GMR HIGHWAYS LIMITED

U45203MH2006PLC287171
Registered Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051
E-mail: highways.secretarial@gmrgroup.in
Phone No.: 022 - 42028000; Fax No.: 022 – 42028004

Notice of
Fifteenth Annual General Meeting

Day, Date & Time

Tuesday,
August 31, 2021
04.30 PM

Venue

Transportation Business Board Room,
GMR T&UI,
Terminal-2,
Opp. Departure Gate No. 1, IGI Airport,
New Delhi – 110 037

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of **GMR HIGHWAYS LIMITED** will be held on **Tuesday, August 31, 2021**, at **04:30 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at March 31, 2021 and Statement of Profit and Loss Account for the period ended on that date together with the Reports of the Directors and the Auditors thereon.

2. To appoint Director in place of Mr. BVN Rao (00051167), who retires from office by rotation and being eligible, offers himself for re-appointment.

Special Business

3. **To ratify the remuneration of the Cost Auditor of the Company for the financial year 2021-22.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders hereby ratify the remuneration of Rs. 50,000 (Membership Number 30294) plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2021-22."

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

By the Order of the Board of Directors

GMR HIGHWAYS LIMITED

Paramjeet Singh
Company Secretary
M No:A18789

Place: New Delhi
Date: 28th July 2021

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto

2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be valid and effective must be delivered at the registered office of the company not later than forty-eight hours before the commencement of the meeting.**

3. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the General Meeting.

4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members and/or proxies are requested to bring their copy of the notice to the meeting and should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.

6. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

7. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that, a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

8. In terms of Section 20 of the Companies Act, 2013, the Notice is being sent to all the Members on the electronic mail address as provided by the Registrar or the Member from time to time for sending communications to the Member unless any Member has requested for a hard copy of the same. Members are requested to register their E-mail Id with their Depository Participant/the Company and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its Registered Office by providing their DP Id and Client Id/Folio No. as reference.

9. Members are requested to notify any change in their registered address along with pin code and quote their respective DP Id and Client Id/Folio No. on every communication with the Depository Participant/the Company .

10. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are Interested maintained under Section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.

11. All documents referred to in accompanying Notice and Explanatory statement are open for inspection at the registered office of the Company during the office hours on all working days except Saturdays/Sundays and holidays between 11.00 A.M. and 1.00 P.M till the date of meeting.

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

Item No. 3

To ratify the remuneration of the Cost Auditor of the Company for the financial year 2021-22.

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s G.R. & Co., Cost Accountants, (Membership Number 30294) to conduct the audit of the cost records of the Company for the financial 2021-22 at remuneration as detailed in the resolution.

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

Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

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

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice, for approval by the members.

By the Order of the Board of Directors

GMR HIGHWAYS LIMITED

Paramjeet Singh
Company Secretary
M No:A18789

Place: New Delhi
Date: 28th July 2021

GMR HIGHWAYS. LTD.
CIN: U45203MH2006PLC287171
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ATTENDANCE SLIP

DP ID		FOLIO NO. / CLIENT ID		No. of shares	

Name(s) and address of the member in full:

____

I/We hereby record my/our presence at the 15th Annual General Meeting of the Company to be held on **Tuesday, 31st day of August, 2021, at 04:30 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037.

☐ MEMBER ☐ PROXY

____
Signature of Member / Proxy

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FORM NO.MGT-11

PROXY FORM

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

CIN	U45203MH2006PLC287171
Name of the Company	GMR HIGHWAYS LTD.
Registered Address	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051

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

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

1	Name			
	Address			
	E-Mail ID		Signature	

or failing him

2	Name			
	Address			
	E-mail ID		Signature	

or failing him

3	Name			
	Address			
	E-Mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on **Tuesday, 31st day of August 2021 at 04:30 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at March 31, 2021 and Statement of Profit and Loss Account for the period ended on that date together with the Reports of the Directors and the Auditors thereon.
2.	To appoint Director in place of Mr. BVN Rao (DIN 00051167), who retires from office by rotation and being eligible, offers himself for re-appointment.
Special Business	
3.	To ratify the remuneration of the Cost Auditor of the Company for the financial year 2021-22.

Signed this ______________ day of ________________2021

____
Signature of Member

Affix Revenue Stamp of Re.1

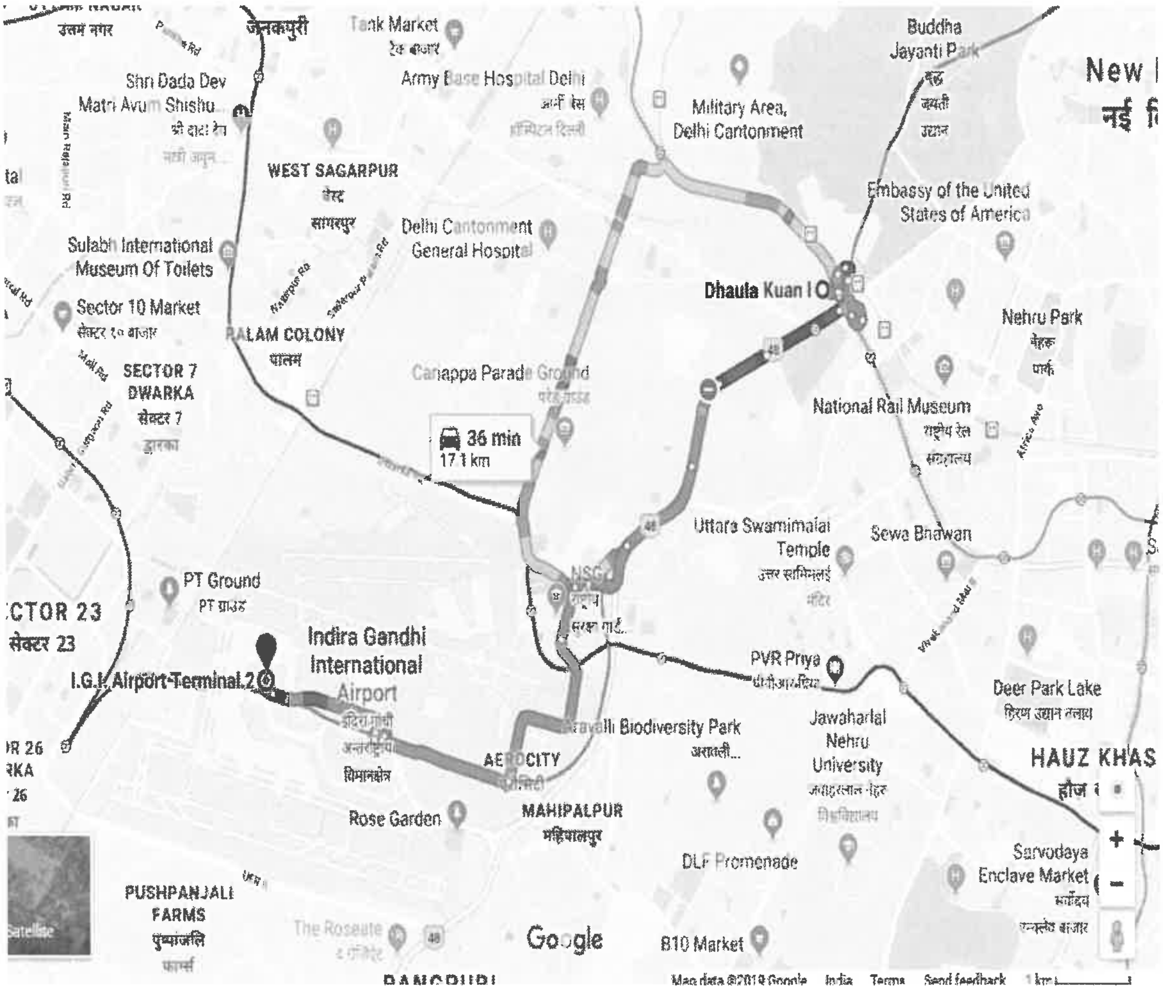
____
Signature of Proxy holder(s)

Notes:

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

2. **A proxy need not be a member of the Company.**

ROUTE MAP OF THE VENUE



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Board's Report

Dear Shareholders,

Your Directors have pleasure in presenting the Fifteenth Annual Report together with the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021.

Financial Performance Summary

The financial highlights of your Company, for the year ended March 31, 2021 are as under:

(In Rs.)

Particulars	Standalone	
	March 31, 2021	March 31, 2020
Total Income	2,485,605,297	3,214,924,709
Expenditure	1,452,347,378	1,917,283,320
Earnings before interest, depreciation and tax	**1,033,257,919**	**1,297,641,389**
Depreciation & amortization expense.	96,596	411,958
Profit before Interest	**1,033,161,323**	**1,297,229,431**
Finance costs	1,583,201,865	1,447,509,990
Exceptional Item – (Loss on Receivables of CCDs as per discounted values)	(292,942,713)	-
Profit/ (Loss) before Tax	**(842,983,254)**	**(150,280,559)**
Tax Expense (including Tax adjustments of prior years)	62,765,820	30,555,136
Profit/ (Loss) after Tax	**(905,749,075)**	**(180, 835,695)**

During the year ended March 31, 2021, your Company had incurred a loss of Rs 905,749,075/-as against the loss of Rs. 180,835,695/- incurred during the previous year. The losses have increased this year as compared to last year due to higher finance cost as compared to previous year because of exceptional items.

The State of the Company's Affairs

During the year under review, the Company carried out Major Maintenance works for GMR Pochanpalli Expressways and pavement maintenance work for GMR Hyderabad Vijayawada Expressways. Further the company provided Repairs & Management services to its Subsidiary and Associate Companies. The services of the Company was satisfactory.

The Board of Directors in its meeting held on November 21, 2020, has approved merger of its Subsidiary Companies, GMR Tambaram Tindivanam Expressways Limited and GMR Tuni- Anakapalli Expressways Limited with the Company with the appointed date as April 01, 2019. Necessary reporting has been made to Registrar of Companies and filing of application for approval of scheme of merger with Hon'ble NCLT, Mumbai was submitted on December 16, 2020. The NCLT , in its order dated February 17, 2021 allowed the application of merger and further dispensed with the meetings of shareholders of Company and the subsidiary companies and of the Creditors of subsidiary companies and ordered to serve individual Notices to all the Creditors of the Company

GMR HIGHWAYS LIMITED

alongside publishing the same in Newspapers. Further, it was mandated that the Company will obtain consents from its Secured Creditors.

Accordingly the Company served the notice to RD, ROC, Income Tax Authority as well as to its Creditors and has published newspaper advertisement on April 18, 2021 in Navshakti, Marathi newspaper and Free Press Journal, English newspaper. Post receipt of consent of secured creditors, second motion application will be filed by the Company with Hon'ble NCLT.

Global Pandemic -COVID-19

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

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

1. 50% of the monthly gross salary for 3 years as living allowance (maximum limit of 2 Lacs per month) to be paid on a monthly basis.
2. Children Education Assistance of Rs. 10,000/- per month per child up to the age of 21 Years.
3. Medical Insurance Coverage of Rs. 1.5 Lacs to the family for 3 years

all of the above OR

4. Consideration of either spouse/children for job opportunities within the company basis the skill sets, education qualification and availability of vacant position.

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

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

Change in the nature of business, if any

During the year under review, there is no change in the nature of business of the Company.

Dividend

Since there is no profit, the Board has not recommended any dividend for the financial year 2020-21.

Transfer to Reserves

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

Changes in Share Capital

During the year under review, there was no change in the Authorized and Paid up Share Capital of the Company. As on March 31, 2021, the Authorized and Paid up Share Capital of the Company stood at Rs. 3,950.00 Crore and

Rs. 775.44 Crore, respectively. As on date of the report, the Authorized and Paid up Share Capital of the Company remains the same.

Your Company continues to be a subsidiary of GMR Infrastructure Limited

Subsidiaries/ Joint Ventures/ Associate Companies

As on March 31, 2021, in terms of the provisions of Companies Act, 2013, your Company had the following Subsidiary and Associate companies:

Subsidiaries

1. GMR Tuni-Anakapalli Expressways Limited
2. GMR Tambaram Tindivanam Expressways Limited
3. GMR Pochanpalli Expressways Limited
4. GMR Ambala-Chandigarh Expressways Private Limited
5. GMR Hyderabad Vijayawada Expressways Private Limited
6. GMR Chennai Outer Ring Road Private Limited

Associates: NIL

Joint Venture: NIL

The performance and financial position of each of these Subsidiary Companies for the financial year ended March 31, 2021, as per the Form AOC- I, is annexed as **Annexure I.**

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

During the year under review, none of the Companies ceased to be Subsidiaries, Joint Venture or Associate Companies.

Directors and Key Managerial Personnel

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

Changes in Directors/Key Managerial Personnel	Mr. Madhva B Terdal retired by rotation in the Annual General Meeting held on September 18, 2020 and being eligible, was re-appointed as the Director of the Company.
Proposal for forthcoming AGM	Mr. BVN Rao would retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The proposal for his re-appointment has been included in the Notice of the ensuing Annual General Meeting for your approval.

Board Meetings

A. Number of meetings of the Board:

During the year under review, 7 (seven) meetings of the Board of Directors were held.

GMR HIGH... LIMITED

Board meetings attendance details:

S. No.	Name of the Director	Designation	25.07.20	21.08.20	12.10.20	03.11.20	21.11.20	22.01.21	27.03.21
1	Mr. O B Raju	Managing Director	Present	Present	Present	Present	Present	Present	Present
2	Mr. BVN Rao	Director	Present	Present	Leave of absence	Leave of absence	Present	Leave of absence	Present
3	Mr. Madhva B Terdal	Director	Leave of absence	Leave of absence	Leave of absence	Present	Present	Leave of absence	Leave of absence
4	Mr. K P Rao	Independent Director	Present	Present	Present	Present	Present	Present	Present
5	Dr. Kavitha Gudapati	Independent Director	Leave of absence	Leave of absence	Present	Present	Present	Present	Leave of absence
6.	Mr. S Rajagopal	Independent Director	Present	Present	Present	Present	Present	Present	Present

Ministry of Corporate Affairs vide its circular number 11/2020 dated March 24,2020 extended the time gap between the two meetings from 120 days to 180 days till next two quarters i.e. till September 30, 2020. Hence, the intervening gap between the meetings was within the limit prescribed under the Companies Act, 2013 read with the abovementioned circular.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 is available on the Company's website i.e. https://www.gmrgroup.in/pdf/Annual_Return_GHWL_2021.pdf

Declaration given by Independent Directors

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

Fixed Deposits

Since the Company has not accepted any deposits covered under Chapter V (Acceptance of Deposits by the Companies) of the Companies Act, 2013 read with the Rules framed thereunder; the details required to be given in terms of Rule 8 (5)(v) & (vi) of Companies (Accounts) Rules, 2014 are not applicable.

Particulars of Employees and related disclosures

In accordance to the provisions as prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding the disclosure of names of the top ten employees in terms of remuneration drawn and the name of every employees who was in receipt of remuneration of not less than one crore and two lakh rupees, if employed throughout the year, or remuneration of not less than eight lakh and fifty thousand rupees per month, if employed for any part of that year, if any is provided as **Annexure II.**

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

A. Energy conservation & Alternate sources of Power Supply:

GMR Highways Limited and its subsidiaries has implemented various power conservation measures in all the Highway projects which are managed by its subsidiaries. These measures include installation of:

GMR HIGHWAYS LIMITED

1. Automatic Power Factor Controller;
2. Timers;
3. Servo Stabilizers; and
4. Solar Lighting.
5. LED lights

Installation of Automatic Power Factor Controller helped to maintain the power factor at 0.95 and above; Servo Stabilizers which helped stabilizing the power fluctuation at various locations and consequently avoiding damage to fixtures and equipments; timers which helped on optimizing the glowing duration of the highway lights thereby reducing the power consumption.

Company has also installed Solar LED lights at selected locations such as toll plazas and administrative buildings, truck lay byes and at junctions which are functioning effectively considerably adding to the power conservation and savings.

Company has initiated LED retrofitting to replace the existing High pressure sodium vapor lamps with no capital expenditure to Company in GMR Ambala Chandigarh Expressways Private Limited.

B. Technology Absorption:

1. **Micro Surfacing:** It is a most versatile concept of preserving the road surface that works as a remedy for a broad range of road surface problems, such as cracks, hungry surfaces, rutting removal, etc. Micro-surfacing is a relatively new concept in India, being used routinely across the world as preventive maintenance program. By way of application of a polymer modified cold-mix on an existing road with minor defects, which works as a preventive maintenance, major repair / reinstatements can be avoided for a substantial time period This method being a cold-mix application is environmental friendly and very economical in nature. Because of its quick-setting properties micro surfacing can be adopted in a broad range of weather conditions, particularly suitable for night application in heavy traffic roads.

