deducted amounts from invoices raised by GWEL towards change in law claims allowed vide CERC order dated February 01, 2017. Since the said order did not specify the operational parameters for calculation of compensation due to GWEL on account of allowed change in law claims, GWEL filed Petition No.88/MP/2018 before CERC for seeking clarification regarding the operational parameters to be taken into account. CERC vide order dated November 15, 2018 held that Station Heat Rate provided during the bid cannot be considered for computing change in law and that the GCV of coal to be considered is on 'As-Received Basis' for purposes of computing compensation. MSEDCL challenged the said order before APTEL. APTEL vide Judgment dated July 16, 2021 upheld the order dated November 15, 2018 passed by CERC. APTEL further directed MSEDCL to make payment of ₹61.66 crores along with late payment surcharge. GWEL has now filed petition for implementation of the APTEL judgement dated July 16, 2021 and direction for payment of ₹95.49 crores (principal amount claimed ₹61.66 crores plus LPS ₹33.83 crores). The matter is currently pending. MSEDCL has filed civil appeal before the Supreme Court against APTEL judgment dated July 16, 2021 which is yet to be listed. All other appeals are currently pending and are at various stages of adjudication.

2. GWEL filed petition before CERC against Tamil Nadu Generation and Distribution Corporation Limited ("**TANGEDCO**"), MSEDCL, Electricity Department, Union Territory of Dadra and Nagar Havelli ("**DNH**"), GMR Energy Trading Limited ("**GETL**") and others claiming compensation for increase in cost of the operation of the project on the grounds of various change in law events including changes in fuel supply agreement, deviations from new coal distributing policy, levy of Swacchh Bharat Cess and clean energy cess, levy of charges for transportation of fly ash. CERC passed an order dated March 16, 2018 partly allowing these claims. DNH and TANGEDCO have filed appeals before APTEL against the order passed by the CERC challenging the claims allowed. GWEL has filed an appeal against the disallowed claims.

3. GWEL filed a petition before CERC against MSEDCL and DPDCL pursuant to the liberty granted by CERC to GWEL in its order dated May 16, 2019. (For details, see "***-Outstanding litigation involving GWEL- Civil proceedings-(i)***" above). Vide the said order CERC held that the methodology for computation of compensation on account of shortfall in linkage coal included compensation on account of As-Is-Where-Is basis coal and washery coal. As per the said order GWEL was granted liberty to file a separate petition providing relevant particulars of As-Is-Where-Is basis coal and washery coal for determination of impact by CERC. Accordingly, GWEL filed the present petition submitting the relevant particulars of the expenditure incurred on As-Is-Where-Is basis coal and washery coal.

4. MSEDCL and MSETCL have preferred civil appeals before the Supreme Court, challenging the order dated May 08, 2015 passed by APTEL in Appeal No. 304 of 2013. APTEL through its order reversed the order of MERC and held that (i) MSEDCL is responsible for obtaining connectivity to the STU transmission system for evacuation of power from the Plant Bus Bar; (ii) till such time the connectivity is obtained, MSEDCL to use GWEL's dedicated transmission system for evacuation of power; (iii) MSEDCL to pay the transmission charges and losses for use of GWEL's dedicated transmission system; (iv) MSEDCL to reimburse the charges already incurred by GWEL for the supply of power using GWEL's dedicated transmission system during the pendency of the appeal. The amount is ₹610 crores till November, 2020 and about ₹9 crores per month will be payable towards transmission charges by MSEDCL. The matter is currently pending.

Other pending material proceedings

1. GWEL has filed a writ petition against Union Territory of Dadra and Nagar Havelli & others before Bombay High Court challenging the privatization of DPDCL on premise that the transfer scheme does not contemplate the transfer of GWEL liabilities amounting to approximately ₹580 crore to the new company to be incorporated pursuant to the privatization of distribution business of DPDCL, thereby discriminating GWEL from the other generators supplying power to DNH and whose liability will be transferred and discharged by the new company to be incorporated pursuant to the privatization of the distribution business. Notice has been issued. Matter is currently pending before Bombay High Court.

Outstanding litigation involving GVPGL

Litigation against GVPGL

Actions by statutory or regulatory authorities

1. The Chief Electrical Inspector, Government of Andhra Pradesh, issued a demand notice dated January 31, 2012 under the AP Electricity Act, raising a demand for payment of electricity duty for sale of power by GVPGL as a licensee under the said Act. GVPGL submitted its reply dated March 26, 2012 contesting its wrongful identification as a licensee under the said Act. Subsequently, GVPGL has received demand notices in 2016, 2017, 2018, 2020 raising a demand on the same grounds as mentioned above and has responded to these notices contesting such demand. Recently, a notice dated July 27, 2021 was received by GVPGL raising a demand for payment of ₹63.10 crores for the period of September 2006 to March, 2020. GVPGL has submitted its response on August 20, 2021.