   Other advantages are, preventing further deterioration of cracked surfaces, preventing water penetration thereby prevention of sub-base failure, creates an aesthetically good looking surface and enhances the life of pavement by 4 to 6 years which further reduces the effective length during the periodic maintenance of the Main Carriageway.

   GMR Highways executed Micro Surfacing at Ambala Chandigarh Expressways at selective locations. Other advantages are, preventing further deterioration of cracked surfaces, preventing water penetration thereby prevention of sub-base failure, creates an aesthetically good looking surface and enhances the life of pavement by 4 to 6 years which further reduces the effective length during the periodic maintenance of the Main Carriageway.

Technologies in Toll Management systems:

1. **<u>RFID enabled Electronic Toll Collection System:</u>** The Electronic Toll Collection (ETC) System is a new toll system designed to enhance convenience for drivers by enabling cashless toll collection through RFID Tag readers and thus mitigating congestion at toll plazas. It saves the fuel by avoiding idling of engines due to traffic congestion.

2. **<u>Slow speed weigh in Motion System:</u>** Slow Speed weigh in motion (SSWIM) system is a technology to capture the Gross weight of the Vehicle while in motion using load cell technology to collect Overweight charges from the vehicles which are found to be over loaded. Overweight deteriorates pavement faster than expected and mandate to spend more on maintaining the pavement.

3. **<u>Automatic Vehicle Classification System:</u>** Automatic Vehicle Classification (AVC) system is a technology to capture the vehicle types which are passing through the Toll plaza to ensure the correctness of the Toll Collector vehicle classifications and improves the toll revenue

GMR HIGHWAYS LIMITED

4. **Vehicle Tracking System:** Vehicle Tracking System (VTS) is a GPS based technology to track the Project Vehicles location at any given point of time and to monitor the moving patterns of vehicles. The virtual 'Poly net' disallows and alarms vehicle movement beyond jurisdiction. Such restriction results in fuel savings and maintains discipline in route patrolling

5. **DG sets Fuel Monitoring system:** DG set Fuel Monitoring system is based on GPRS enabled sensor based technology to monitor DG set Fuel status and enables remote monitoring.

6. **Vehicle actuated Speed Display:** Vehicle actuated speed display board is based on radar sensing technology to capture vehicle speed plying on the Highway. This technology will help in identifying speed violations beyond limit and for enforcement by authorities resulting in crashes reduction.

C. Foreign exchange earnings and Outgo:

	March 31, 2021
Foreign Exchange earnings	Nil
Foreign Exchange Outgo	Nil

Auditors & Auditors Report

Statutory Auditors

M/s. Girish Murthy & Kumar (Regn.No. 000934S), Chartered Accountants, were appointed as Statutory Auditors in the AGM of the company held on August 25, 2017 for a period of 5 years commencing from F.Y. 2017-18.

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

Emphasis of Matter

We draw attention to the following matters in the notes to the accompanying Standalone IND AS financial statements for the year ended March 31, 2021.

A. We draw the attention to Note no 37 of the accompanying financial statements for the year ended March 31, 2021, relating to the investment of Rs. 274.07Crores (including loans of 77.53 Crores and investment in equity/ preference shares of Rs.196.54 Crores made by the company and its subsidiaries) in GMR Ambala Chandigarh Expressways Private Limited (GACEPL) a subsidiary of the company. Though GACEPL has been incurring losses, and the networth is negative, based on the management's assessment and the legal opinion on the tenability of appeal before Delhi High Court, in respect of claim before NHAI, Government of Haryana and Punjab for loss of revenue, such investment has been carried at cost. Our opinion in this regard is not qualified.

B. We draw your attention to Note no.38.of the accompanying financial statements for the year ended March 31, 2021, regarding the carrying value of investment in GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL). Though the liabilities of GHVEPL exceeds the total assets of the company, based on the management's valuation assessment and the legal opinion on the compensation from arbitration proceedings initiated by the company against NHAI for loss of revenue, such investments have been carried at cost. Our opinion is this regard is not qualified.

C. We draw your attention to Note no.38 of the accompanying financial statements for the year ended March 31, 2021, relating to uncertainty in the matter of restriction of concessionaire period by NHAI to 15 years as against the initially envisaged period of 25 years, which the subsidiary intends to contest before appropriate courts and based on independent legal opinion is confident on getting relief. However, the financials of the subsidiary does not carry any adjustments in the financial statements on account of the above. In line with the same view, the company has not made any adjustments to the carrying of investments in the financial statements of the Company.

GMR HIGHWAYS LIMITED

Our opinion is not qualified in respect of the aforesaid matter.

Explanation

Management response for the emphasis of matter:

A. The Company has made an investment of Rs. 2,740,731,200 (March 31 2020: Rs. 2,740,731,200) [including loans of Rs. 775,300,000 and investment in equity / preference shares of Rs. 1,965,431,200 made by the Company and its subsidiaries] in GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') an associate of the Company. GACEPL has been incurring losses since the commencement of commercial operations. The management believes that these losses are due to loss of revenue arising as a result of diversion of partial traffic on parallel roads. GACEPL had initiated arbitration against NHAI, State of Haryana and State of Punjab.

   The three member Hon'ble Tribunal vide its order dated 26th August, 2020, has pronounced the awards wherein majority of the Tribunal has disagreed with the contention of the company and has rejected all the claim of the company whereas the minority Tribunal has upheld the claims of the company.

   Aggrieved by rejection of all of its claims, GMR had filed applications each in both Punjab and Haryana matters before Delhi High Court – u/s 34 of Arbitration Act seeking setting aside of the award of Arbitral Tribunal and u/s 9 seeking stay on the letters of NHAI demanding payment of the instalments of Negative Grant along with interest. GMR had also filed an application under section 36 for stay of operation of the Award till the time its challenge u/s 34 is decided. The Court vide its order dated 24.09.2020 had admitted the challenge to Award and issued notice in section 34 application but the other two applications filed u/s 9 and 36 were rejected.

   Against dismissal of its application u/s 9 (for interim protection from recovery of Negative Grant) as well as section 36 applications (for stay of operation of Award), GMR has filed 4 SLP's both in Haryana and Punjab matters before the Hon'ble Supreme Court.

   Based on the legal opinion and management's internal assessment, management of GACEPL is confident that it will be able to claim compensation from relevant authorities for the loss it has suffered due to such diversion of traffic and accordingly the investment in GACEPL has been carried at cost.

B. The Company has made an investment of Rs. 650.37 Crore [including loans of Rs.431.92 Crore and investment in equity / preference shares of Rs. 218.45 Crore made by the Company and its subsidiaries] in GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL') an subsidiary of the Company. GHVEPL has been incurring losses since the commencement of commercial operations. These losses are primarily due to loss of revenue arising as a result of drop in commercial traffic due to bifurcation of state of Andhra Pradesh and ban on sand mining in the region. These events constitutes a Change in Law as per the Concession Agreement and same has been agreed by NHAI and has also agreed to pay compensation, however there was no agreement on the quantification of the claim amount. GHVEPL has invoked Arbitration and Tribunal vide its order dated March 31, 2020 has pronounced the award unanimously, upholding GHVEPL's contention that bifurcation of state of Andhra Pradesh and ban on sand mining in the region constitutes Change in Law event and GHVEPL is entitled for compensation for the loss of revenue arising as a result of drop in commercial vehicles. However, on the quantum of the claim amount, majority of the Tribunal members has directed NHAI to constitute a committee for determining the claim amount based on data / record available with GHVEPL and NHAI.

GMR HIGHWAYS LIMITED

Company had filed two applications u/s 34 (challenge to Award to limited ground that NHAI cannot be judge of its own cause] and u/s 9 of the Arbitration Act [seeking stay on recovery of Revenue Share till claims are quantified]. NHAI also filed its challenge u/s 34 of the Arbitration Act to the arbitration award.

Delhi High Court vide order dated 4.08.2020 had upheld the Change in Law and struck down the directions of constitution of Committee by NHAI and had appointed HMJ D.K. Jain, retired judge of Supreme Court to quantify the claims of GMR.

The challenge of NHAI was dismissed and the Court also stayed the recovery of Revenue Share.

C. On May 8, 2020, GHVEPL has received a notice from NHAI restricting the concession period to 15 years pursuant to clause 3.2.2. of the Concession Agreement by stating that NHAI is satisfied that 6-laning of the project is not required. GHVEPL has sought material on record from NHAI and has further obtained legal opinion.

Aggrieved by the action of NHAI, the Company has invoked arbitration under Dispute Resolution mechanism prescribed under the Concession Agreement and arbitration proceedings are going on.

Based on the legal opinion in both the matters and management's internal assessment, management of GHVEPL is confident that it will be able to claim compensation from relevant authorities for the loss it has suffered due to such diversion of traffic and accordingly the investment in GHVEPL has been carried at cost.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Umesh Kumar & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit for the financial year 2020-21. The Secretarial Audit Report, in the Form MR-3, for the financial year 2020-21, is annexed as **Annexure III.**

There are no qualifications, reservations or adverse remarks in the report of the Secretarial Auditor which require any clarification/explanation.

Based on the recommendations of the Audit Committee, the Board appointed M/s Umesh Kumar & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit for the financial year 2021-22.

Cost Auditors

The Board of Directors, based on the recommendation of the Audit Committee, had appointed M/s G R & Co, a Practicing Cost Accountant, as the Cost Auditor of the Company for the financial year 2020-21 for auditing the cost records of the Company. M/s G R & Co. has submitted the Cost Audit Report for financial year 2020-21 which is annexed as **Annexure IV**. There are no qualifications, reservations or adverse remarks in the said Cost Audit Report.

The Board of Directors based on the recommendation of the Audit Committee, re-appointed M/s G.R. & Co. for the financial year 2021-22 for auditing the cost records of the Company maintained pursuant to Section 148 (1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended.

The agenda item for obtaining requisite approval of the shareholders for the fees payable to the Cost Auditors for conducting the audit for the financial year 2021-22 has been included in the notice of Annual General Meeting.

GMR HIGHWAYS LIMITED

Particulars of Loans, Guarantees or Investments under Section 186

The Company is engaged in the business of providing Infrastructural facilities and hence, it is exempted from the provisions of section 186 except sub-section (1) of the Companies Act, 2013 under sub-section (11) of the said section w.r.t. loans given, Investments made, guarantee given and security provided by it.

Particulars of Contracts or arrangements with related parties

The Company presents a detailed landscape of all related party transactions before the Audit Committee, specifying the nature, value, and terms and conditions of the transactions. All the transactions with related parties were reviewed and approved by the Audit Committee. Transactions with related parties are conducted in a transparent manner keeping the interest of the Company and Stakeholders at utmost priority. The Company has framed a Policy on Related Party Transaction for the purpose of identification and monitoring of such transactions.

Since during the year under review, most of the transactions entered with related parties were in accordance with the Related Party Transaction Policy of the Company and in the ordinary course of business and are generally at arms' length in their context. Further, the transactions entered into for which approval of shareholders was obtained during the year 2020-21 pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Rules framed thereunder alongwith the particulars as required to be disclosed pursuant to Rule 8(2) of the Companies (Accounts) Rules, 2014, in prescribed Form AOC- 2 is annexed as **Annexure V**

Material changes and commitments if any, affecting financial position of the Company which have occurred between the end of the Financial Year and date of the report

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2020-21 to which the financial statements relate and the date of the report. Further, the Board has accorded its approval for merger of GMR Tambaram Tindivanam Expressways Limited and GMR Tuni-Anakapalli Expressways Limited, the Subsidiary Company, which is under process

Directors Responsibility Statement

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Directors, based on their knowledge and belief and according to the information and explanation/ certifications obtained from the management, confirm in respect of the audited financial statements for the year ended March 31, 2021 that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

Statement indicating Development and Implementation of Risk Management Policy for the Company including Identification of Elements of Risk, if any, which in opinion of the Board may threaten the existence of the Company.

The Company has a detailed Risk Management Policy duly approved by the Audit Committee and Board. The risk analysis is carried out with the help of Enterprises Risk Management team of the Group in line with the Risk

GMR HIGHWAYS LIMITED

Management Policy of the Company. The Company's Risk Management framework is in line with the current best practices and effectively addresses the emerging challenges in a dynamic business environment which incorporate therein the specific elements of risk associated with the business of the Company. In today's challenging and competitive environment strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative.

As a matter of Policy, risks are assessed and steps as appropriate are taken to mitigate the same.

Disclosure on Corporate Social Responsibility

During the year under review, in the absence of profits of the Company during the last 3 financial years, the **Corporate Social Responsibility Committee (CSR Committee)** did not recommend any amount to the Board for incurring on any CSR activities.

Further, the CSR Committee of the Board pursuant to Section 135 (9) of the Companies Act, 2013 was dissolved w.e.f July 28, 2021 and henceforth the powers of the CSR Committee will be exercised by the Board

Details about the Policy developed & implemented

The Corporate Social Responsibility Policy, as updated as per the amended provision of Companies Act, 2013 and relevant rules made thereunder, as approved by the Board is annexed as **Annexure VI.** The Corporate Social Responsibility Policy is also available on the website of the Company i.e. https://www.gmrgroup.in/pdf/GHWL_CSRPolicy.pdf

Audit Committee

During the financial year, the Audit Committee of the Board duly complied with the requirement of Section 177 of the Companies Act, 2013 read with Rules framed thereunder. During the year, there was no change in the constitution of Audit Committee

Audit Committee meetings attendance details

The Audit Committee met Six (6) times during the year, the details of which are given below:

S. No.	Name of the Member	Designation	25.07.20	21.08.20	03.11.20	21.11.20	22.01.21	27.03.21
1	Mr. K P Rao	Chairman	Present	Present	Present	Present	Present	Present
2	Mr. O B Raju	Member	Present	Present	Present	Present	Present	Present
3	Dr. Kavitha Gudapti	Member	Leave of absence	Leave of absence	Present	Present	Present	Leave of absence
4	Mr. S Rajagopal	Member	Present	Present	Present	Present	Present	Present

All recommendations made by the Audit Committee have been approved by the Board.

Establishment of Vigil Mechanism

In terms of Section 177(9) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, your Company has formulated and established a vigil mechanism for its directors and employees to report genuine concerns. Company's vigil mechanism is in the form a 'Whistle Blower Policy' and the same is also available on the website of the Company i.e.. https://www.gmrgroup.in/pdf/GHWL_Policy_on_Whistle_Blower.pdf

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

This policy provides a platform to the Directors and employees of the company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. It also provides the mechanism for stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Company's vigil mechanism provides adequate safeguard against the victimization of employees and directors who wish to avail the vigil mechanism to deal with the instance of fraud, mismanagement, unethical behaviour, if any. It is ensured that no unfair treatment is meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

Nomination and Remuneration Committee

During the year under review, the Nomination and Remuneration Committee duly complied with the requirements of Section 178 of the Companies Act, 2013 read with Rules framed thereunder. During the year, there was no change in the constitution of Nomination and Remuneration Committee

The Nomination and Remuneration_Committee met one (1) time during the year, the details of which are given below:

Nomination and Remuneration Committee meetings attendance details:

S. No.	Name of the Member	Designation	25.07.2020
1	Mr. K. P Rao	Chairman	Present
2	Mr. B.V.N. Rao	Member	Leave of absence
3	Mr. S Rajagopal	Member	Present
4	Dr. Kavitha Gudapati	Member	Leave of absence

Company's Policy on Directors' Appointment and Remuneration

The Company has formulated a Policy which, inter-alia, enumerates appointment and remuneration of the Directors, Key Managerial Personnel and other employees including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under Section 178(3) of the Companies Act, 2013 read with Rules framed thereunder.

The Nomination and Remuneration Policy of the Company is annexed as **Annexure VII** and is also available on the Company's website at https://www.gmrgroup.in/pdf/GHWL_Nomination&Remuneration_Policy.pdf.

Statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and Individual Directors

The Companies Act, 2013 has mandated the need to ensure effectiveness of the Board governance and requires a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.

The mechanism to evaluate the performance of Board, its committee and Directors, as per the statutory requirement, was considered and adopted by the Board.