Outstanding material proceedings involving GVPGL

Litigation by GVPGL

Civil Proceedings

1. GVPGL filed a petition before the erstwhile Andhra Pradesh Electricity Regulatory Commission ("**APERC**"), seeking compensation of ₹447 crores (plus interest for the period of delay) for recovery of loss in capacity charge suffered by GVPGL due to unavailability of natural gas for the period from September 16, 2006 to April 10, 2009 on the grounds that in accordance with the agreed amendments Subsequently, the state of Andhra Pradesh was bifurcated into State of Andhra Pradesh and Telangana and accordingly GVPGL filed a petition before the CERC under the Electricity Act for adjudication on the issue of jurisdiction wherein CERC by its order dated April 27, 2014 accepted its jurisdiction to adjudicate the present dispute. The Hyderabad High Court as well as Supreme Court upheld the jurisdiction of the CERC while disposing the appeals filed by AP Discoms. The matter is currently pending before the CERC.
2. GVPGL filed a petition dated October 31, 2012 before APERC against erstwhile AP Discoms and others, under the Electricity Act for recovery of ₹121.62 crores along with interest in relation to FY 2012-13. GVPGL submitted that there was a continuous reduced demand for electricity by erstwhile AP Discoms as compared to the demand agreed upon in the power purchase agreement executed between GVPGL and erstwhile AP Discoms and consequently, erstwhile AP Discoms are liable to reimburse the minimum fuel off-take charges and other fuel transportation charges payable by GVPGL to its suppliers in accordance with the corresponding gas supply agreements executed between GVPGL and its suppliers. Pursuant to the order dated December 31, 2018 passed by the Hyderabad High Court, the matter was transferred from APERC to CERC and is currently pending before CERC. The said matter has been transferred from APERC to CERC. Thereafter, the matter has not been listed before CERC.
3. GVPGL had filed a petition against the illegal and unlawful refusal of the AP and TS Discoms to accept declaration of availability GVPGL Plant and consequent refusal to schedule power from the Project and pay applicable tariff including capacity charges for deemed generation. CERC vide its order dated January 28, 2020 held that 'Deepwater Gas' falls within the scope of 'Fuel' under the PPA and GVPGL is entitled to generate power based on Deepwater Gas and claim capacity charges along with late payment surcharge in terms of the PPA. AP and TS Discoms have filed an appeal before APTEL against CERC order dated January 28, 2020. Pleadings are complete and matter is currently pending before APTEL.
4. A writ petition has been filed by GVPGL and GEL against Ministry of Petroleum and Natural Gas ("**MoPNG**"), Ministry of Power, Oil & Natural Gas Corporation Limited before the High Court of Delhi, challenging the conduct of the ministries in not providing the assured quantum of gas to GVPGL, and seeking supply of 1.64 MMSCMD of natural gas from ONGC fields in the KG Basin on firm basis. Among other things, GVPGL sought stay on granting any further allocation / supply to new consumers through action / tender or otherwise till existing allocations are not met. The Delhi High Court vide order dated May 19, 2021, stayed the auction of natural gas by ONGC which has been extended from time to time till next date of hearing. The matter is still pending before the High Court of Delhi.

Outstanding material proceedings involving GGAL (erstwhile GMR Power Corporation Limited (GPCL) merged with GGAL)

Litigation by GGAL

Civil Proceedings

1. GGAL (erstwhile GPCL) filed a petition before the Tamil Nadu Electricity Regulatory Commission ("**TNERC**") against TANGEDCO (erstwhile Tamil Nadu Electricity Board ("**TNEB**") claiming refund along with interest of, amongst others, rentals paid during the period of 1999 to 2005 on the grounds of exorbitant and unreasonable revision of rent under the land lease agreement which provided for land to be leased to GGAL by TNEB. The TNERC passed an order dated April 16, 2010 allowing the claims and directed TNEB to refund the due amounts to GGAL. TNEB

filed an appeal before APTEL against the order of the TNERC which was dismissed by its order dated February 28, 2012 ("**APTEL Order**"). In terms of the APTEL Order TNEB was directed to pay ₹537 crores to GGAL. Both TANGEDCO and GGAL filed appeals before the Supreme Court of India against the APTEL order and the appeal filed by TANGEDCO dated April 26, 2012 is currently pending before the Supreme Court of India. In relation to the appeal filed by GGAL, the Supreme Court of India passed an order dated April 24, 2014 upholding the APTEL Order and referring the dispute to the TNERC for computation purposes. The TNERC passed a computation order dated January 4, 2019 against which GGAL has filed an appeal before APTEL claiming an amount of approximately ₹198 crores on the grounds that TNERC contravened the order passed by the Supreme Court of India and erred in computation of contesting claims of the parties. GGAL appeal is currently pending before APTEL and TANGEDCO appeal is pending before the Supreme Court of India respectively.

2. GGAL filed a petition before TNERC against TANGEDCO seeking recovery of admitted dues of ₹97.44 crores including interest as on September, 2019) payable by TANGEDCO for supply of power by GGAL for the period from February 15, 2014 to February 14, 2015. The matter is currently pending before TNERC.

3. Writ petition was filed by GGAL along with GREL before Delhi High Court (DHC) against MoPNG, MoP & ONGC, challenging the conduct of the ministries in not providing natural gas to GREL and seeking allocation of natural gas from ONGC fields in the KG Basin on firm basis. For details, see "***Outstanding litigation involving GREL- Civil proceedings - Item 2***" above.

4. GREL, GGAL filed a writ petition before the High Court of Delhi, being WP (C) No. 10087 of 2021 seeking stay of all recovery proceedings initiated by the lenders. For details, see "***Outstanding litigation involving GREL-*** *Litigation against GREL* ***- Civil proceedings- Item 3***" below.

<u>*Litigation against GGAL*</u>

Civil Proceedings

1. Collector Shahdol MP issued a notice dated November 25, 2020 under Section 101 of the Land Acquisition Act, 2013 directing GGAL to surrender the land acquired by SJK Powergen Limited ("**SJK Powergen**"), under Land Acquisition Act, 1894 for setting up of 2X660 MW power plant at Lalpur Village, Shahdol. The National Company Law Tribunal, Mumbai vide order dated March 13, 2020 approved the amalgamation of SJK Powergen with GGAL and as a consequence of the amalgamation, all assets and liabilities of SJK Powergen stood vested with GGAL. GGAL submitted its reply on December 11, 2020 followed by detailed reply on September 21, 2021. The matter is currently pending before the District Magistrate of Shahdol.