In order to do the evaluation, structured questionnaires / performance evaluations forms were considered by the Board for evaluating itself/ Committees and individual Directors, which were broadly based on certain specific parameters. During the year under review, the Board and Nomination and Remuneration Committee carried out evaluation of its performance, its Committees and Individual Directors.

GMR HIGHWAYS LIMITED

Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

There were no significant material orders passed by the Regulators/ Courts/ Tribunals which would impact the going concern status and future operations of the Company

Details in respect of adequacy of Internal Financial Controls with reference to the Financial Statements

The Company monitors and ensures efficient communication between various sites and corporate office; efficiently manages the information system and reviews the IT systems; ensures accurate & timely recording of transactions; stringently checks the compliance with prevalent statutes, management policies & procedures in addition to securing adherence to applicable accounting standards and policies.

The internal control system of the Company provides for adherence to approved procedures, policies, guidelines and authorization. In order to ensure that all checks and balances are in place and all the internal control systems and procedures are in order, regular and exhaustive internal audit was conducted by M/s M Bhaskara Rao & Co., Chartered Accountants who was appointed as Internal Auditor for the financial year 2020-21. Internal Audit Reports are reviewed by the Audit Committee on a quarterly basis which are then placed before the Board for their noting.

Details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government

During the year under review, no such fraud was reported by the Statutory Auditors.

Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, a statement showing the number of complaints filed during the financial year and the number of complaints pending as on the end of the financial year is shown as under:

Category	No. of complaints pending at the beginning of FY	No. of complaints filed during the FY	No of complaints pending as on end of FY
Sexual Harassment	Nil	Nil	Nil

Acknowledgements

Your Directors take this opportunity to express their sincere thanks and gratitude to Yes Bank, IDBI Bank, Kotak Mahindra Bank and Statutory Auditors M/s Girish Murthy & Kumar, Chartered Accountants for their support.

Your Directors place on record their sincere appreciation of the contributions made by the employees at all levels through their hard work, dedication, solidarity and support and express their gratitude to the Holding Company for continual support.

For and on behalf of the Board

Place: New Delhi
Date: July 28, 2021

GMR HIGHWAYS LIMITED

B.V.N. Rao
Chairman
DIN:00051167

Annexure-I- AOC-1

Form AOC- I

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

(Figures in Rs.)

Sr. No	Name of the Subsidiary	GMR Tuni-Anakapalli Expressways Limited	GMR Tambaram Tindivanam Expressways Limited	GMR Chennai Outer Ring Road Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.
3.	Share capital	10,000,000	10,000,000	300,000,000
4.	Reserves & surplus	1,282,862,919	2,408,723,464	(1,160,565,435)
5.	Total assets	1,850,500,323	4,240,992,407	7,636,860,116
6.	Total Liabilities (excluding Reserves & surplus and Share Capital)	557,637,404	1,822,268,943	8,497,425,551
7.	Investments	685,335,861	613,476,786	0
8.	Turnover	0	0	924,534,226
9.	Profit before taxation	98,383,879	180,759,707	(453,516,284)
10.	Current tax +Deferred Tax+ Tax of prior years	0	12,807,836	0
11.	Profit after taxation	**98,383,879**	**167,951,871**	**(453,516,284)**
12.	Proposed Dividend	-	-	
13.	% of shareholding[1]	73.00%	73.00%	59.18%

GMR HIGHWAYS LIMITED

[1] % Share held includes direct/indirect holding of equity shares and preference shares carrying voting rights.

(Figures in Rs.)

Sr. No	Name of the subsidiary	GMR Pochanpalli Expressways Limited	GMR Ambala-Chandigarh Expressways Private Limited	GMR Hyderabad Vijayawada Expressways Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.
3.	Share capital	1,380,000,000	982,380,000	50,000,000
4.	Reserves & surplus	(285,771,321)	(5,431,458,895)	(13,491,343,296)
5.	Total assets	7,277,220,874	3,418,701,939	20,719,180,547
6.	Total Liabilities (excluding Reserves & surplus and Share Capital)	6,182,992,195	7,867,780,834	34,160,523,843
7.	Investments	334,109,394	0	0
8.	Turnover	786,666,640	222,768,090	3,034,718,683
9.	Profit before taxation	109,555,661	(760,021,242)	(1,868,201,824)
10.	Current tax +Deferred Tax+ Tax of prior years	29,664,077	0	0
11.	Profit after taxation	**79,891,584**	**(760,021,242)**	**(1,868,201,824)**
12.	Proposed Dividend	-	-	-
13.	% of shareholding[2]	74.48%	64.32%	72.20%

For and on behalf of the Board

B.V.N. Rao
Director
DIN:000051167

O. Bangaru Raju
Managing Director
DIN 00082228

Vikas Bansal
Chief Financial Officer

Paramjeet Singh
Company Secretary

Place: New Delhi
Date: July 28, 2021

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

[2] % Share held includes direct/indirect holding of equity shares and preference shares carrying voting rights.

Annexure II -Remuneration Data

Name	Designation	Gross Remuneration (Rs).	Nature of Employment (Whether contractual or otherwise)	Qualification	Experience (Yrs.)	Date of Commencement of Employment	Age (Yrs)	Previous employment
Paramjeet Singh	Lead - Secretarial	2,510,785.62	Permanent	C.S	16.36	04.10.2016	45	Hindustan Powerprojects Pvt. Ltd.
Vikas Bansal	Manager - F&A	1,907,200.65	Permanent	C.A	13.62	07.01.2019	37	Soma Indus Varanasi Aurangabad Tollways Pvt Ltd
Shankar Ganesan	Associate General Manager - O&M	902,558.68	Permanent	B.E	23.88	18.09.2009	44	Feedback Ventures Pvt Ltd
Vilas Radhakrishna Khobrekar	Head - O&M	862,118.00	Permanent	M.S, BE	25.93	16.03.2017	60	Knight Frank India Pvt. Ltd
Srinivas Peddana	Associate - Project Management	223,756.60	Permanent	Metric	20.46	08.08.2005	48	Copy Corner
Kumar N K	Associate Manager - BCM Office	216,327.72	Permanent	BSc	33.52	18.04.2001	52	John Fowler India Ltd
Pritish Jacob	Manager - CEO Office	166,191.40	Permanent	B.E	14.99	18.07.2006	37	Not Applicable
Govind Sharma	AGM - Corporate Affairs	123,279.00	Permanent	Dip-Mgmt	19.77	06.11.2008	45	Cambay Spa & Resort
Rajat Laddha	Lead - Direct Taxation	4,932.00	Permanent	CA	11.96	13.02.2019	38	Punj Lloyd Limited

None of the Employees is the relative of Director nor holds any percentage of shareholding in the Company

GMR HIGHWAYS LIMITED

UMESH KUMAR & ASSOCIATES
COMPANY SECRETARIES
Office No. 201, Sagar Plaza-II, 2nd Floor, Plot No. 27,
Behind M2K Cinema, DDA Complex, Near Rani Bagh,
Road No. 44, Pitampura, New Delhi-110034
Ph.: +91-9990137410, +91-9999550383
E-mail : csumesh07@gmail.com
GST No. 07APOPM1480P1Z7

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

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

To,

The Members of

GMR Highways Limited

(CIN No. U45203MH2006PLC287171)

Naman Centre, 7th Floor, Opp. Dena Bank

Plot No. C-3, G Block, Bandra Kurla Complex,

Bandra (East), Mumbai 400 051

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GMR Highways Limited** (hereinafter called the Company) for the financial year ended on 31st March 2021. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021(Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Umesh Kumar & Associates, C.P. No. 8361, Company Secretaries, New Delhi

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under: ***(Not Applicable)***

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***(Not applicable)***

(v) The company being an unlisted public company and subsidiary of GMR Infrastructure Ltd, a listed Company, the following Acts, Rules, Regulations and Guidelines are ***not applicable:***

The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

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

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

(vi) **OTHER APPLICABLE ACTS,**

(a) Maternity Benefits Act, 1961

(b) Payment of Wages Act, 1936, and rules made thereunder,

(c) The Minimum Wages Act, 1948, and rules made thereunder,

(d) Employees' State Insurance Act, 1948, and rules made thereunder,

(e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,

(f) The Payment of Bonus Act, 1965, and rules made thereunder,

(g) Payment of Gratuity Act, 1972, and rules made thereunder,

(h) The Contract Labour (Regulation & Abolition) Act, 1970

(i) Prevention of Money Laundering Act, 2002

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable; *(Not Applicable)*

(iii) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 to the extent it is applicable as the company is a subsidiary of Listed Company.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive and Non-Executive Directors, Woman Director and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

As per minutes of the meetings duly recorded and signed by the Chairman, the decision of the board was unanimous and accordingly no dissenting members' views have been recorded.

I further report that there are adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and Guidelines.

I further report that during the audit period, the following specific events / actions took place in the Company having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.;

1. The company in its Board meeting held on 21st November, 2020 has approved the draft Scheme of Arrangement ("Scheme") amongst GMR Tuni-Anakapalli Expressways Limited ("Transferor Company-1"), GMR Tambaram Tindivanam Expressways Limited ("Transferor Company-2") (subsidiary companies) and GMR Highways Limited ("Transferee Company") (Holding Company) with the appointed date as 1st April 2019. E-form MGT-14 vide SRN R73272981 was filed in this regard with Registrar of Companies, Mumbai on 3rd December, 2020.

The Application for amalgamation was filed with Hon'ble National Company Law Tribunal, Mumbai Bench on 16th December, 2020.

The present Status of application of GMR Tuni-Anakapalli Expressways Limited (GTAEL) and GMR Tambaram Tindivanam Expressways Limited (GTTEL) with GMR Highways Limited (GHWL) is as follows:

The hearing for the first motion application was held on 17th February,2021 wherein the Hon'ble NCLT allowed the application of merger and further dispensed with the meetings of shareholders of GHWL, GTAEL and GTTEL and of the Creditors of GTAEL and GTTEL and ordered to serve individual Notices to all the Creditors of GHWL alongside publishing the same in Newspapers. Further, it is mandated that GHWL need to obtain consents from its Secured Creditors.

In pursuance to the order dated 17th February,2021, GTAEL and GTTEL has served the notice to RD, ROC, Income Tax Authority, Official Liquidator whereas GHWL has served the notice to RD, ROC, Income Tax Authority as well as to its Creditors. Post receipt of consent of GHWL secured creditors, second motion application will be filed by the Company with Hon'ble NCLT.

New Delhi
July 13, 2021

Umesh Kumar & Associates
Practicing Company Secretary
M. No 21567, COP No.: 8361
UDIN: A021567C000622145

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

'ANNEXURE A'

To,

The Members of

GMR Highways Limited

(CIN No. U45203MH2006PLC287171)

Naman Centre, 7th Floor, Opp. Dena Bank

Plot No. C-3, G Block, Bandra Kurla Complex,

Bandra (East), Mumbai 400 051

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

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

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Umesh Kumar & Associates * C.P. No. 8361 * Company Secretaries * New Delhi

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

New Delhi
July 13, 2021

Umesh Kumar & Associates
Practicing Company Secretary
M. No 21567, COP No.: 8361
UDIN: A021567C000622145

G.R & Co.
COST ACCOUNTANT

No. 624, 1st Floor,
4th Cross, 15th Main,
BSK II Stage,
Bangalore -560 070

FORM CRA- 3

FORM OF COST AUDIT REPORT

[Pursuant to rule 6(4) of the companies (cost account and audit) rules, 2014)]

To,
The Board of Directors of GMR Highways Limited
Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3 G Block,
BandraKurla Complex, Bandra (East)
Mumbai City MH 400051

I, Geetha R, having been appointed as a cost auditor under section 148(3) of companies act 2013 (18 of 2013) of GMR Highways Limited having its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3 G Block, BandraKurla Complex, Bandra (East) Mumbai City MH 400051 (hereinafter referred to as company), have audited the cost records maintained under section 148 of the said act, in compliance with the cost audit standards, in respect of Construction and Infrastructure industry for the year 2020-21. maintained by the company.

i. I have obtained all the information and explanation, which to the best of my knowledge and belief were necessary for the purpose of audit.

ii. In my opinion, proper cost records, as per the rule 5 of the companies (cost records and audit) Rules 2014 have been maintained by the company in respect service under reference.

iii. In my opinion, proper returns adequate for the purpose of the cost audit have been received from the branches not visited by me.

iv. In my opinion and to the best of my information, the said books and records give the information required by the companies Act, 2013, in the manner so required.

v. In my opinion, company have adequate system of internal audit of cost records which to my opinion is commensurate to its nature and size of its business.

vi. In my opinion, information, statements annexure to this cost audit report gives a true and fair view of the cost of rendering of service, cost of sale, margin and other information relating to the service under reference.

Detailed project-wise service-wise cost statements and schedules thereto in respect of the service under reference of the company duly audited and certified by me are kept in the company.

DATE: 28/07/2021
PLACE: BANGALORE

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

Annexure V-AOC-2

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

SL. No.	Particulars	Details		
(a)	**Name(s) of the related party & nature of relationship**	GMR Hyderabad Vijayawada Expressways Private Ltd (Subsidiary Company)	GMR Chennai Outer Ring Road Pvt Ltd (Subsidiary Company)	GMR Pochanpalli Expressways Limited (Subsidiary Company)
(b)	Nature of contracts/arrangements/transactions	Major Maintenance Agreement	Major Maintenance Agreement	Major Maintenance Agreement
(c)	Duration of the contracts / arrangements/ transactions	2020-21 & 2021-22	2018-19	5 years
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1. Major maintenance works for the entire stretch (excluding the completed portion during FY 2019-20) of the project highway will be carried out by GMR Highways Ltd (GHWL) at an internal estimated cost of Rs. 115.18 Cr. (excluding GST) 2. GHWL will raise TAX Invoice every month. 3. Payment will be made after joint measurement between GHWL and the Company. Any variation / NS items will be undertaken within the budgeted amount and will be billed	1. All the major maintenance work carried out by GMR Highways Ltd on the internal estimated cost of Rs 20.67 crores 2. GHWL will invoice in TAX Invoice format. (GST Extra at actual). 3. Payment will be made after joint measurement undertaken. Any variation item/ NS items will be undertaken within the budgeted amount and be billed as per the prevailing market rates. 4. Variation item cost should not be more	Carry out 2nd major maintenance of the project in the year 2020-21 at base cost of Rs. 102.84 Crore with due escalation @ 5% p.a.

		as per the prevailing market rates. 4. Variation item cost should not be more than 2% of the estimated cost. If the cost of variation items exceeds 2%, the same will be carried through a variation order.	than 2% of the estimated cost. If there is any variation items executed the cost will be adjusted within the estimated amount and if this is beyond the estimated amount, the same will amended through variation order. 5. Works to be completed within 6 months from the date of issue of LOI.	
(e)	Justification for entering into such contracts or arrangements or transactions'	The Company needs to carry out major/ periodic maintenance of the roads as and when the roughness index falls below the threshold limit and as such, since some stretches on Main Carriageway requires overlay as roughness index on these locations has fallen below the threshold limits.	The Company needs to carry out major/ periodic maintenance of the roads as and when the roughness index falls below the threshold limit and as such, since some stretches on Main Carriageway requires overlay as roughness index on these locations has fallen below the threshold limits.	The company had carried out the 1st Major Maintenance in the year 2015 and GMR Pochanpalli Expressways Limited approached the Company to carry out the 2nd major maintenance of the project during 2020-21. Accordingly, the Company entered into an agreement with GMR Pochanpalli Expressways Limited for carrying out this work. The major maintenance work is still in progress.
(f)	Date of approval by the Board	25/07/2020	26/04/2018	31/07/2015
(g)	Amount paid as advances, if any	NIL	NIL	NIL
(h)	Date on which the resolution was passed in general meeting as required under first proviso to section 188	31/07/2020	27/04/2018	16/09/2015

SL. No.	Particulars	Details
(a)	**Name(s) of the related party & nature of relationship**	GMR Pochanpalli Expressways Limited (Subsidiary Company)
(b)	Nature of contracts/arrangements/transactions	3rd Major Maintenance Works

GMR HIGHWAYS LIMITED

(c)	Duration of the contracts / arrangements/ transactions	5 years
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	3rd Major Maintenance Agreement executed with effect from April 01, 2024 at an estimated value of Rs. 130 crores
(e)	Justification for entering into such contracts or arrangements or transactions'	As the work was to be carried out after a period of 5 years, the other contractors were not willing to give a firm quote at the time of Board approval. Accordingly, GMR Pochanpalli Expressways Limited approached the Company and entered into an agreement for carrying out this work.
(f)	Date of approval by the Board	25/07/2020
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the resolution was passed in general meeting as required under first proviso to section 188	31/07/2020

2. Details of material contracts or arrangement or transactions at arm's length basis: NIL

For and on behalf of the Board

B.V.N. Rao
Chairman
DIN 00051167

Place: New Delhi
Date: 28th July 2021

Annexure VI

Corporate Social Responsibility (CSR) Policy of GMR Highways Limited (GHWL)

PREAMBLE

The Ministry of Corporate Affairs has enacted the Companies Act, 2013 replacing the old law, the Companies Act, 1956, regulating the Companies in India.

As per Section 135 of the Companies Act, 2013 (Act) read with the Companies (Corporate Social Responsibility) Rules, 2014 (CSR Rules), every Company having net worth of Rs. 500 Crore or more or turnover of Rs. 1,000 Crore or more or a Net Profit of Rs. 5 Crore or more during the immediately preceding Financial Year shall constitute a Corporate Social Responsibility Committee of the Board and shall continue to have such Committee till the time company requires to have such Committee under Section 135 of the Act read with CSR Rules or as may be decided by the Board.

Further, in view of the amendments notified by the Companies Amendment Act, 2020 effective from January 22, 2021, Section 135 (9) of the Companies Act, 2013 states that where the amount to be spent by a company under sub-section (5) does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company

The Section also requires to formulate a CSR Policy, which shall indicate the activities to be undertaken by the Companies as specified in Schedule VII of the Companies Act, 2013 and requires that the Board of Directors shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The key thrust areas are (i) Education; (ii) Health, Hygiene & Sanitation; (iii) Empowerment, Livelihoods and Community Development. Implementation of various activities under these three verticals will be either directly by Company or with the professional support of M/s GMR Varalakshmi Foundation **(Implementing Agency)** from planning to execution.

In the above background and as mandated by provisions of the Companies Act, 2013, the following is the CSR Policy of the Company.

Corporate Social Responsibility (CSR) Policy

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

The Company is driven by Group's vision to make a difference, specifically to society by contributing to the economic development of the country and improving the quality of life of the local communities. Towards this vision, the Group including the Company, through GMR Varalakshmi Foundation (GMRVF), partners with the communities around the businesses to drive various initiatives in the areas of (i) Education, (ii) Health, Hygiene and Sanitation, (iii) Empowerment, Livelihood and Community Development.

Guiding Principles for selection & Implementation of projects / programs under CSR Policy:

The Company will carry out its CSR activities on its own or contribute funds to GMRVF or any other eligible implementing agency, to carry on activities / multiyear projects or programs as indicated below. While the geographic focus of the CSR activities can be in and around the business operational area, the company can support activities in any part of India, as per the Annual Action Plan, approved by the CSR Committee and the Board.

i) **Education:**

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

ii) **Health, Hygiene and Sanitation:**

- Ambulance services, mobile medical units, health awareness programs and camps, medical check-ups, HIV/AIDS awareness initiatives, health care facilities and services, sanitation facilities;
- Eradicating hunger, poverty and malnutrition, promotion of health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation, and making available safe drinking water;
- Reducing child mortality and improving maternal health

iii) **Empowerment & Livelihoods and Community Development:**

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

iv) **Community Development**

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

v) **Environmental sustainability:**

- ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;

vi) **Heritage and Culture:**

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

vii) **Benefit to Armed Forces:**

- measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

viii) **Sports:**

- training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;

ix) **Contribution to Funds set up by Government:**

- Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief, and funds for the welfare of the Scheduled Castes, Scheduled Tribes, other backward classes, minorities and women;

x) **Contribution towards Science and Technology:**

- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government;
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and Autonomous Bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).;

xi) **Rural Development:**

- rural development projects;

xii) **Slum Area Development:**

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

xiii) **Disaster management:**

- Disaster Management, including relief, rehabilitation and reconstruction activities.

xiv) such other activities included in Schedule VII of the Companies Act, 2013 as may be identified by Board/ CSR Committee, if any, from time to time, which are not expressly prohibited.

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

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

i. Activities undertaken in pursuance of the normal course of business;
ii. (ii)activities undertaken outside India (*except for training of Indian sports personnel representing any state or union territory at national level or India at international level*);
iii. activities that benefit exclusively the employees of the company;

iv. Contribution to political parties;

v. Activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;

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

Surplus from CSR Activities:

Any surplus arising out of the CSR activity shall:

i. not form part of business profits of the Company;

ii. should be ploughed back into the same project from which it has generated or shall be transferred to Unspent CSR Account of the Company, maintained separately for such surplus;

iii. Should be spent within 3 years from the date of such transfer to the Unspent CSR Account or transfer to a Fund specified in Schedule VII within a period of 6 months from the expiry of the financial year as decided by the CSR Committee and as per the Annual Action plan of the company;

iv. Should not form part of Excess amount available for set-off with CSR obligation in immediately succeeding financial years.

Monitoring of CSR Activities

At the beginning of each financial year, the Board/ CSR Committee of the Board, if any, will prepare a list of CSR Projects/ Activities/Programs which the Company proposes to undertake during the financial year, specifying the modalities of execution in the areas/sectors chosen with implementation schedules for approval of the Board.

The Board/ CSR Committee of the Board, if any, will devise a mechanism for various CSR Projects / Programs / Activities undertaken by the Company including conduct of impact studies of CSR Projects / Programs on a periodic basis, through independent third party agencies according to the CSR Rules.

The Board/ CSR Committee of the Board, if any, will convene a meeting at least once every year to approve and review the progress of CSR projects, if applicable and monitor, review and evaluate the operations of the CSR Programs at such frequency as it may deem fit to ensure orderly and efficient implementation of the CSR Programs in accordance with the CSR Policy. The composition of CSR committee, the CSR Policy and Projects approved by the Board will be uploaded on the Company's website so that it is available in the public domain.

The Company's approach to the above CSR activities or projects may also be based on partnership with the Government or like-minded not for profit organizations, agencies, etc.

The Company may carry out an impact assessment to know the results of its CSR activities being undertaken by the Company and review periodically to identify and assess the gaps, if any, in the approach and attend to mid-course corrections.

Annual Action Plan:

The CSR activities can be undertaken either specific for a one year or can undertake period to multi-year projects. The Board/ CSR Committee of the Board, if any, every year will approve/propose an Annual Action Plan respectively. This Annual Action plan with detail the following:

a. *The list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;*

b. *The manner of execution of such projects or programs;*

c. *The modalities of utilization of funds and implementation schedules for the projects or programs;*

d. *Monitoring and reporting mechanism for the projects or programs;*

e. *Details of need and impact assessment, if any, for the projects undertaken by the company: Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.*

AMENDMENT:

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

BACKGROUND OF GMRVF

About GMR Varalakshmi Foundation:

GMR Varalakshmi Foundation (GMRVF) is the Corporate Social Responsibility arm of the GMR Group. Its mandate is to develop social infrastructure and enhance the quality of lives of communities, especially those around the locations where the Group has a presence. Its Vision is to make sustainable impact on the human development of underserved communities through initiatives in education, health and livelihoods.

GMRVF is a Section 8 (not-for-profit) company registered under Section 12A and 80G of the Income Tax Act, 1961 and with requisite track record as required under the Companies Act, 2013, read with the applicable Rules. It is governed by a Board chaired by the Group Chairman, GMR Group. It has its own professional staff drawn from top educational and social work institutions. GMRVF has been in existence for nearly two decades.

GMRVF is organized in three wings: The Education Wing sets up and runs quality educational institutions, from pre-school to post-graduate level, towards making quality education accessible to all sections of the community, especially in under-served areas; the Health Wing sets up and runs healthcare establishments to provide quality healthcare in under-served areas; the Community Services Wing works with underprivileged communities to enhance their lives and livelihoods. The Community Services Wing has staff of qualified and experienced social work professionals.

Annexur e VII- Nomination and Remuneration Policy

Nomination and Remuneration Policy

Table of Contents

INTRODUCTION

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

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

1.1. Purpose of the Policy

The Key Objectives of the Committee are:

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

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

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

The Policy ensures that:

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

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

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

1.2. Definitions

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

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

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

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

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

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

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

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

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

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

1.2.9. **"Senior Management"** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

1.3. Interpretation

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

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

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

2. NOMINATION AND REMUNERATION COMMITTEE

2.1. Role of the Committee

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

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

(c) Formulating the criteria for evaluation of Independent Directors and the Board;

(d) Devising a policy on Board diversity

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

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

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

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

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

2.2. Composition of the Committee

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

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

(c) Minimum two (2) members shall constitute a quorum for the Committee meeting.

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

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

2.3. Chairman of the Committee

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

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

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

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

2.4. Frequency of the Meetings of the Committee

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

2.5. Committee Member's Interest

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

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

2.6. Voting at the Meeting

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

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

2.7. Minutes of the Meeting

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

3. APPLICABILITY

This Policy is Applicable to:

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

(b) Key Managerial Personnel

(c) Senior Management Personnel

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

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

4.1. Appointment criteria and qualifications

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

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

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

4.2. Term / Tenure

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

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

4.2.2. Independent Director

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

(b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

(d) The maximum number of public companies in which a person can be appointed as a director shall not exceed ten.
For reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

4.3. Familiarization Programme for Independent Directors

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

4.4. Evaluation

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

4.5. Removal

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

4.6. Retirement

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

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

4.7. General

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

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

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

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

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

4.8.1. Fixed Pay

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

4.8.2. Minimum Remuneration

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

4.8.3. **Provisions for excess remuneration**

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

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

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

4.9. Remuneration to Non-Executive / Independent Director

4.9.1. **Remuneration / Commission**

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

4.9.2. **Sitting Fees**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.
Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

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

4.9.3. **Limit of Remuneration / Commission**

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

4.9.4. **Stock Options**

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

5. DISCLOSURES

The Company shall disclose the Policy on Nomination and Remuneration on group's website www.gmrgroup.in.

6. AMENDMENT

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

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GMR HIGHWAYS LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **GMR Highways Limited**(the **"Company"**), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash flows and for the year 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 year ended 31st March, 2021 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, 2021, and loss, changes in equity and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the notes to the accompanying Standalone IND AS financial statements for the year ended March 31, 2021.

A. We draw the attention to Note no 37 of the accompanying financial statements for the year ended March 31, 2021, relating to the investment of Rs. 274.07Crores (including loans of 77.53Crores and investment in equity/ preference shares of Rs.196.54 Crores made by the company and its subsidiaries) in GMR Ambala Chandigarh Expressways Private Limited (GACEPL) a subsidiary of the company. Though GACEPL has been incurring losses, and the networth is negative, based on the management's assessment and the legal opinion on the tenability of appeal before Delhi High Court, in respect of claim before NHAI, Government of Haryana and Punjab for loss of revenue, such investment has been carried at cost. Our opinion in this regard is not qualified.

B. We draw your attention to Note no.38 of the accompanying financial statements for the year ended March 31, 2021, regarding the carrying value of investment in GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL). Though the liabilities of GHVEPL exceeds the total assets of the company, based on the management's valuation assessment and the legal opinion on the compensation from arbitration proceedings initiated by the company against NHAI for loss of revenue, such investments have been carried at cost. Our opinion is this regard is not qualified.

C. We draw your attention to Note no.38 of the accompanying financial statements for the year ended March 31, 2020, relating to uncertainty in the matter of restriction of concessionaire period by NHAI to 15 years as against the initially envisaged period of 25 years, which the subsidiary intends to contest before appropriate courts and based on independent legal opinion is confident on getting relief. However, the financials of the subsidiary does not carry any adjustments in the financial statements on account of the above. In line with the same view, the company has not made any adjustments to the carrying of investments in the financial statements of the Company.

Our opinion is not qualified in respect of the aforesaid matter.

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.

Other matters

a. The entire audit finalization process was carried from remote location i.e. other than the office of the Company where books of account and other records are kept, based on the data / details or financial information provided to us through digital medium, owing to complete lockdown imposed by the State Governments to restrict the spread of COVID 19. Thus, our physical attendance was impracticable under the circumstances. We being constrained, resorted to and relied upon the results of the alternative audit procedures to obtain sufficient and appropriate audit evidence for significant matters in the course of our audit.

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, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its managerial personnel during the year and accordingly reporting in accordance with the requirements of section 197 (16) of the Act is not required.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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

ACHYUTHAVENK ATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.06.09 20:27:24 +05'30'

A.V.SATISH KUMAR
Partner
Membership number: 26526

Place: Bangalore
Date: 09 June 2021
UDIN: 21026526AAAADM6372

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: **GMRHighways Limited**

i. (a)The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.

(b)The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. The management has carried out physical verification of fixed assets during the yearand has reported no material discrepancies in such report.

(c)The company is having an immovable property in the form of land, whose title is in the name of the Company.

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 explanation given to us the company has 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. However the terms and conditions of the grant of such loan are not prejudicial to the interest of the company and repayments of principle and payment of interest are made as per agreed terms.

iv. In our opinion and according to the information and explanations given to us, the Company has granted loans, made investments , gave guarantee or provided security in connection with loans to other body corporate or person are complied with the section 186 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. We have broadly reviewed the books of account maintained by the Company, pursuant to the Rules made by the Central Government of India, the maintenance of cost records as prescribed under sub-section (1) of section 148 of the Act and we are of the opinion that, prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

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 2021 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,we have noticed that the company has defaulted in the repayment of loan and in payment of interest on loans taken from the banks during the year. Also during the year, there were delays in repayment of instalments to its lending bank which have been made good by the end of the year.*

The delays reported above, exclude interest funded during the year by bank to the extent of Rs.59 crores, in terms of RBI Circular on Covid 19 Regulatory Package.

ix. Further, the company has not issued any debentures at any point of time and as such there are no dues outstanding at the end of the year to debenture holders.

x. The Company did not raise any money by way of initial public offer or further offer (including debt instruments) during the year. The term loans have been applied for the purpose for which they were obtained.

xi. 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.

xii. 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. However the company has paid sitting fee to independent directors during the year, which are within the limits as prescribed under the Companies Act, 2013.

xiii. 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.

xiv. 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.