2. A Public Interest Litigation (PIL) has been filed before the Jabalpur Bench of MP High Court by Radheshyam Dwivedi, and others, challenging the process of land acquisition done for the power project with capacity of 2X660 MW to be established by SJK Powergen, at Lalpur village in Sohagpur Tehsil, Distt. Shahdol. The petitioners have prayed for declaring sale deeds executed for purchase of land for the purpose by SJK Powergen as null & void. The matter is currently pending before Jabalpur Bench of MP High Court.

3. Canara Bank, one of the lenders of GREL has filed an application before DRT, Bengaluru against GGAL seeking recovery of dues of GREL with further interest from GREL and GIL & GGAL (as guarantors). For details, see "**-** ***Outstanding litigation involving GREL- Litigation against GREL - Civil proceedings***" below).

Outstanding material proceedings involving GBHHPL

<u>*Litigation by GBHHPL*</u>

Civil Proceedings

1. GBHHPL filed a petition before the Himachal Pradesh High Court against the State of Himachal Pradesh and Directorate of Energy, State of Himachal Pradesh challenging the notification dated November 30, 2009 issued by the State Government under the relevant clauses of the New Hydro Power Policy, 2008 directing the hydro power producers in the State of Himachal Pradesh to provide additional 1% free power (over and above 12% free power) to the State Government and the same be treated as a pass through in the tariff. GBHHPL filed Writ Petition whereupon Himachal Pradesh High Court vide order dated June 19, 2012 held that the said notification would only apply prospectively and accordingly the notification was set aside to that extent. State Government has filed an appeal before the Himachal Pradesh High Court challenging the order dated June 19, 2012 and the matter is pending before the Himachal Pradesh High Court.

Litigation against GBHHPL

Civil Proceedings

1. Mangani Ram, Vinod Kumar and others ("**Petitioners**") filed civil writ petitions (in the nature of public interest litigations) before the Himachal Pradesh High Court against the Union of India, Himachal Pradesh State Electricity Board, Himachal Pradesh State Pollution Control Board, GBHHPL and other ("**Respondents**") challenging, amongst others, the grant of environmental clearance for the power project of GBHHPL, approval for diversion of forest land and shift of project site from right to the left bank of river Ravi without any assessment. The Himachal Pradesh High Court passed an order dated May 22, 2013 dismissing the said petitions with costs on the Petitioners. Subsequently, the Petitioners filed two review petitions which were also dismissed by Himachal Pradesh High Court by its order dated November 13, 2013 with costs on the Petitioners. Petitioners have filed a Special Leave Petition dated February 21, 2014 before the Supreme Court of India against the Respondents praying that the said orders of the Himachal Pradesh High Court be set aside. The matter is presently pending before the Supreme Court of India.

Outstanding material proceedings involving GETL

Litigation by GETL

Civil Proceedings

1. GETL, GEL and others have filed an application under Section 125 of the Electricity Act, 2003 before the Supreme Court of India of India. For details, see "***-Outstanding litigation involving GEL- -Litigation against GEL- Civil proceedings - Item 3***" above).

Litigation against GETL

Civil Proceedings

1. Maharashtra State Electricity Distribution Company Limited ("**MSEDCL**") has filed a petition before Central Electricity Regulatory Commission under Section 19 of the Electricity Act, 2019 against GETL seeking revocation of the trading license granted to GETL on account of breach of contractual obligations owed to MSEDCL by allowing the source generators (i.e., DB Power Limited and Sai Wardha Power Generation) to sell the contracted power in power exchanges instead of supplying power to the MSEDCL as per the terms of the letter of intent dated September 26, 2018 executed with MSEDCL. The matter is currently pending for hearing.

Outstanding material proceedings involving GGSPL

Litigation against GGSPL

Civil Proceedings

1. A petition was filed by Gujarat Urja Vikas Nigam Limited ("**GUVNL**") against Madhya Gujarat Vij Company Limited and others before the Gujarat Electricity Regulatory Commission (the "**GERC**") on May 29, 2013 impleading GGSPL also a party. The contention of GUVNL was that the tariff rates for procurement of power from solar power projects as determined by GERC vide Order dated January 29, 2010 should be revised. GUVNL further contended that the revision must be in accordance with the actual capital costs incurred by the respondents (solar developers). GERC vide order dated August 8, 2013 dismissed the petition filed by GUVNL which was upheld by APTEL vide its order dated August 22, 2014, dismissed the petition filed by GUVNL. Aggrieved by the APTEL order dated August 22, 2014, GUVNL has filed an appeal before the Supreme Court of India. The matter is currently pending before the Supreme Court of India.

Outstanding litigation involving GREL

Litigation against GREL

Actions by statutory or regulatory authorities

1. The MCA issued a general circular dated August 27, 2014 disallowing capitalisation of costs incurred during the extended delay in commencement of a commercial project after the plant is otherwise ready in accordance with certain accounting standards. For details, see "***- Outstanding litigation involving GREL- Actions by statutory or regulatory authorities***" *below.*

Outstanding material proceedings involving GREL

Litigation by GREL

Civil Proceedings

1. A writ petition has been filed by GREL along with GGAL and GIL against MoPNG, MoP & ONGC, challenging the conduct of the Ministries for not allocating gas to GREL, among other things GREL also sought stay on any further allocation / supply to new consumers through auction / tender or otherwise till existing allocations are not met. The Delhi High Court has vide order dated May 19, 2021 stayed the auction of natural gas by ONGC which has been extended from time to time till next date of hearing. The matter is still pending before the High Court of Delhi.