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 made any preferential allotment or private placement of shares or fully of partly convertible debenturesduring the year.

xvi. 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.

xvii. 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

ACHYUTHAVENKATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.06.09 20:27:53 +05'30'

A V Satish Kumar
Partner.
Membership No: 26526
FRN No.000934S

Place: Bangalore
Date: 09th June2021
UDIN: 21026526AAAADM6372

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 Highways Limited**

We have audited the internal financial controls over financial reporting of**GMR Highways Limited**("the Company") as of 31 March 2021 in conjunction with our audit of thefinancial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 2021, 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

ACHYUTHAVENK ATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.06.09 20:28:26 +05'30'

A V Satish Kumar
Partner.
Membership No: 26526

Date: 09th June2021
Place: Bangalore
UDIN: 21026526AAAADM6372

GMR HIGHWAYS LIMITED

CIN: U45203MH2006PLC287171

Financial Statement for the Year Ended 31 March 2021

Board of Directors
B V N Rao, Director
O Bangaru Raju, Managing Director
Madhva B. Terdal , Director
K. Parameswara Rao, Independent Director
Kavitha Gudapati, Independent Director
S. Rajagopal, Independent Director

Vikas Bansal, Chief Financial Officer

Paramjeet Singh, Company Secretary

Statutory Auditors
Girish Murthy & Kumar

Bankers
IDBI Bank Limited
Kotak Mahindra Bank Ltd
Yes Bank

Registered Office Address
Naman Centre,7th Floor,
Opp.Dena Bank,Plot No.C-31 G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai City MH 400051 IN

GMR Highways Limited
CIN: U45203MH2006PLC287171
Balance Sheet as at March 31, 2021

Amount in Rupees

	Note	As At March 31, 2021	As At March 31, 2020
ASSETS			
Non Current Assets			
(a) Property, plant and equipment	3	80,836	177,432
(b) Investment property	5	160,574,120	160,574,120
(c) Other Intangible assets	4	14	14
(d) Financial Assets			
(i) Investments	6	8,508,021,488	8,508,021,488
(ii) Loans	7(i)	5,059,924,399	6,157,640,574
(iii) Other Financial Assets	8(i)	1,915,976,308	1,731,201,924
(e) Non Current Tax Assets (Net)	11	29,724,918	78,744,338
(f) Other Non Current Assets	13 (i)	6,803,266	4,488,122
Total Non-Current Assets		**15,681,105,351**	**16,640,848,012**
Current Assets			
(a) Financial Assets			
(i) Current Investments	6 (i)	-	-
(ii) Loans	7 (ii)	4,386,407,705	4,213,719,507
(iii) Trade Receivables	9	322,392,171	435,696,977
(iv) Cash & Cash Equivalents	10 (i)	19,512,926	15,560,275
(v) Bank balances other than cash and cash equivalents	10 (ii)	77,955,094	-
(vi) Other Financial Assets	8(ii)	557,882,140	1,377,111,005
(b) Other Current Assets	13 (ii)	121,373,386	85,180,386
Total Current Assets		**5,485,523,422**	**6,127,268,149**
Assets Classified as held for Sale	49	**2,290,671,947**	**-**
TOTAL ASSETS		**23,457,300,720**	**22,768,116,161**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	7,754,405,100	7,754,405,100
(b) Other Equity	15	2,136,526,583	3,041,172,713
Total Equity		**9,890,931,683**	**10,795,577,813**
Liabilities			
Non-Current Liablities			
(a) Financial Liabilities			
(i) Borrowings	16	9,418,004,475	9,073,484,763
(ii) Other Financial Liabilities	19 (i)	2,732,717	3,572,099
(b) Provisions	20 (i)	425,219	2,296,493
(c) Deferred Tax Liablities (Net)	12	-	-
Total Non-Current Liablities		**9,421,162,411**	**9,079,353,355**

GMR Highways Limited
CIN: U45203MH2006PLC287171
Balance Sheet as at March 31, 2021

Amount in Rupees

	Note	As At March 31, 2021	As At March 31, 2020
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	1,179,609,326	1,174,604,755
(ii) Trade payables			
(a)Total Outstanding dues of micro enterprises and small enterprises	17 (A)	286,246,095	306,979,503
(b)Total Outstanding dues of creditors other than micro enterprises and small enterprise	17 (B)	661,350,521	389,522,469
(iii) Other Financial Liabilities	19 (ii)	1,043,172,337	688,897,626
(b) Provisions	20 (ii)	3,847,940	378,479
(c) Current Tax Liablities (net)	21	-	-
(d) Other current liabilities	22	254,608,460	332,802,161
Total Current Liabilities		**3,428,834,679**	**2,893,184,993**
Liabilities directly associated with assets held for Sale	49	**716,371,947**	**-**
TOTAL EQUITY AND LIABILITIES		**23,457,300,720**	**22,768,116,161**
Notes forming part of the financial statements	1-51		

Summary of Significant Accounting Policies 1 & 2

The accompanying notes are an integral part of the financial statements

As per our Report of even date
For Girish Murthy & Kumar
Firm registration number: 0934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR Digitally signed by ACHYUTHAVENKATA SATISH KUMAR Date: 2021.06.09 21:42:57 +05'30'

A.V. Satish Kumar
Partner
Membership no.: 26526

For and on behalf of
GMR Highways Limited

BANGARU RAJU OBBILISETTY Digitally signed by BANGARU RAJU OBBILISETTY Date: 2021.06.09 21:10:59 +05'30'

O Bangaru Raju
Managing Director
DIN:00082228

BODA VENKATA NAGESWARA RAO

B V N Rao
Director
DIN:00051167

VIKAS BANSAL Digitally signed by VIKAS BANSAL Date: 2021.06.09 21:16:26 +05'30'

Vikas Bansal
Chief Financial Officer

PARAMJEET SINGH Digitally signed by PARAMJEET SINGH Date: 2021.06.09 21:11:20 +05'30'

Paramjeet Singh
Company Secretary

Place: New Delhi
Date: 09th June 2021

GMR Highways Limited
CIN: U45203MH2006PLC287171
Statement of Profit & Loss for the Year Ended March 31, 2021

Amount in Rupees

	Note	Year ended March 31, 2021	Year ended March 31, 2020
Revenue			
Revenue from Operation	**23**	1,415,079,325	1,895,220,929
Other Income	**24**	1,070,525,972	1,319,703,780
Total Income		**2,485,605,297**	**3,214,924,709**
Expenses			
Sub contracting	**25**	364,007,947	563,711,085
Operation & maintenance expenses	**25**	1,052,239,001	1,303,976,485
Employee benefits expense	**26**	8,436,083	20,128,935
Finance costs	**27**	1,583,201,865	1,447,509,990
Depreciation and amortization expense	**28**	96,596	411,958
Other expenses	**29**	27,664,347	29,466,815
Total Expenses		**3,035,645,839**	**3,365,205,268**
Profit / (Loss) for the year before exceptional items and taxation		**(550,040,541)**	**(150,280,560)**
Exceptional Item -			
(Loss on Receivables of CCDs as per discounted values)	**45**	(292,942,713)	-
Profit / (Loss) for the year before taxation		**(842,983,254)**	**(150,280,560)**
Tax Expense:			
(1) Current Tax		-	30,495,642
(2) Tax adjustments of prior years		62,765,820	59,494
(3) Deferred Tax Expense / (Credit)		-	-
		62,765,820	**30,555,136**
Profit / (Loss) for the year after tax		(905,749,075)	(180,835,695)
Other Comprehensive Income			
Actuarial gain/(loss) in respect of defined benefit plan		1,102,944	24,049
		1,102,944	**24,049**
Total comprehensive Income for the period		**(904,646,131)**	**(180,811,646)**
Profit / (Loss) for the period attributable to;			
-Owners of the Company		(904,646,131)	(180,811,646)
-Non-controlling interests		-	-
		(904,646,131)	**(180,811,646)**
Earning per Equity Share:			
- Basic & Diluted	**30**	(1.17)	(0.09)
Notes forming part of the financial statements	1-51		

Summary of Significant Accounting Policies 1 & 2

The accompanying notes are an integral part of the financial statements

As per our Report of even date
For Girish Murthy & Kumar
Firm registration number: 0934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR Digitally signed by ACHYUTHAVENKATA SATISH KUMAR Date: 2021.06.09 21:43:28 +05'30'

A.V. Satish Kumar
Partner
Membership no.: 26526

For and on behalf of
GMR Highways Limited

BANGARU RAJU OBBILISETTY Digitally signed by BANGARU RAJU OBBILISETTY Date: 2021.06.09 21:11:54 +05'30'

O Bangaru Raju
Managing Director
DIN:00082228

BODA VENKATA NAGESWARA RAO Digitally signed by BODA VENKATA NAGESWARA RAO

B V N Rao
Director
DIN:00051167

VIKAS BANSAL Digitally signed by VIKAS BANSAL Date: 2021.06.09 21:16:54 +05'30'

Vikas Bansal
Chief Financial Officer

PARAMJEET SINGH Digitally signed by PARAMJEET SINGH Date: 2021.06.09 21:12:13 +05'30'

Paramjeet Singh
Company Secretary

Place: New Delhi
Date: 09th June 2021

GMR Highways Limited
CIN: U45203MH2006PLC287171
Cash Flow Statement for the Year Ended March 31, 2021

	Particulars	Year ended March 31, 2021 Rupees	Year ended March 31, 2020 Rupees
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit / (Loss) for the period	(842,983,254)	(150,280,560)
	Adjustments For :		
	Depreciation and Amortisation	96,596	411,958
	Finance Charges	1,583,201,865	1,447,509,990
	Loss on disposal of assets (net)	-	110
	Loss/ (profit) on sale of stake	-	-
	Loss on Receivables of CCDs as per discounted values	292,942,713	-
	Interest Income on Financial Assets	(532,746,458)	(482,619,392)
	Interest Income on Bank deposit and others	(532,227,073)	(813,410,497)
	Provisions/Liability no longer required written back	(4,510,152)	
	Remeasurements of the defined benefit plans	1,102,944	24,049
	Profit on sale of Investment	(49,728)	(196,915)
		(35,172,548)	1,438,744
	Adjustments for Movement in Working Capital:		
	Decrease / (Increase) in Financial Assets and other non Current Assets	816,879,344	(590,411,942)
	Decrease / (Increase) in Inventories, Financial Assets and other Current Assets	(1,107,026,679)	659,596,498
	Decrease / (Increase) in Trade Receivables	113,304,806	109,098,962
	Increase / (Decrease) in Trade Payables	251,094,644	193,399,898
	Increase / (Decrease) in Other Finance Liablities	11,680,937	(65,745,688)
	Increase / (Decrease) in Provision	6,108,338	(65,784,852)
	Increase / (Decrease) in Other Current Liablities and Retention Money	(78,193,701)	100,194,259
	Cash From/(Used In) Operating activities	**(21,324,860)**	**341,785,879**
	Tax (Paid)/Refund	(13,746,401)	(26,299,279)
	Net Cash From/(Used In) Operating activities	**(35,071,261)**	**315,486,600**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	(Addition) / Deletion to Fixed Assets	-	(0)
	Decrease/(Increase) in Investment other than Shares	716,371,947	884,164
	Interest Income on Bank deposit and others	157,037,498	230,177,415
	Decrease/(Increase) in Loan to related parties	135,443,021	(222,528,760)
	Decrease/(Increase) in Investment in Equities Share (Net)	-	-
	Profit / (Loss) on Sale of Investment in Shares	-	-
	Decrease/(Increase) in Other Bank Balance	(77,955,094)	-
	Profit on Sale of Investment	49,728	196,915
	Decrease/(Increase) in Investment in Preference Shares	-	-
	Cash From/(Used In) Investing Activities	**930,947,101**	**8,729,733**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Increase/(Decrease) in Equity Share Capital	-	(127,748,924)
	Increase/(Decrease) in Loan from external parties	(94,626,398)	(177,000,000)
	Increase/(Decrease) in Loan from Group Companies (Net)	(10,964,498)	1,341,321,997
	Interest paid on Loan	(780,127,750)	(1,359,162,242)
	Other Finance Charges Paid	(6,063,366)	(808,283)
	Increase/(Decrease) in Short Term Borrowings	(141,177)	(1,295,244)
	Cash From/(Used In) Financing Activities	**(891,923,190)**	**(324,692,696)**
	Net Increase /Decrese in Cash and Cash Equivalents	3,952,650	(476,363)
	Cash and Cash Equivalents as at beginning of the period	15,560,275	16,036,638
	Cash and Cash Equivalents as at end of the period	**19,512,926**	**15,560,275**

GMR Highways Limited
CIN: U45203MH2006PLC287171
Cash Flow Statement for the Year Ended March 31, 2021

Components of Cash and Cash Equivelants as at:	**March 31, 2021**	**March 31, 2020**
Balances with the scheduled banks:		
- In Current accounts	19,512,926	15,560,275
	19,512,926	**15,560,275**

Particulars	**April 1, 2020**	**Cash Flow**	**Non Cash Changes**		**March 31, 2021**
			Fair Value Changes	**Others**	
Long Term External Borrowing	8,119,747,890	(94,626,398)	83,117,900	591,333,068	8,699,572,461
Related Parties Borrowing	2,328,080,997	(10,964,498)	-		2,317,116,499
Short term borrowings from External	68,704,755	(141,177)			68,563,578

As per our Report of even date
For Girish Murthy & Kumar
Firm registration number: 0934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.06.09 21:45:13 +05'30'

A.V. Satish Kumar
Partner
Membership no.: 26526

For and on behalf of
GMR Highways Limited

BANGARU RAJU OBBILISETTY
Digitally signed by BANGARU RAJU OBBILISETTY
Date: 2021.06.09 21:12:40 +05'30'

O Bangaru Raju
Managing Director
DIN:00082228

BODA VENKATA NAGESWARA RAO
Digitally signed by BODA VENKATA NAGESWARA RAO
DN: c=IN, o=Personal, pseudonym=3fd467656b8a07d081daa15c67f88a123b1c8c4206c48f449cc4ec6d21b2dc4e, postalCode=110057, st=DELHI, serialNumber=f826549d1803d1a1cdf856bccfb3acc7e8d97b6eff6e57b244248b8bda563ade, cn=BODA VENKATA NAGESWARA RAO
Date: 2021.06.09 20:37:11 +05'30'

B V N Rao
Director
DIN:00051167

VIKAS BANSAL
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Date: 2021.06.09 21:17:22 +05'30'

Vikas Bansal
Chief Financial Officer

PARAMJEET SINGH
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Date: 2021.06.09 21:13:03 +05'30'

Paramjeet Singh
Company Secretary

Place: New Delhi
Date: 09th June 2021

GMR Highways Limited
CIN: U45203MH2006PLC287171
Statement of Change in Equity for the Year Ended March 31, 2021

A. Equity Share Capital **Amount in Rs.**

	Share capital Rs.
As at March 31,2019	**20,529,297,490**
Share Capital Issued during the year	-
Capital Redution during the Year	(12,774,892,390)
As at March 31, 2020	**7,754,405,100**
Share Capital Issued during the year	-
Capital Redution during the Year	-
As at March 31, 2021	**7,754,405,100**

B. Other Equity **Amount in Rs.**

	Equity component of financial instrument		Retained Earning	Other Comprehensive Income	Total
	Preference shares	Related Party Loans			
As at March 31,2019	**1,696,822,991**	**1,650,262,689**	**(12,774,892,399)**	**2,647,614**	**(9,425,159,106)**
Net Profit / (Loss)	-	-	(180,835,695)	-	(180,835,695)
Actuarial (gain)/loss in respect of defined benefit plan	-	-	-	24,049	24,049
Reserves arising on account of Capital Reduction	-	-	12,647,143,466	-	12,647,143,466
As at March 31, 2020	**1,696,822,991**	**1,650,262,689**	**(308,584,629)**	**2,671,663**	**3,041,172,714**
Net Profit / (Loss)	-	-	(905,749,075)	-	(905,749,075)
Actuarial (gain)/loss in respect of defined benefit plan	-	-	-	1,102,944	1,102,944
As at March 31, 2021	**1,696,822,991**	**1,650,262,689**	**(1,214,333,703)**	**3,774,607**	**2,136,526,583**

The accompanying notes are an integral part of the financial statements

As per our Report of even date
For Girish Murthy & Kumar
Firm registration number: 0934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR Digitally signed by ACHYUTHAVENKATA SATISH KUMAR Date: 2021.06.09 21:45:45 +05'30'

A.V. Satish Kumar
Partner
Membership no.: 26526

For and on behalf of
GMR Highways Limited

BANGARU RAJU OBBILISETTY Digitally signed by BANGARU RAJU OBBILISETTY Date: 2021.06.09 21:13:40 +05'30'

O Bangaru Raju
Managing Director
DIN:00082228

BODA VENKATA NAGESWARA RAO Digitally signed by BODA VENKATA NAGESWARA RAO

B V N Rao
Director
DIN:00051167

VIKAS BANSAL Digitally signed by VIKAS BANSAL Date: 2021.06.09 21:17:49 +05'30'

Vikas Bansal
Chief Financial Officer

PARAMJEET SINGH Digitally signed by PARAMJEET SINGH Date: 2021.06.09 21:14:00 +05'30'

Paramjeet Singh
Company Secretary

Place: New Delhi
Date: 09th June 2021

GMR Highways Limited

(CIN: U45203MH2006PLC287171)

Notes forming part of Financial Statements for the Year ended March 31, 2021

1 Corporate information

GMR Highways Limited (GHWL) is engaged in business of Highways Maintenance which includes Routine / Regular Maintenance and Periodical / Major Maintenance work. GHWL also provide highways and toll management services to SPVs..

The Company is public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra.
The Company's Holding Company is GMR Infrastructure Limited while ultimate Holding Company is GMR Enterprises Private Limited.

2 Significant accounting policies

The significant accounting policies applied by the company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

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, the provisions of Companies Act, 2013 (the 'Act') (to the extent notified). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.
Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
The financial statements are presented in Indian Rupees (INR)

2.2 Summary of significant accounting policies

a) Current versus non-current classification

Assets and Liabilities in the balance sheet have been classified as either current or non–current based upon the requirements of Schedule III notified under the Companies Act, 2013.
An asset has been classified as current if
(a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or
(b) it is held primarily for the purpose of being traded; or
(c) it is expected to be realized within twelve months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non–current.

A liability has been classified as current when
(a) it is expected to be settled in the Company's normal operating cycle; or
(b) it is held primarily for the purpose of being traded; or
(c) it is due to be settled within twelve months after the reporting date; or
(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non–current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.
Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company's has identified twelve months as its operating cycle.

b) Foreign currency and derivative transactions

The Company's financial statements are presented in INR, which is company's functional currency.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions between the functional currency and the foreign currency.

Monetary foreign currency assets and liabilities remaining unsettled at the Balance Sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realisation / settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognized in the Statement of Profit and Loss.

Exchange differences arising on the settlement of monetary items or on reporting 's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Non– monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non–monetary items which are carried at fair value or other similar valuation denominated in a foreign currency, are reported using the exchange rates that existed when the values were determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(a) Any gains or losses arising due to differences in exchange rates at the time of translation or settlement are accounted for in the Statement of Profit & Loss either under the head foreign exchange fluctuation or interest cost, as the case may be, except those relating to long-term foreign currency monetary items.

(b) **Exchange differences pertaining to long term foreign currency loans obtained or re-financed on or before 31 March 2016:**

Exchange differences on long-term foreign currency monetary items relating to acquisition of depreciable assets are adjusted to the carrying cost of the assets and depreciated over the balance life of the assets . In other cases, exchange differences are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortized over the balance period of such long-term foreign currency monetary item by recognition as income or expense in each of such periods.

Exchange differences pertaining to long term foreign currency loans obtained or re-financed on or after 1 April 2016:

The exchange differences pertaining to long term foreign currency working capital loans obtained or re-financed on or after 1 April 2016 is charged off or credited to profit & loss account under Ind AS.

c) Fair value measurement

The Company's measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability, or

ii) In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company's uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company's determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period

d) Revenue Recognition

The Company applied Ind AS 115 for the first time from April 1, 2018. Ind AS 115 supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.
In current financial year, there is no impact on the financial statements of the company on account of this new revenue recognition standard.

Interest Income: For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

e) Property, Plant and Equipment

Property, Plant and Equipment are stated at acquisition cost less accumulated depreciation and cumulative impairment. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Recognition:
The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:
(a) it is probable that future economic benefits associated with the item will flow to the entity; and
(b) the cost of the item can be measured reliably.

When significant parts of plant and equipment are required to be replaced at intervals, Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to note xx and xx regarding significant accounting judgements, estimates and assumptions and provisions for further information about the recorded decommissioning provision.

Gains or losses arising from de–recognition of property, plant and equipment assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Further, When each major inspection is performed, its cost is recognised in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied.
Any remaining carrying amount of the cost of the previous inspection (as distinct from physical parts) is derecognised.

Machinery spares which are specific to a particular item of property, plant and equipment and whose use is expected to be irregular are capitalized as property, plant and equipment.
Spare parts are capitalized when they meet the definition of PPE, i.e., when the company intends to use these during more than a period of 12 months.
Depreciation on property, plant and equipment is provided on straight line method, up to the cost of the asset (net of residual value, in accordance with the useful lives prescribed under Schedule II to the Companies Act, 2013 which are as below:

- Plant and equipments	4-15 years
- Office equipments	5 years
- Furniture and fixtures	10 years
- Vehicles	8-10 years
- Computers	3 years

Depreciation on additions is being provided on a pro-rata basis from the date of such additions. Similarly, depreciation on assets sold/disposed off during the year is being provided up to the dates on which such assets are sold/disposed off. Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life ofthat asset.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

h) Taxes

Tax expense comprises current and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

i) Borrowing costs

Borrowing Cost includes interest and amortization of anciliary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition. construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

j) Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realizable value on First In First Out basis.

Net reatizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

k) Lease

Finance Leases:

Where the Company is the lessee

Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss.- Lease management fees, legal charges and other initial direct costs of lease are capitalized.d on an accrual basis as per the terms of agreements entered into with lessees.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Operating Leases:

Where the Company is the lessee

Lease rentals are recognized as an expenses on a straight line basis with reference to lease terms and other considerations except where-

(i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset taken or given on lease.; or

(ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases

Lands obtained on leases, where there is no reasonable certainity that the Company will obtain ownershp by the end of the lease term shall generally be classified as finance leases. The minimum lease pyayments include upfront premium paid plus any annual recurring lease rental which is amortized over the lease term.

l) Impairment

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's orcashgenerating units' (CGUs) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre—tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

impairment losses of continuing operations are recognized in the statement of profit and loss, except for previously revalued property, plant and equipment, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognized in the revaluation reserve up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no ionger exist or may have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognized. The reversai is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and Loss unless the asset is carried at a revaiued amount, in which case the reversal is treated as a revaluation increase.

m) Provisions, Contingent Liabilities, Contingent Assets And Capital Commitments

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non–occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only only disclosed when it is proable that the economic benefits will flow to the entity.

Provisions

Provisions are recognised when the Company's 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's expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

n) Retirement and other Employee Benefits

Short term employee benefits and defined contribution plans.

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc.,are recognised in the statement of profit and loss in the period in which the employee renders the related service.

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund.

The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. if the contribution already paid exceeds the contribution due forsservices received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example. a reduction in future payment or a cash refund.

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short—term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long—term employee benefit for measurement purposes. Such long—term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year—end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non—current liability.

Defined benefit plans

Gratuity

Gratuity is a defined benefit scheme. The cost of providing benefits under the scheme is determined on the basis of actuarial valuation under projected unit credit (PUC) method.

The company recognizes termination benefit as a liability and an expense when the company has a present obligation as a result of past event, it is probable that an outflow . of resources embodying economic benefits witl be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market ‘ yields at the balance sheet date on government bonds.

Remeasurements

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

► The date of the plan amendment or curtailment, and

► The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

o) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are only classified as Debt instruments at amortised cost

Debt instruments at amortised cost
A 'debt instrument' is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a Company's of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:
► The rights to receive cash flows from the asset have expired, or
► The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.
Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

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

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

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

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

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

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

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:
► All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
► Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:
►Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

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

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

The Company's financial liabilities include trade and other payables, loans and borrowings etc.
Subsequent measurement
Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

This category generally applies to borrowings and security deposits recieved.

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

p) Cash and cash equivalents
Cash and cash equivalents in the cash flow statement comprises cash at bank and in hand and short term investments with an original maturity periods of three months or less.

q) Earning per share
Basic Earnings Per Share is caiculated 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 Highways Limited
CIN: U45203MH2006PLC287171
Notes forming part of Financial Statements for the Year ended March 31, 2021

3 Property, Plant and Equipement **(In Rupees)**

Sr.No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At April 01, 2020	Additions	Deductions	As At March 31, 2021	As At April 01, 2020	For the period	Deductions	As At March 31, 2021	As At March 31, 2021	As At March 31, 2020
1	Computers	128,992		-	128,992	128,969	-	-	128,969	23	23
2	Office Equipments	532,652		-	532,652	526,663	-	-	526,663	5,989	5,989
3	Furniture & Fixtures	192,234		-	192,234	128,358	36,104	-	164,463	27,771	63,875
4	Plant and Machinery	68,482		-	68,482	14,282	7,147	-	21,429	47,052	54,199
5	Vehicles	698,632		-	698,632	645,286	53,344	-	698,631	1	53,345
	Total	**1,620,990**	**-**	**-**	**1,620,990**	**1,443,559**	**96,596**	**-**	**1,540,154**	**80,836**	**177,432**

Sr.No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At April 01, 2019	Additions	Deductions	As At March 31, 2020	As At April 01, 2019	For the period	Deductions	As At March 31, 2020	As At March 31, 2020	As At March 31, 2019
1	Computers	129,014		(22)	128,992	128,969	-	-	128,969	23	45
2	Office Equipments	532,681		(29)	532,652	526,663	-	-	526,663	5,989	6,018
3	Furniture & Fixtures	192,290		(56)	192,234	89,793	38,565	-	128,358	63,875	102,496
4	Plant and Machinery	68,482		-	68,482	7,136	7,147	-	14,282	54,199	61,346
5	Vehicles	698,632		-	698,632	326,088	319,198	-	645,286	53,345	372,544
	Total	**1,621,097**	**-**	**(107)**	**1,620,990**	**1,078,648**	**364,910**	**-**	**1,443,559**	**177,432**	**542,449**

GMR Highways Limited
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Notes forming part of Financial Statements for the Year ended March 31, 2021

4 Other Intangible Assets

(In Rupees)

Sr.No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At April 01, 2020	Additions	Deductions	As At March 31, 2021	As At April 01, 2020	For the period	Deductions	As At March 31, 2021	As At March 31, 2021	As At March 31, 2020
1	Software	478,592		-	478,592	478,578	-	-	478,578	14	14
	Total	**478,592**	**-**	**-**	**478,592**	**478,578**	**-**	**-**	**478,578**	**14**	**14**

Sr.No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At April 01, 2019	Additions	Deductions	As At March 31, 2020	As At April 01, 2019	For the period	Deductions	As At March 31, 2020	As At March 31, 2020	As At March 31, 2019
1	Software	478,595		(3)	478,592	431,530	47,048	-	478,578	14	47,065
	Total	**478,595**	**-**	**(3)**	**478,592**	**431,530**	**47,048**	**-**	**478,578**	**14**	**47,065**

Amount in Rupees

5 Investment property	**As At March 31, 2021**	**As At March 31, 2020**
Land	160,574,120	160,574,120
	160,574,120	**160,574,120**

Note:- Investment property represents 14.4875 acres of land held by the Company on Ambala Chandigarh Road

6 Non current investments	**As At March 31, 2021**	**As At March 31, 2020**
Investment in Equities Shares	2,583,888,155	2,583,888,155
Equity part of Investment in Preference Shares	2,241,754,623	2,241,754,623
Equity portion of related party loans	3,674,439,533	3,674,439,533
Investment in financial guarantees	7,939,177	7,939,177
	8,508,021,488	**8,508,021,488**

Breakup of Investment in Equities at Cost	**As At March 31, 2021**	**As At March 31, 2020**
(a) Investment in subsidiaries		
(i) 13,59,30,000 (March 31, 2020: 13,59,30,000) Equity Shares of Rs. 10 Each in GMR Pochanpalli Expressways Limited	1,359,300,022	1,359,300,022
(ii) 7,30,000 (March 31, 2020: 7,30,000) Equity Shares of Rs. 10 Each in GMR Tambarm Tindivanam Expressways Ltd	302,504,599	302,504,599
(iii) 7,30,000 (March 31, 2020: 7,30,000) Equity Shares of Rs. 10 Each in GMR Tuni Anakapalli Expressways Ltd	237,602,634	237,602,634
(iv) 5,07,42,720 (March 31, 2020: 5,07,42,720) Equity Shares of Rs. 10 Each in GMR Ambala Chandigarh Expressways Private Limited	507,427,200	507,427,200
(v) 24,50,000 (March 31, 2020: 24,50,000) Equity Shares of Rs. 10 each in GMR Hyderabad Vijayawada Expressways Private Limited	24,500,000	24,500,000
(vi) 1,47,00,000 (March 31, 2020: 1,47,00,000) Equity Shares of Rs. 10 each in GMR Chennai Outer Ring Road Private Limited	147,000,000	147,000,000
(b) Other Investment - Equity		
(i) 5,55,370 (March 31, 2020: 5,55,370) Equity Shares of Rs. 10 each in Indian Highways Management Company Ltd.	5,553,700	5,553,700
Total Investment in Equity	**2,583,888,155**	**2,583,888,155**
Less: - Impairment in Investment of Shares		
Impairment in Investment	-	-
Net Total Investment in Equity	**2,583,888,155**	**2,583,888,155**

6(i) Current investments	**As At March 31, 2021**	**As At March 31, 2020**
Investment in Quoted mutual funds	-	-
Investment in debentures (CCDs)	-	-
	-	**-**

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Notes forming part of Financial Statements for the Year ended March 31, 2021

7 Loans (Unsecured, considered good)	As At March 31, 2021	As At March 31, 2020
(i) Non Current		
(a) Loans and advance to related parties		
Loan Receivables considered good - Secured		
Loan Receivables considered good - UnSecured	5,059,924,399	6,157,640,574
Loan Receivables which have significant increase in Credit Risk	-	-
Loan Receivables - Credit impaired	-	-
	5,059,924,399	**6,157,640,574**
(ii) Current		
Loan Receivables considered good - Secured	-	-
Loan Receivables considered good - UnSecured		
(a) Loans to related parties	4,386,227,488	4,213,719,507
(b) Loan to employees	180,217	-
Loan Receivables which have significant increase in Credit Risk		
Loan Receivables - Credit impaired		
	4,386,407,705	**4,213,719,507**

Loan to related parties / others considered good include :

(i) Non Current

GHVEPL	2,877,177,212	2,599,486,798
GCORR	287,539,036	375,541,509
GACEPL	490,832,325	443,459,702
Kakinada Sez Private Limited	-	2,361,797,214
Namitha Real Estates Private Limited	10,000,000	10,000,000
UEPL (Others)	390,118,549	367,355,352
GMR Krishnagiri SIR Limited (KUA)	826,717,839	
GMR SEZ AND PORT HOLDING LIMITED (KUA)	177,539,439	
	5,059,924,399	**6,157,640,574**

(ii) Current

GTAEL	247,025,963	294,466,511
GTTEL	592,642,250	592,642,250
GACEPL	-	-
GMR Krishnagiri SIR Limited (KUA)	-	670,753,831
KAKINADA SEZ LIMITED (KUA)	2,666,659,275	1,631,956,915
GMR SEZ AND PORT HOLDING LIMITED (KUA)	-	144,000,000
GHVEPL	879,900,000	879,900,000
	4,386,227,488	**4,213,719,507**

8 Other Financial Assets	As At March 31, 2021	As At March 31, 2020
(I) -Non Current		
Security Deposit	-	-
Others	-	145,840
Financial Asset of Invest. in preference shares issued by related parties	1,915,976,308	1,731,056,084
	1,915,976,308	**1,731,201,924**
(II) - Current		
Security Deposit	-	-
Non trade receivable- related party	39,432,094	-
Receivable Other than trade - considered good	11,160,283	6,181,072
Unbilled revenue - related party	207,193,509	-
Interest accrued on fixed deposit	338,037	1,682
Interest accrued on Inter corporate loans and deposits	299,758,218	1,370,928,251
	557,882,140	**1,377,111,005**

GMR Highways Limited
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Notes forming part of Financial Statements for the Year ended March 31, 2021

9 Trade Receivables	**As At March 31, 2021**	**As At March 31, 2020**
Unsecured, considered good		
Trade Receivables considered good - Secured		
Trade Receivables considered good - UnSecured	322,392,171	435,696,977
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - Credit impaired	-	-
	322,392,171	**435,696,977**

(i) No trade receivable are due from directors or other officers of the company either severally or jointly with any other person.