2. A writ petition has been filed by GREL, GGAL and GIL before Delhi High Court against lenders of GREL seeking relief from the Delhi High Court that the lenders be directed not to take any coercive steps, including initiation of recovery/insolvency proceedings against GREL, GGAL and GIL till allocation of natural gas to GREL. The High Court of Delhi has vide its interim order dated September 13, 2021 directed all the lenders of GREL not to take coercive action against GREL including under the proceedings initiated by Canara Bank pending before the debt recovery tribunal, Bengaluru ("**DRT Bengaluru**") and has stayed operation of the insolvency notice dated September 6, 2021 until the next date of hearing i.e. March 03, 2022. Canara Bank has filed an Interim Application for urgent listing in December 2021. Matter is currently pending before Delhi High Court.

3. The MCA issued a general circular dated August 27, 2014 bearing circular number F No. 17/66/2013/CL-V ("**Impugned Circular**") disallowing capitalisation of costs incurred during the extended delay in commencement of a commercial project after the plant is otherwise ready in accordance with certain accounting standards. GREL sent two responses to MCA requesting that it be allowed to capitalise the interest incurred on its borrowing as it is unable to commence operations due to lack of natural gas supply. GREL and GIL had filed a petition before Delhi High Court against Union of India & others challenging Impugned Circular. SEBI has already withdrawn its impugned circular and matter is pending only qua MCA circular. The pleadings have been completed in the matter and IA for Stay has been disposed of by DHC vide Order dated 25.05.2015 directing SEBI and MCA not to initiate any coercive action and subsequently on 23.11.2016, DHC ordered that order dated 25.05.2015 will remain operative until the disposal of the writ petition. The matter is now under regular list, will come up for hearing in due course.

Litigation against GREL

Civil Proceedings

1. Canara Bank, one of the lenders of GREL, has issued notice dated September 6, 2021 to GREL as well as to GGAL and GIL (in their capacity as corporate guarantors of GREL) regarding initiation of proceedings under the Insolvency and Bankruptcy Code, 2016 on account of non-payment of dues. Further, Canara Bank has also filed an application before the DRT Bengaluru against GGAL seeking recovery of dues with further interest and other dues, from GREL and GIL & GGAL (as guarantors). The aforesaid DRT Bengaluru proceedings and notice has been stayed by High Court of Delhi has vide its interim order dated September 13, 2021 in writ petition 10087 of 2021. Matter is currently pending before DRT Bengaluru.

Outstanding material proceedings involving GUKHPL

Litigation against GUKHPL

Civil Proceedings

1. Three petitions (in the nature of public interest litigations) have been filed by residents of Nepal before the Supreme Court of Nepal against the Government of Nepal, GUKHPL, GEL, Karnali Transmission Company Private Limited and others ("**Respondents**") challenging the memorandum of understanding ("**MOU**") signed between the Government of Nepal and GMR-ITD consortium and the Project Development Agreement (**"PDA"**) signed between GUKHP and the Investment Board of Nepal ("**IBN**") submitting that the MOU and the execution of the project is void and in violation of the sovereign rights of the people of Nepal on the grounds that the respondents i) have been authorised a capacity of 900 MW while initial tender was for 300 MW; ii) have been granted a monopoly over development of the hydro power project leading to underutilisation of the available resources; and iii) have been allowed to export of 88% of the generated power to India. GUKHPL has replied that the PDA has been executed in the prescribed manner and in compliance with all constitutional provisions and other prevailing laws applicable thereto. The matter is currently pending before the Supreme Court of Nepal and listed for hearing on 3rd June 2022.

2. Two petitions (in the nature of public interest litigations) have been filed by individuals of the public of Nepal before the Supreme Court of Nepal against Respondents, as defined above, challenging, i) the extension given up to September, 2017, for financial closure of the project by GUKHPL on the grounds that it was unable to establish that the cause of extending the financial closure was a situation beyond its control and ii) the extension given up to September, 2018, for financial closure on the same grounds as mentioned above with an additional ground that, amongst others, such time extension is in violation of the Constitution of Nepal. The matter is currently pending before the Supreme Court of Nepal and listed for hearing on 3rd June 2022.

Outstanding material proceedings involving Karnali Transmission Company Private Limited ("KTC")

<u>*Litigation against KTC*</u>

Civil Proceedings

1. Two petitions (in the nature of public interest litigations) have been filed by various individuals of the public of Nepal before the Supreme Court of Nepal against the Government of Nepal, GUKHPL, GEL, Karnali Transmission Company Private Limited and others challenging the MOU and extensions given for financial closure.

Tax proceedings involving our Company and our Subsidiaries

Nature of cases	Number of cases	Amount claimed (in ₹ crores)*
Company		
Direct tax $	1	-
Indirect tax @	9	82.02
Total	**10**	**82.02**
Subsidiaries		
GMR Highways Limited		
Direct tax	6	**1.24**
Indirect tax	-	-
Total	**6**	**1.24**
GEL		
Direct tax	35	-
Indirect tax	2	4.84
Total	**37**	**4.84**
GKEL		
Direct tax	11	0.12
Indirect tax	2	169.91
Total	**13**	**170.03**
GMR Generation Assets Limited (GGAL) $		
Direct tax	10	0.04
Indirect tax	2	244.94
Total	**12**	**244.98**
GMR Gujarat Solar Power Pvt Ltd.		
Direct tax	-	-
Indirect tax	1	1.33
Total	**1**	**1.33**
GREL		
Direct tax	1	-
Indirect tax	1	148.41
Total	**2**	**148.41**
GVPGL		
Direct tax	3	0.001
Indirect tax	4	70.17
Total	**7**	**70.171**
Honeyflower Estates Private Limited		
Direct tax	-	-

Nature of cases	Number of cases	Amount claimed (in ₹ crores)*
Indirect tax	1	0.43
Total	**1**	**0.43**
GIL-SIL JV		
Direct tax	4	0.02
Indirect tax	-	-
Total	**4**	**0.02**
GMR Aerostructure Services Limited		
Direct tax	3	30.49
Indirect tax	-	-
Total	**3**	**30.49**
Dhruvi Securities Limited		
Direct tax	8	1.91
Indirect tax	-	-
Total	**8**	**1.91**
GMR Tambaram Tindivanam Expressways Limited		
Direct tax	3	2.05
Indirect tax	-	-
Total	**3**	**2.05**
GMR Warora Energy Limited		
Direct tax	4	-
Indirect tax	-	-
Total	**4**	**-**
GMR Tuni Anakapalli Expressways Limited		
Direct tax	2	1.82
Indirect tax	-	-
Total	**2**	**1.82**
GMR SEZ & Port Holdings Private Limited		
Direct tax	1	-
Indirect tax	-	-
Total	**1**	**-**
GMR Krishnagiri SIR Limited		
Direct tax	2	0.01
Indirect tax	-	-
Total	**2**	**0.01**
GMR Chennai Outer Ring Road Private Limited		
Direct tax	2	-
Indirect tax	-	-
Total	**2**	**-**
GMR Ponchanpalli Expressways Limited		
Direct tax	3	-
Indirect tax	-	-
Total	**3**	**-**
GMR Hyderabad Vijayawada Expressways Private Limited		
Direct tax	1	-
Indirect tax	-	-
Total	**1**	**-**
Padmapriya Properties Private Limited		
Direct tax	1	0.01
Indirect tax	-	-
Total	**1**	**0.01**
Suzone Properties Private Limited		
Direct tax	1	0.04

Nature of cases	Number of cases	Amount claimed (in ₹ crores)*
Indirect tax	-	-
Total	**1**	**0.04**
GMR Energy Trading Limited		
Direct tax	1	-
Indirect tax	-	-
Total	**1**	**-**
GMR Aviation Private Limited		
Direct tax	2	0.01
Indirect tax	-	-
Total	**2**	**0.01**
Total (all Subsidiaries)	**119**	**677.79**

$ Includes cases of GPIL

@ Includes cases of GIL

** This includes the amount of demand claimed by the tax authorities against the Company and its Subsidiaries along with the amount of interest and penalty, wherever quantified by the relevant authority. However, the amount that has already been paid by the Company and its Subsidiaries in protest to the relevant tax authorities and the amount of refund claimed by the Company and its Subsidiaries has not been included.*

** This also includes those matters where the amount of claim cannot be quantified.*

$ Includes cases of entities SJK Powergen Ltd, GMR Power Corporation Limited merged with GGAL.

Litigations initiated against our Promoters

Criminal proceedings initiated against the Promoters:

NIL

Statutory or regulatory proceedings initiated against the Promoters:

NIL

Other pending proceedings initiated against the Promoters:

NIL

Disciplinary action including penalty imposed by SEBI or stock exchanges against initiated against the Promoters in the last five financial years including outstanding action:

NIL

Tax proceedings

1. Our Promoter, Mr. G.M. Rao, is involved in three taxation proceedings (wherein an appeal under one tax proceeding is pending initiation) involving a total tax demand of ₹1.27 crores which relate to (i) a tax demand of ₹0.32 crores created due to erroneously taxing long term capital gains of ₹0.35 crores as business income and charge of interest under Sections 234B and 234C of the IT Act upon processing of the return of income; and (ii) a tax demand of ₹0.86 crores as against the tax refund of ₹68,850 due to a charge of interest under Sections 234B and 234C of the IT Act, upon processing of the return of income: and (iii) a tax demand of ₹0.09 crores created as against the tax refund of ₹0.08 crores due to erroneously taxing business income and charge of interest under Sections 234B and 234C of the IT Act upon processing of the return of income.

2. Our Promoter, GEPL, is involved in 27 taxation proceedings involving a total tax demand of ₹7.54 crores, which relate to, amongst others, (i) disallowance of the claim of interest under Section 57(iii) of the IT Act of ₹7.11 crores, disallowance of ₹3.57 crores under Section 14A of the IT Act as against the amount of disallowance of ₹0.22 crores as per Rule 8D of the IT Rules and not allowing the credit of tax adjustment of ₹0.68 crores made from the tax refund of AY 2009-10, involving an aggregate tax demand/refund of ₹4.37 crores; (ii) disallowance of the claim of interest under Section 57(iii) of the IT Act of ₹51.22 crores, disallowance of ₹13.65 crores under Section 14A of the IT Act

as expenses incurred for earning exempt income of ₹0.26 crores, involving an aggregate tax demand/refund of ₹3.11 crores; and (iii) letter filed with the TDS AO to pass an order to cancel the levy of interest of ₹0.04 crores under Section 201(1A) of the IT Act and interest of ₹0.01 crores levied under Section 220(2) of the IT Act for delay in payment of TDS for Q2 of FY 2008-09 involving an aggregate tax demand/refund of ₹0.05 crores.