10 Cash and cash equivalents	**As At March 31, 2021**	**As At March 31, 2020**
(i) Balances with banks		
- In Current Account	19,512,926	15,560,275
(ii) Bank balances other than cash and cash equivalents		
- Margin money*	77,955,094	-
	97,468,020	**15,560,275**

*Note:
i. Fixed deposit held with IDBI to the extent of 7.78 crore (Mar.20- NIL) are under lien to IDBI Bank towards FDOD facility made available to company

Breakup of financial assets	**As At March 31, 2021**	**As At March 31, 2020**
At Cost		
Investment in Equities	2,583,888,155	2,583,888,155
At amortised cost		
Investment in Unquoted CCDs	-	-
Equity portion of Investment in Preference Shares	2,241,754,623	2,241,754,623
Equity portion of related party loans	3,674,439,533	3,674,439,533
Investment in financial guarantees	7,939,177	7,939,177
Financial Asset of Invest. in preference shares issued by related parties	1,915,976,308	1,731,056,084
Loans to Related parties	9,446,151,887	10,371,360,081
Loans to Employees	180,217	-
Cash & Cash Equivalent	97,468,020	15,560,275
Trade Receivables	322,392,171	435,696,977
Other Financial Assets	557,882,140	1,377,256,845
Total	**20,848,072,231**	**22,438,951,750**

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Notes forming part of Financial Statements for the Year ended March 31, 2021

11 Income Tax-Non Current	**As At March 31, 2021**	**As At March 31, 2020**
Advance income tax (net of provision for current tax)	29,724,918	78,744,338
	29,724,918	**78,744,338**

12 Deferred Tax Assets/(Liablity)	**As At March 31, 2021**	**As At March 31, 2020**
Deferred Tax Assets		
On unabsorbed Business Loss	-	-
On Equity portion of Loan given to related parties	-	-
On Equity portion of Preference Share Investment	-	-
On Interest Expense of Amortised financial Instrument	-	-
On Financial Guarantee	-	-
Total	**-**	**-**
Deferred Tax Liablities		
On Interest Income of Amortised financial Instrument	-	-
On Equity component of Loan taken	-	-
On unamortised upfront Fee on Loan from external parties	-	-
Total	**-**	**-**
Net Deferred Tax Assets/(Liablities)	**-**	**-**

13 Other Current/Non Current Assets	**As At March 31, 2021**	**As At March 31, 2020**
(i) Other Non Current Assets (Considered Good)		
Prepaid Expenses pertains to Gratuity	6,803,266	4,488,122
	6,803,266	**4,488,122**
(ii) Other Current Assets (Considered Good)		
Prepaid Expenses	1,788,248	2,140,690
Advances recoverable in cash or kind	61,527,635	48,046,593
Balance with government authorities	58,057,503	34,993,103
	121,373,386	**85,180,386**

Amount in Rs

14 Share capital	**As At March 31, 2021**	**As At March 31, 2020**
Authorised		
(i) 234,00,00,000 equity shares of Rs. 10 each fully paid up (March 31, 2020: 234,00,00,000 equity shares of Rs. 10 each)	23,400,000,000	23,400,000,000
(ii) 16,10,00,000 Preference Shares of Rs. 100 each (March 31, 2020: 16,10,00,000 preference shares of Rs. 100 each)	16,100,000,000	16,100,000,000
	39,500,000,000	**39,500,000,000**
Issued, Subscribed & Paid-Up		
(i) 775,440,510 equity shares of Rs. 10 each fully paid up (March 31, 2020: 775,440,510 equity shares of Rs. 10 each)	7,754,405,100	7,754,405,100
	7,754,405,100	**7,754,405,100**

NOTES :

(i) **Terms to Equity Shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pay dividend in indian rupees. The dividend proposed by the Board of director is subject to the approval of the shareholder in ensuing Annual General meeting.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all prefrential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) **Reconcilation of the Equity shares outstanding at beginning and at end of the period**

	As At March 31, 2021		**As At March 31, 2020**	
	Number	**Rupees**	**Number**	**Rupees**
Equity Shares				
Shares outstanding at the beginning of the year	775,440,510	7,754,405,100	2,052,929,749	20,529,297,490
Capital Reduciton during the period	-	-	(1,277,489,239)	(12,774,892,390)
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**775,440,510**	**7,754,405,100**	**775,440,510**	**7,754,405,100**

Capital Reduction

After getting approval of shareholders and creditors and confirmation from National Company Law Tribunal (NCLT) vide the order dated March 20, 2020 to reduce the Company's issued, subscribed and paid-up equity share capital from INR 20,52,92,97,490 (Indian Rupees Two Thousand Fifty Two Crores Ninety Two Lakhs Ninety Seven Thousand Four Hundred and Ninety Only) comprising 2,05,29,29,749 fully paid up equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 7,75,44,05,100 (Indian Rupees Seven Hundred Seventy Five Crores Forty Four Lakhs Five Thousand One Hundred Only), comprising of 77,54,40,510 fully paid up equity shares of INR 10/- (Indian Rupees Ten Only), each and that such reduction effected by cancelling and extinguishing 62.23% of the total issued, subscribed and paid up equity share capital of the Company (the "Capital Reduction").

The shareholders whose share capital has been reduced has paid a sum of 10 Paise (Ten Paise Only) per equity share as the consideration by the Company.

(iii) **Reconcilation of the Preference shares outstanding at beginning and at end of the period**

	As At March 31, 2021		**As At March 31, 2020**	
	Number	**Rupees**	**Number**	**Rupees**
Prefernce Shares				
At the beginning of the period				
Shares outstanding at the beginning of the year	-	-	-	-
Shares Issued during the year	-	-	-	-
Shares Converted into Eqyity Shares during the year	-	-	-	-
Shares outstanding at the end of the year	-	-	-	-

(iv) **Details of the shareholders holding more than 5% shares of the Company**

	As At March 31, 2021		**As At March 31, 2020**	
	No of Share	**%**	**No of Share**	**%**
Equity Shares				
GMR Infrastructure Limited	699,895,741	90.26%	699,895,741	90.26%
Dhruvi Securities Private Limited	75,544,769	9.74%	75,544,769	9.74%

(v) **Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates**

Out of equity and preference shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Equity Shares	**As At March 31, 2021 Number**	**Rupees**	**As At March 31, 2020 Number**	**Rupees**
GMR Infrastructure Limited 699,895,737 (March 31, 2020: 699,895,740) equity shares of Rs. 10 each fully paid up	699,895,737	6,998,957,370	699,895,740	6,998,957,400
GMR Business Process and Services P Ltd representing and for the benefit of GMR Infrastructure Limited 1 (March 31, 2020: NIL) equity shares of Rs. 10 each fully paid up	1	10	-	-
GMR Corporate Affairs P Ltd representing and for the benefit of GMR Infrastructure Limited 1 (March 31, 2020: 1) equity shares of Rs. 10 each fully paid up	1	10	1	10
GMR Aerostructure Services Ltd representing and for the benefit of GMR Infrastructure Limited 1 (March 31, 2020: NIL) equity shares of Rs. 10 each fully paid up	1	10	-	-
Mr. Kiran Kumar Grandhi representing and for the benefit of Dhruvi Securities Private Limited 1 (March 31, 2020: 1) equity shares of Rs. 10 each fully paid up	1	10	1	10
GMR Infra Developers Limited representing and for the benefit of GMR Infrastructure Limited 1 (March 31, 2020: NIL) equity shares of Rs. 10 each fully paid up	1	10	-	-
Dhruvi Securities Private Limited 75,544,768 (March 31, 2020: 75,544,768) equity shares of Rs. 10 each fully paid up	75,544,768	755,447,680	75,544,768	755,447,680

Amount in Rs

15	**Other Equity**	**As At March 31, 2021**		**As At March 31, 2020**	
(i)	Equity component of Preference shares				
	Opening Balance	1,696,822,991		1,696,822,991	
	Add : Adjustment for the year	-	1,696,822,991	-	1,696,822,991
(ii)	Equity component of Loans from group companies				
	Opening Balance	1,650,262,689		1,650,262,689	
	Add : Adjustment for the year	-	1,650,262,689	-	1,650,262,689
(iii)	**Surplus / (Deficit) in the Statement of Profit and Loss**				
	Opening Balance	(308,584,629)		(12,774,892,399)	
	Add : Profit/ (Loss) for the year	(905,749,075)		(180,835,695)	
	Add : Reserve arising on account of Capital Reduction	-		12,647,143,466	
			(1,214,333,704)		(308,584,629)
(iii)	**Other Comprehensive Income**				
	Opening Balance	2,671,663		2,647,614	
	Add : Addition during the year	1,102,944	3,774,607	24,049	2,671,663
			2,136,526,583		**3,041,172,713**

Amount in Rs

16 Long Term Borrowings	**As At March 31, 2021**	**As At March 31, 2020**
Secured		
Term loans (Indian rupee term loan from bank)	8,211,933,724	7,851,303,766
Unsecured		
Loans from group company	1,206,070,751	1,222,180,997
	9,418,004,475	**9,073,484,763**

(i). Secured Indian rupee term loan from Yes bank of Rs. 7,694,956,578 (March 31, 2020: 727,50,00,000) is secured by First charge over current assets and movable fixed assets (present and future) of the Borrower, First Charge on the assets created out of YBL facility to provide minimum cover of 1.0x, Pledge over 20% shares of GMR Energy Limited (GEL) along with all beneficial/economic voting rights, Pledge over 23.5% Shares of GMR Airport Limited (GAL) along with all beneficial/economic voting rights to be pledged by GIL, Unconditional and Irrevocable Corporate Guarantee of GMR Infrastrcuture Limited, and Margin of 6% of outstanding amount (in form of FD/cash or any other instrument to the satisfaction of YBL). The margin shall be lien marked/pledged to YBL prior to first disbursement.
The loan carries an interest rate 3.20% p.a (“Spread”) over and above the YBL 1 Year MCLR and is repayable in 14 half yearly installments after the moratorium period or 12 months.

(ii). Secured Indian rupee term loan from Yes bank of Rs. 1,399,750,092 (March 31, 2020: 132,30,00,000) is secured by First charge over current assets and movable fixed assets (present and future) of the Borrower, First Charge on the assets created out of YBL facility to provide minimum cover of 1.0x, Pledge over 20% shares of GMR Energy Limited (GEL) along with all beneficial/economic voting rights, Pledge over 8% Shares of GEL along with all beneficial/economic voting rights and NDU over 2% shares of GEL (Prior to Disbursment) , Pledge over 23.5% Shares of GMR Airport Limited (GAL) along with all beneficial/economic voting rights (Prior to Disbursment) , Unconditional and Irrevocable Corporate Guarantee of GMR Infrastrcuture Limited Margin of 19,14% of outstanding amount (in form of FD/cash or any other instrument to the satisfaction of YBL). The margin shall be lien marked/pledged to YBL prior to first disbursement.
The loan carries an interest rate 3.10% p.a (“Spread”) over and above the YBL 1 Year MCLR and is repayable in 14 half yearly installments after the moratorium period or 12 months

(iii) An unsecured loan of Rs. 120,60,70,751 (as at March 31, 2020: 122,21,80,997) from GMR Infrastructure Ltd. shall be repayable within 3 yrs from date of agreement. This loan carries an interest rate of 12.25% p.a.

17 Trade Payables	**As At March 31, 2021**	**As At March 31, 2020**
Trade Payables		
A. Due to micro small and medium enterprise	286,246,095	306,979,503
B. Due to creditors other than micro small and medium enterprise	661,350,521	389,522,469
	947,596,616	**696,501,973**

18 Short Term Borrowings	As At March 31, 2021	As At March 31, 2020
Secured		
(a) Short term borowings from Bank	68,563,578	68,704,755
Unsecured		
(a) Short term Loan from related parties	1,111,045,748	1,105,900,000
	1,179,609,326	**1,174,604,755**

(i) ODFD Facility has been obtained of Rs. 6,85,63,578 (as at March 31, 2020: Rs. 6,87,04,755) from IDBI Bank Ltd. The same is secured by way of Pledge of Fixed Deposits of Rs 7,78,00,000. This facility carries an interst rate of Bank base Rate + 2% i.e effective rate is 10.65% p.a. payable monthly on last day of every month commencing from the first month of disbursement. The principle is repayable as per tenure of 2 months on demand/out of internal accruals/on due dates or bullet repayment.

(ii) An unsecured loan of Rs. 59.31 Crore (as at March 31, 2020: Rs. 60.80 crore) from GMR Pochanpalli Expressways Ltd. shall be repayable within 12 months from date of agreement or extendable as per mutual agreement. This loan carries an interest rate of 11% p.a.

(iii) An unsecured loan of Rs. 48.89 Crore (as at March 31, 2020: Rs. 48.89 Crore) from GMR Pochanpalli Expressways Ltd. shall be repayable within 12 months from date of agreement or extendable as per mutual agreement. This loan carries an interest rate of 10% p.a.

(iv) An unsecured loan of Rs. 2.90 Crore (as at March 31, 2020: Rs 0.90 Crore) from Raxa Security Service Ltd. shall be repayable within 12 months from date of agreement or extendable as per mutual agreement. This loan carries an interest rate of 12.50% p.a.

19 Other Financial Liability	As At March 31, 2021	As At March 31, 2020
(i) Non Current		
(a) Financial guarantee contracts	2,732,717	3,572,099
	2,732,717	**3,572,099**
(ii) Current		
(a) Current Maturities of long term debt others	487,638,736	268,444,124
(b) Interest Accrued & Due on Loans	92,752,812	-
(c) Interest accrued but not due on borrowings	429,003,363	399,196,395
(d) Financial guarantee contracts	839,382	992,437
(e) Earnest Money Deposit from Vendor	500,000	500,000
(f) Non trade payables	32,438,044	19,764,670
	1,043,172,337	**688,897,626**

Breakup of financial liablities category wise	As At March 31, 2021	As At March 31, 2020
At amortised cost		
Secured Loan from Banks	8,768,136,038	8,188,452,645
Loans from related parties	2,317,116,499	2,328,080,997
Interest accrued on borrowings	521,756,175	399,196,395
Financial guarantee contracts	839,382	992,437
Trade Payables	947,596,616	696,501,973
Financial guarantee contracts	2,732,717	3,572,099
Earnest Money Deposit from Vendor	500,000	500,000
Non trade payables	32,438,044	19,764,670
	12,591,115,472	**11,637,061,216**

20 Provisions	As At March 31, 2021	As At March 31, 2020
(i) Non Current		
(a) Provision for Leave Benefits	425,219	2,296,493
(b) Provision for Gratuity	-	-
	425,219	**2,296,493**
(ii) Current		
(a) Provision for Leave benefits	45,522	288,167
(b) Provision for Other Employee Benefit	6,484	45,659
(c) Other Provision	3,795,934	44,653
	3,847,940	**378,479**

21 Non current tax liabilities	As At March 31, 2021	As At March 31, 2020
Provision for taxation (net)	-	-
	-	-

22 Other current liabilities	As At March 31, 2021	As At March 31, 2020
Advances from customers & others	249,753,600	320,088,858
TDS Payable	4,705,195	12,557,880
Other Statutory dues	149,665	155,423
	254,608,460	**332,802,161**

GMR Highways Limited
CIN: U45203MH2006PLC287171
Notes forming part of Financial Statements for the Year ended March 31, 2021

Amount in Rs

	Year ended March 31, 2021	Year ended March 31,2020
23 Revenue from operations		
(a) Operation and maintenance	1,410,879,325	1,867,687,594
(b) Highway Maintenance Fees	4,200,000	27,533,335
	1,415,079,325	**1,895,220,929**
24 Other income		
(a) Interest Income on Bank Deposit and Others	373,137	2,166,612
(b) Interest Income of Financial Assets	532,746,458	482,619,392
(c) Interest Income on Inter Corporate Loans	531,853,936	811,243,885
(d) Profit on sale of Mutual Fund	49,728	196,915
(e) Provisions/Liability no longer required written back	4,510,152	21,673,409
(f) Other non-operating income	992,561	1,803,567
	1,070,525,972	**1,319,703,780**

GMR Highways Limited
CIN: U45203MH2006PLC287171
Notes forming part of Financial Statements for the Year ended March 31, 2021

Amount in Rs

25 Operating expenses	Year ended March 31, 2021	Year ended March 31,2020
(a) Sub contracting	364,007,947	563,711,085
(b) Operation & maintenance expenses	1,052,239,001	1,303,976,485
	1,416,246,948	**1,867,687,570**

26 Employee benefit expense	Year ended March 31, 2021	Year ended March 31,2020
(a) Salaries, Perquisites & Allowance	6,628,552	18,286,491
(b) Contribution to provident and other funds	520,653	1,355,403
(c) Gratuity expense	1,102,944	2,977
(d) Staff welfare expenses	183,934	484,063
	8,436,083	**20,128,935**

27 Finance costs	Year ended March 31, 2021	Year ended March 31,2020
(a) Interest on debts and borrowings	1,216,202,263	1,185,091,744
(b) Interest on intercompany debt and borrowings	277,818,335	172,171,141
(c) Interest Others	3,989,947	-
(d) Other borrowing cost	85,191,320	90,247,105
	1,583,201,865	**1,447,509,990**

28 Depreciation and amortisation expense	Year ended March 31, 2021	Year ended March 31,2020
(a) Depreciation on property, plant and equipment	96,596	364,910
(b) Amortisation of intangible assets	-	47,048
	96,596	**411,958**

29 Other expenses	Year ended March 31, 2021	Year ended March 31,2020
Electricity and water charges	129,982	477,857
Rent	1,125,489	2,385,651
Rates and taxes	39,582	91,162
Insurance	13,886	18,783
Fixed assets writeoff	-	110
Repairs and maintenance Others	4,941,702	2,012,952
Travelling and conveyance	119,059	1,770,878
Communication costs	139,616	587,041
Printing and stationery	10,593	25,357
Membership	146,947	1,562,342
Bidding Expenses	61,987	-
Legal and professional fees	18,041,974	17,649,508
Directors’ sitting fees	865,000	446,300
Advertising and business promotion	113,877	574,870
Recruitment expenses	4,900	9,322
Manpower hire charges	369,030	466,753
Meeting and seminar	-	35,859
Bank charges	142	839
Remuneration to auditor	537,000	427,500
Miscellaneous expenses	1,003,583	923,731
	27,664,347	**29,466,815**

Payment to auditor

Particulars	March 31, 2021 in Rs.	March 31, 2020 in Rs.
As auditor:		
Audit fee	250,000	257,500
Tax audit fee	50,000	50,000
Other services (certification fees)	237,000	120,000
Total	**537,000**	**427,500**

30 Earning/ (Loss) Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

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.