Summary of the above Tax proceedings along with amounts involved (consolidated for Promoters)

Sr. No.	Type of Tax	No. of cases	Amount involved *(in ₹ crore)*
1	Direct Tax	30	8.81
2	Indirect Tax	NIL	NIL

Litigations initiated against our Directors

Criminal proceedings initiated against our Directors:

NIL

Statutory or regulatory proceedings initiated against our Directors:

NIL

Other pending proceedings initiated against our Directors:

NIL

Tax proceedings

Other than tax proceedings involving our Promoter, Mr. G.M. Rao, there are no tax proceedings against our Directors.

Summary of the above Tax proceedings along with amounts involved (consolidated for Directors) ^

Sr. No.	Type of Tax	No. of cases	Amount involved *(in ₹ crore)*
1	Direct Tax	NIL	NIL
2	Indirect Tax	NIL	NIL

^ *Our Promoter, Mr. G.M. Rao, is also a director of our Company and accordingly please refer to the disclosure above – 'Litigation proceedings initiated against our Promoters' for more information regarding Tax proceedings involving Mr. G.M. Rao.*

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

Our Board, in its meeting held on January 31, 2022 has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of the materiality policy, creditors of our Company to whom an amount exceeding ₹ 50 crores of our total outstanding dues based on Pro Forma condensed Standalone Financial Information as on March 31, 2021, were considered 'material' creditors. As per the Pro Forma Condensed Standalone Financial Information, our total trade payables as on March 31, 2021 was ₹ 506.46 crore and accordingly, creditors to whom outstanding dues exceed ₹ 50 crores have been considered as material creditors for the purposes of disclosure in this Information Memorandum.

Based on this criteria, details of outstanding dues owed as on March 31, 2021 by our Company are set out below:

Particulars	No. of Creditors	Amount due (Rs. in Crore)
Dues to Micro, Small or Medium enterprises	101	44.23
Dues to Material Creditors	Nil	Nil
Dues to Other Creditors	1479	462.23

Total	**1580**	**506.46**

MATERIAL DEVELOPMENT AFTER THE DATE OF LAST FINANCIAL STATEMENTS AS ON SEPTEMBER 30, 2021

In the opinion of our Board, there have not arisen since the date of last Financial Statements as on September 30, 2021, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within the next twelve months.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Pursuant to Scheme being effective with effect from the Appointed Date, Permits relating to the Demerged Undertaking shall be transferred to and vested in the Resulting Company and the concerned licensor and grantors of such Permits shall endorse where necessary, and record the Resulting Company on such Permits so as to empower and facilitate the approval and vesting of the Demerged Undertaking in the Resulting Company and continuation of operations pertaining to the Demerged Undertaking in the Resulting Company without any hindrance, and shall stand transferred to and vested in and shall be deemed to be transferred to and vested in the Resulting Company without any further act or deed and shall be appropriately mutated by the Appropriate Authorities concerned therewith in favour of the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company.

I. APPROVALS FOR THE COMPANY

We require various approvals to carry on business in India. The company has received the following major Government and other approvals pertaining to business**:**

a. Incorporation Details:

Our Company was incorporated as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated May 17, 2019 issued by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number is U45400MH2019PLC325541.

b. Approval from Tax Authorities

i. Permanent Account Number of the Company as issued by the Income Tax Department is AAHCG8251F;

ii. Tax Deduction Account Number of the Company, as issued by the Income Tax Department for the state of Maharashtra is MUMG21733F;

iii. The Company has a GST registration number/ applied for for its operating location and may take GST for such locations as may be required.

c. Other Approvals

Pursuant to the Scheme all permits, licenses, permissions, right of way, approvals, clearances, consents, registrations, entitlements, certificates, awards, sanctions, allotments, no objection certificates, exemptions, issued to or granted to or executed in favour of Demerged Company i.e. GMR Infrastructure Limited, and the rights and benefits under the same, in so far as they relate to the Demerged Undertaking and all intellectual property and rights thereto of Demerged Company, whether registered or unregistered, along with all rights of commercial nature including attached goodwill, title, interest, quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and all such other industrial or intellectual rights of whatsoever nature and all other interests relating to the goods or services forming part of the Demerged Undertaking and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by Demerged Company forming part of the Demerged Undertaking shall be transferred to and vested in or deemed to have transferred to or vested to the Company and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against the Company, as the case may be, and may be enforced as fully and effectually as if, instead of Demerged Company, the Company had been a party or beneficiary or obligee thereto.

The Company has substantial approval/license as may be required.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Hon'ble National Company Law Tribunal, Mumbai Bench through an order dated December 22, 2021 has approved the Composite Scheme of Arrangement and amalgamation under the provisions of sections 230 to 232, read with section 66 and other applicable provisions of, the Companies Act, 2013 involving amongst GMR Power Infra Limited and GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective shareholders. For more details relating to the Composite Scheme of Arrangement, please refer to "*Objects and Rationale of the Scheme*" on page 42. In accordance with the Composite Scheme of Arrangement, Demerged Undertaking of GMR Infrastructure Limited was transferred to and vested with Company with effect from the Appointed Date viz. April 01, 2021. In accordance with the said Scheme, the Equity Shares of our Company shall be listed and admitted to trading on BSE and NSE. Such listing and admission for trading is not automatic and will be subject to fulfilment of listing criteria by our Company as permitted by BSE and NSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application for listing by our Company. Observations letters from BSE and NSE in relation to the Composite Scheme of Arrangement were granted vide their letters dated December 18, 2020 and December 21, 2020 respectively.

The Company has received in-principle approvals for listing of its Equity Shares on NSE and BSE vide their letters dated February 25, 2022. Further, the Company has also received a letter bearing no. SEBI/HO/CFD/DIL-1/RG/SM/10415/1/2022 dated March 11, 2022 from SEBI in relation to relaxation from applicability of Rule 19(2)(b) of the SCRR for listing of the Equity Shares of our Company on the Stock Exchanges.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

The Company, its Promoters, its promoter group, its directors, persons in control of the Promoters (as applicable) have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Further, none of our Directors or Promoters is a director or promoter of any other company which is currently debarred from accessing the capital markets by SEBI.

Further, none of the directors of the Company are associated with the securities market in any manner, and SEBI has not initiated any action against any entity, with whom the directors of the Company are associated in the past five years preceding the date of this Information Memorandum.

Neither our Company nor any of our Promoters or Directors have been identified as wilful defaulter(s) by any bank and/or financial institution in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

COMPLIANCE WITH COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.

ELIGIBITY FOR THIS ISSUE

There being no initial public offering or rights issue, the eligibility criteria in terms of the SEBI ICDR Regulations, as amended does not become applicable. Our Company submitted this Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE. The Information Memorandum, once finalised, shall be made publicly available through the respective websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com and through our website on www.gmrpui.com. Our Company will publish an advertisement in the newspapers containing its details as per the SEBI Circular with the details required in terms of Annexure A Part III (A) para 2 sub – clause 5 of the SEBI Circular.

GENERAL DISCLAIMER FROM OUR COMPANY

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of Annexure A Part III (A) para 2 sub- clause 5 of the SEBI Circular or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

JURISDICTION

Exclusive jurisdiction for the purpose of this Information Memorandum is with the competent courts / authorities in Mumbai, India.

DISCLAIMER CLAUSE OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

As required, a copy of the Draft Scheme was submitted to NSE. NSE has vide its letter (NSE/LIST/24785_II) dated December 21, 2020 granted its observations on the Scheme of Arrangement under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the NSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

DISCLAIMER CLAUSE OF THE BSE LIMITED

As required, a copy of the Draft Scheme was submitted to BSE. BSE has vide its e-letter DCS/AMAL/JR/R37/1866/2020-21 dated December 18, 2020 granted its observations on the Scheme of Arrangement under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the BSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

FILING

This Information Memorandum has been filed with BSE and NSE.

LISTING

Our Company has obtained in principle listing approvals from BSE and NSE on February 25, 2022. Our Company shall make the applications for final listing and trading approvals from BSE and NSE. The Company has nominated BSE as the Designated Stock Exchange for the aforesaid listing of shares. The Company ensure that it will take all steps for the completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.

DEMAT CREDIT

The Company has executed Tri-partite Agreements with CDSL and NSDL dated January 04, 2022 and December 25, 2021, respectively, for admitting its securities in demat form. The ISIN allotted to the Company's equity shares is INE0CU601026. Equity Shares have been allotted to those shareholders who have provided necessary details to the Company/RTA and/or who were holding their shares in GMR Infrastructure Limited in demat form as on the Record Date i.e. January 12, 2022.

EXPERT OPINIONS

We have not obtained any expert opinions for the purpose of this Information Memorandum.

PUBLIC ISSUES OR RIGHTS ISSUES

Our Company was incorporated on May 17, 2019 and has not made any public issue or rights issue since incorporation.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since the Company has not issued shares to the public in the past, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

PERFORMANCE VIS-À-VIS OBJECTS

Since incorporation, our Company has not issued any Equity Shares to public. The Equity Shares of our Company will be listed on the Stock Exchanges pursuant to the Scheme.

ISSUANCES FOR CONSIDERATION OTHER THAN CASH

For details in relation to the allotment of Equity Shares for consideration other than cash, see "*Capital Structure*" on page 37.

OUTSTANDING DEBENTURE OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY

There are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by the Company, except for the FCCBs that have been originally issued by GIL and have partly been invested into the Company as detailed on page 39

STOCK MARKET DATA FOR EQUITY SHARES OF THE COMPANY

Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Information Memorandum.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

Kfin Technologies Private Limited is the Registrar and Share Transfer Agent of the Company to accept the documents/requests/complaints from the investors/shareholders of the Company. All documents are received at the inward department, where the same are classified based on the nature of the queries/actions to be taken and coded accordingly. The documents are then electronically captured before forwarding to the respective processing units. The documents are processed by professionally trained personnel. The Company has set up service standards for each of the various processors involved such as effecting the transfer/dematerialization of securities/change of address ranging from 3-7 days.

Shareholders can express their grievances by sending mails to above e-mail id or raise complaints in SCORES (common portal introduced by SEBI). Our Company is currently in the process of activating its SCORES portal, and hence submitted the requisite application modalities with SEBI. Further, the Shareholders can also raise their grievances with our Company Secretary and Compliance Officer. As on the date of this Information Memorandum, our Company has not received any investor complaints since incorporation.

Vimal Prakash, Company Secretary of the Company is vested with responsibility of addressing the Investor Grievance(s) in coordination with Registrar & Transfer Agent.

Name and Contact details of Company Secretary & Compliance Officer
Vimal Prakash
Tel: 011- 49216760
Email: GPUIL.CS@gmrgroup.in
Website: www.gmrpui.com

CAPITALISATION OF RESERVES OR PROFITS

Our Company has not capitalised reserves or profits since incorporation.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

CAPITAL ISSUES IN THE PRECEDING THREE YEARS BY THE COMPANY, GROUP COMPANIES AND SUBSIDIARY/ASSOCIATE COMPANY

For details of the issuances of Equity Shares by our Company since incorporation, see "*Capital Structure – Notes to Capital Structure*" at page 37. Neither our Company nor Group Companies/Subsidiaries/Associates, have undertaken a capital issue in the last three years preceding the date of this Information Memorandum.

SECTION VIII – MAIN PROVISIONS OF ARTICLE OF ASSOCIATION

PRELIMINARY

The regulations for management of the Company and for the observance of the members shall be such as contained in these articles and in respect of the matters not provided for in these presents the Regulations contained in the Table marked F in Schedule I to the Companies Act, 2013, shall be applicable to the Company.

INTERPRETATION

I. (1) In these regulations --

a) "the Act" means the Companies Act, 2013,

b) "the seal" means the common seal of the Company.

c) "the Company" is a "Public Company" within the meaning of Section 2(71) of the Companies Act, 2013, and which:-

(a) is not a private company.

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

II. 1 Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) Subject to any statutory or other requirement having the force of law governing the issue and signature to and sealing of certificate to share and applicable to this Company for the time being in force the certificate of tittle to shares and the duplicate thereof when necessary shall be issued under the common seal of the Company, which shall be affixed in the presence of and signed by (a) two Directors or person acting on behalf of the Directors under a duly registered power of attorney and (b) the secretary or some other person appointed by the Board for the purpose; a director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other materials used for the purpose.

(iii)Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its share, debenture and other security pursuant to the Depository Act 1996 and to offer its shares, debenture and other securities for subscription in a dematerialized form.

(iv) Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of member as a holder of any shares or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as required by law) be bound to recognize any benami trust or equity or equitable contingent or other claim to or interest in such shares on the part of any other person whether or not it shall have express or implied notice thereof.

(v) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any certificate and where such transfer or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act 1966 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.

(vi)The Board may waive payment of any fee generally or in particular case.

(vii) Every endorsement upon the certificate of any share in favour of any transferee thereof shall be signed by such person for time being authorized by the Board in that behalf.

(viii) The Board shall comply with requirement prescribed by any rules made pursuant to the Act; relating to the issue and execution of shares certificates.

(ix) The provisions of the Articles (II 1), 2 and (3) shall mutatis mutandis apply to preference shares or debentures of the Company.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien --

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares, at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these

regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by Section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
(c) The instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title

to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock, —

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —

(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.

Capitalisation of profits

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members

Buy-back of shares

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any three members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —

(a) on a show of hands, every member present in person shall have one vote; and
(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) 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 votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

58. The following shall be the First Director of the Company:

1. Govindarajulu Tata
2. Saurabh Chawla
3. Sushil Modi
4. Suresh Bagrodia

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof

the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

Accounts

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Others

89. Public Company

The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Information Memorandum which are or may be deemed material have been entered or are to be entered into by our Company.

Copies of the following documents will be available for inspection at the registered office of our Company on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:00 AM to 5:00 PM for a period of seven days from the date of filing of this Information Memorandum with the Stock Exchanges.

Material Contracts and Documents for Inspection

1. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated December 25, 2021;
2. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated January 04, 2022;
3. Memorandum and Articles of Association of our Company;
4. Certificate of incorporation dated May 17, 2019, issued by the Registrar of Companies, Central Registration Centre;
5. Copy of the Fairness Report provided by Pantomath Capital Advisors Private Limited;
6. Statement of Tax Benefits dated January 22, 2022 issued by Walker Chandiok & Co LLP;
7. Copy of Statutory Audited Financial Statements of the Company for the period ended on March 31, 2021 and March 31, 2020;
8. Copy of Pro Forma Condensed Consolidated Financial Information as disclosed in this Information Memorandum as at September 30, 2021 and March 31, 2021;
9. Copy of Pro Forma Condensed Standalone Financial Information as disclosed in this Information Memorandum as at September 30, 2021 and March 31, 2021;
10. Special Purpose Unaudited Financial Information for the half year ended September 30, 2021
11. Composite Scheme of Arrangement amongst GMR Infrastructure Limited, GMR Power Infra Limited and the Company and their respective shareholders and creditors;
12. Copy of Board Resolution dated January 31, 2022 setting out terms and conditions for appointment of Srinivas Bommidala as Managing Director and Subbarao Gunuputi as Executive Director ;
13. Letter under Regulation 37 of the SEBI LODR Regulations issued by BSE and NSE according their no-objection to the Scheme;
14. Order dated December 22, 2021 of the National Company Law Tribunal, Mumbai sanctioning the Composite Scheme of Arrangement amongst GMR Infrastructure Limited, GMR Power Infra Limited and the Company and their respective shareholders and creditors under sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act;
15. NSE letter no. NSE/LIST/70 dated February 25, 2022 granting in-principle listing approval;
16. BSE letter no. DCS/AMAL/MJ/IP/2040/2021-22 dated February 25, 2022 granting in-principle listing approval;
17. SEBI Relaxation letter no. SEBI/HO/CFD/DIL-1/RG/SM/10415/1/2022 dated March 11, 2022 granting relaxation for listing from the applicability of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957.

Any of the contracts or documents mentioned in the Information Memorandum may be amended or modified at any time if so required in the interest of the Company or if required by the other parties, without reference to the shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

All relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements made in this Information Memorandum are true and correct.

For and on behalf of the Board of Directors of GMR Power and Urban Infra Limited

Name: Srinivas Bommidala
Designation: Managing Director

Place: New Delhi
Date: March 16, 2022

DECLARATION

All relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements made in this Information Memorandum are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY

Name: Suresh Bagrodia
Designation: Chief Financial Officer

Place: New Delhi
Date: March 16, 2022