	Year ended March 31, 2021	Year ended March 31, 2020
Profit / (Loss) attributable to equity holders of the parent	(905,749,075)	(180,835,695)
Profit / (Loss) attributable to equity holders of the parent for basic earnings	(905,749,075)	(180,835,695)
Profit / (Loss) attributable to equity holders of the parent for diluted earnings	(905,749,075)	(180,835,695)
Weighted Average number of equity shares for computing Earning Per Share (Basic)	775,440,510	2,049,429,778
Weighted average number of Equity shares adjusted for the effect of dilution	775,440,510	2,049,429,778
Earning Per Share (Basic) (Rs)	**(1.17)**	**(0.09)**
Earning Per Share (Diluted) (Rs)	**(1.17)**	**(0.09)**
Face value per share (Rs)	**10**	**10**

31 Significant accounting judgements, estimates and assumptions

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

32 Capital Commitments

Capital commitments : Estimated amount of Contracts remaining to be executed on capital account and not provided for Rs. Nil (March 2020: Rs. NIL).

33 Contingent Liabilities

Amount in INR.

	Particulars	March 31, 2021	March 31, 2020
(i)	Irrevocable Corporate Guarantee in favor of IDBI Trusteeship Services Limited for the benefit of GMR Chennai Outer Ring Road Pvt Ltd (Borrower)	555,000,000	555,000,000

(ii) A Show Cause notice has been issued by Commissioner of Custom (DRI Matters) to its earlier subsidiary GOHHPL whereby a penalty of Rs 15,90,733 has been imposed by the authority, against which company has filed appeal before CESTAT after depositing 7.5% of penalty amount i.e. Rs 1,19,305, which is pending as on date for adjudication.

(iii) Company has received rectification order u/s 154 for AY 16-17 and a demand of Rs 41,01,928 has been imposed by income tax department after making necessary rectification. Company has filed appeal before the Appellate Authority. However the said demand has been adjusted with refund of AY 18-19 by the department and which is considered as receivable in books of GHWL as Appeal is pending with the authority.

34 Litigation: The company does not have any pending litigations which would impact its financial position.

35 The company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.

36 Investment Pledge details

Particulars	March 31, 2021			March 31, 2020		
	Total Shares Held (In No.)	Shares Pledged (In No.)	In favour of	Total Shares Held (In No.)	Shares Pledged (In No.)	In favour of
GMR Hyderabad Vijayawada Expressways Private Limited (Equity shares of Rs.10 each fully paid up)	2,450,000	1,300,000	IDBI Trusteeship Services Ltd	2,450,000	1,300,000	IDBI Trusteeship Services Ltd
GMR Chennai Outer Ring Road Private Limited (Equity shares of Rs.10 each fully paid up)	14,700,000	5,512,500	IDBI Trusteeship Services Ltd	14,700,000	5,512,500	IDBI Trusteeship Services Ltd
GMR Hyderabad Vijayawada Expressways Private Limited (Preference shares of Rs.100 each fully paid up)	21,600,000	7,735,713	IDBI Trusteeship Services Ltd	21,600,000	7,735,713	IDBI Trusteeship Services Ltd
GMR Tambaram Tindivanam Expressways Private Limited (Equity shares of Rs. 10 each fully Paid up)	729,998	NIL		729,998	260,000	IDBI Trusteeship Services Ltd
GMR Ambala Chandigarh Expressways Private Limited (Equity shares of Rs. 10 each fully Paid up)	50,742,720	50,742,720	IDBI Trusteeship Services Ltd	50,742,720	50,742,720	IDBI Trusteeship Services Ltd
GMR Tuni Anakapalli Expressways Private Limited (Equity shares of Rs. 10 each fully Paid up)	729,998	NIL		729,998	260,000	IDBI Trusteeship Services Ltd

The above shares have been pledged as per the condition provided in the Rupee Term Loan Agreement.

* Company has pledged Equity shares held by it in GMR Ambala Chandigarh Expressways Pvt. Ltd., in favor of IDBI Trusteeship Sevices Ltd for securing the term loan of Rs. 282 Crores availed by GMR Ambala Chandigarh Expressways Pvt. Ltd. its subsidiary company. Company has created the charge through Deed of Hypothecation dated October 05 2015 and the charge is registered with Registrar of Companies Mumbai vide Charge Certificate No. 10610945.

37 The Company has made an investment of Rs. 2,740,731,200 (March 31 2020: Rs. 2,740,731,200) [including loans of Rs.775,300,000 (March 31 2020: Rs. 775,300,000) share application money pending allotment of Rs. NIL (March 31 2020: NIL) and investment in equity / preference shares of Rs. 1,965,431,200 (March 31 2020: Rs. 1,965,431,200) made by the Company and its subsidaries] in GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') an associate of the Company. GACEPL has been incurring losses since the commencement of commercial operations. The management belives that these losses are due to loss of revenue arising as a result of divesrion of partial traffic on prallel roads. The matter is currently under arbitration however based on management's internal assessment and a legal opinion the management of GACEPL is confident that it will be able to claim compensation from relevant authorities for the loss it has suffered due to such diverion of traffic and accordingly the investment in GACEPL has been carried at cost.

The three member Hon'ble Trbunal vide its order dated 26th August, 2020, has pronounced the awards wherein majority of the Tribunal has disagreed with the contention of the company and has rejected all the claim of the company whereas the minority Tribunal has upheld the claims of the company.

Subsequently, NHAI vide letter dated 03.09.2020 has asked the Company to deposit the amount along with the interest. NHAI has also written to Central Bank of India, Escrow Bank to remit the amount.

Aggrieved by rejection of all of its claims, GMR had filed two applications each in both Punjab and Haryana matters before Delhi High Court – one u/s 34 of AA seeking setting aside of the award of Arbitral Tribunal and another application u/s 9 seeking stay on the letters of NHAI demanding payment of the instalments of Negative Grant along with interest. GMR had also filed an application under section 36 for stay of operation of the Award till the time its challenge u/s 34 is decided. The Court vide its order dated 24.09.2020 had admitted the challenge to Award and issued notice in section 34 application but the other two applications filed u/s 9 and 36 were rejected. Section 34 application of GMR is now listed on 06.05.2021 before Justice C. Hari Shankar for final arguments.

Against dismissal of its application u/s 9 (for interim protection from recovery of Negative Grant) as well as section 36 applications (for stay of operation of Award), GMR has filed 4 SLP's both in Haryana and Punjab matters before the Hon'ble Supreme Court.

All SLPs were listed on 18.11.2020 before the Bench of Hon'ble Chief Justice of India when the Court directed that SLPs of GMR be listed with 3 other SLPs pending in the Court on the same issue. Next date of hearing is yet to be fixed.

As per the internal assessment by the management, on the reasonable certainty of inflows of the claims discussed above, company has considered that there would be no cash outflow related to negative grant or that there will be net cash inflow even if the negative grant outflows are considered and expects realisability of company's claim in the near future.

38 The Company has made an investment of Rs. 650.37 Crore (March 31 2020: Rs. 650.37 Crores) [including loans of Rs.431.92 Crore (March 31 2020: Rs. 431.92 Crores) share application money pending allotment of Rs. NIL (March 31 2020: NIL) and investment in equity / preference shares of Rs. 218.45 Crore (March 31 2020: Rs. 218.45 Crores) made by the Company and its subsidiaries] in GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL') an subsidiary of the Company. GHVEPL has been incurring losses since the commencement of commercial operations. These losses are primarily due to loss of revenue arising as a result of drop in commercial traffic due to bifurcation of state of Andhra Pradesh and ban on sand mining in the region. These events constitutes a Change in Law as per the Concession Agreement and same has been agreed by NHAI and has also agreed to pay compensation, however there was no agreement on the quantification of the claim amount. GHVEPL has invoked Arbitration and has filed a claim of Rs. 1676 Crore (Based on values upto March 31, 2020) before the Tribunal. Tribunal vide its order dated March 31, 2020 has pronounced the award unanimously, upholding GHVEPL's contention that bifurcation of state of Andhra Pradesh and ban on sand mining in the region constitutes Change in Law event and GHVEPL is entitled for compensation for the loss of revenue arising as a result of drop in commercial vehicles. However, on the quantum of the claim amount, majority of the Tribunal members has directed NHAI to constitute a committee for determining the claim amount based on data / record available with GHVEPL and NHAI.

Company had filed two applications u/s 34 (challenge to Award to limited ground that NHAI cannot be judge of its own cause] and u/s 9 of the Arbitration Act [seeking stay on recovery of Negative Grant till claims are quantified]. NHAI also filed its challenge u/s 34 of the Arbitration Act to the arbitration award.

Delhi High Court vide order dated 4.08.2020 had upheld the Change in Law and struck down the directions of constitution of Committee by NHAI and instead had appointed HMJ D.K. Jain, retired judge of Supreme Court to quantify the claims of GMR.

The challenge of NHAI was dismissed and the Court also stayed the recovery of negative grant till 15.03.2021. The matter was listed on 15.03.2021 when NHAI sought time to file its reply and now the matter is listed on 28.04.2021 for final arguments. Meanwhile interim order dated 04.08.2020 will continue.

On May 8, 2020, GHVEPL has received a notice from NHAI restricting the concession period to 15 years pursuant to clause 3.2.2. of the Concession Agreement by stating that NHAI is satisfied that 6-laning of the project is not required. GHVEPL has sought material on record from NHAI and has further obtained legal opinion.
Aggrieved by the action of NHAI, the Company has invoked arbitration under Dispute Resolution mechanism prescribed under the Concession Agreement by appointing Mr. Justice D.B. Bhosale (former Chief Justice of Allahabad High Court) as its nominee Arbitrator vide letter dated 6th April, 2021 and requested NHAI to appoint its nominee Arbitrator within 30 days hereof. The response of NHAI is awaited.

39 Leases

The Company has entered into certain cancellable operating lease agreements for office premises.
The lease rentals paid during the year and the maximum obligation on the long term cancellable operating lease payable are as follows:

Particulars	**March 31, 2021**	**March 31, 2020**
Lease rentals under cancellable and non-cancellable leases	1,125,489	2,385,651

40 Based on information available with the Company, suppliers who are registered as micro, small or medium enterprises under 'The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2021 has been classified under note no. 17A.
Provision for Rs 31,90,481 created in books on account of interest accrued and remaining unclaimed.

41 Gratuity and other post-employment benefit plans:

Valuation of Employee Benefit has been done for the period ended March 31 2021 as per INDAS 19 - Employee Benefits issued by the Institute of Chartered Accountants of India

(a) Defined Contribution Plans

Contributions paid / payable to defined contribution plans comprising of provident fund, pension fund, superannuation fund etc., in accordance with the applicable laws and regulations are recognised as expenses during the year when the contributions to the respective funds are due.

Particulars	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Contribution to provident fund	356,115	830,131
Contribution to superannuation fund	164,413	525,227
	520,528	**1,355,358**

(b) Defined Benefit Plans

The Company has defined benefit plan, namely gratuity. As per scheme, an employee who has completed five years or more of service gets gratuity equivalents to 15 days salary (last drawn salary) for each completed year of service.

The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

Net Benefit Expenses

Components of defined benefit costs recognised in profit or loss	**Year ended March 31, 2021 Rs.**	**Year ended March 31, 2020 Rs.**
Current service cost	556,336	237,203
Past Service Cost - plan amendments	-	-
Interest cost on benefit obligation	(305,563)	(231,945)
Expected return on plan assets	-	-
Total	**250,773**	**5,258**
Components of defined benefit costs recognised in other comprehensive income		
Actuarial (gains) / loss due to DBO experience	(1,105,102)	(167,935)
Actuarial (gains) / loss due to DBO assumption changes	-	149,813
Return on Plan assets (greater)/less than discount rate	2,158	(5,926)
Total	**(1,102,944)**	**(24,048)**

	As at March 31, 2021	**As at March 31, 2020**
Benefit Asset/ (Liability)		
Defined benefit obligation	(221,888)	(2,081,189)
Fair value of plan assets	7,025,154	6,569,311
Benefit Asset/ (Liability)	**6,803,266**	**4,488,122**
Changes in the present value of the defined benefit obligation:		
Opening defined benefit obligation	2,081,189	1,730,584
Interest cost	141,521	131,524
Current service cost	556,336	237,203
Past Service Cost - plan amendments	-	-
Benefits Paid	-	-
Net actuarial(gain)/loss recognised in year	(1,105,102)	(18,122)
Acquisition adjustment	(1,452,056)	-
Closing defined benefit obligation	**221,888**	**2,081,189**

Changes in the fair value of plan assets:	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Opening fair value of plan assets	6,569,311	3,365,071
Acquisition adjustment	-	-
Interest Income on Plan Assets	447,084	363,469
Contributions by employer	10,917	2,834,845
Expected return	(2,158)	5,926
Benefits paid	-	-
Closing fair value of plan assets	**7,025,154**	**6,569,311**

	As at March 31, 2021	**As at March 31, 2020**
The major categories of plan assets as a percentage of total		
Insurer managed funds	100%	100%

The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

Discount rate	6.80%	6.80%
Future salary increases	6.00%	6.00%
Mortality table used	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	5.00%	5.00%

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market

Contributions expected to be made by the Company during the next year is Rs. NIL (previous year Rs.NIL)

Risk Faced by Company:

The Gratuity scheme is a final salary Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

Interest rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase

Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation

Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Sensitivity Analysis

	March 31, 2021					
	Discount rate		**Future salary increases**		**Withdrawal Rate**	
Sensitivity Level	+1%	-1%	+1%	-1%	+1%	-1%
	Amount in INR					
Impact on defined benefit obligation	(22,345)	25,857	25,825	(22,715)	(2,380)	2,259

	March 31, 2020					
	Discount rate		**Future salary increases**		**Withdrawal Rate**	
Sensitivity Level	+1%	-1%	+1%	-1%	+1%	-1%
	Amount in INR					
Impact on defined benefit obligation	(184,730)	212,912	212,682	(187,827)	7,256	(8,477)

Maturity Plan of defined benefit obligation:	**Amount in INR.**
Within 1 year	886
1-2 year	15,677
2-3 year	18,517
3-4 year	33,291
4-5 year	38,332
5-10 year	271,282

42 List of Related parties and Transactions / Outstanding Balances:

a) Name of Related Parties and description of relationship:

Enterprises that control the Company / excercie significant influence	GMR Infrastructure Limited (GIL) (Holding Company) GMR Enterprises Pvt Ltd. (GEPL) (the Parent Company)
Subsidiary Companies of the reporting enterprise	GMR Pochanpalli Expressways Ltd (GPEL) GMR Tuni-Anakapalli Expressways Limited (GTAEL) GMR Tambaram Tindivanam Expressways Limited (GTTEL) GMR Ambala-Chandigarh Expressways Private Limited (GACE) GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL) GMR Chennai Outer Ring Road Private Limited (GCORRPL)
Fellow Subsidiaries / Associates	GMR Airport Developers Limited (GADL) GMR Energy Ltd (GEL) GMR Airports Limited (erstwhile GVL Investments Private Limited) (GAL) GMR Corporate Affairs Private Limited (GCAPL) GMR Krishnagiri SIR Limited (GKSIR) Kakinada SEZ Limited (KSL) GMR SEZ AND PORT HOLDING LIMITED (GSPHL) Namitha Real Estate Private Limited (NREPL) GMR Hyderabad International Airport Ltd (GHIAL) Raxa Security Services Ltd Dhruvi Securities Pvt Ltd.(DSPL)
Key Management Personnel	Mr. B V N Rao, Director Mr. O.Bangaru Raju Managing Director Mr. Madhva B. Terdal , Director Mr. K. Parameswara Rao, Independent Director Ms. Kavitha Gudapati, Independent Director Mr S. Rajagopal, Independent Director

b) Summary of transactions with above related parties are as follows:

Name of Entity	**Particulars**	**For the Year ended March 31, 2021**	**For the Year ended March 31, 2020**
Transaction with Enterprises that control the Company / exercise significant influence			
GIL	Interest Expenses on Unsecured Loan Taken	161,176,771	93,467,004
	Unsecured Loan Refunded to GIL	(727,189,246)	(449,446,739)
	Unsecured Loan taken from GIL	711,079,000	1,301,868,736
	Managements Support Services-Expense	7,537,011	5,871,615
	Short Term Loan Refund by GIL	-	(98,300,000)
	Interest Income on Loan given	-	5,379,179
GEPL	Logo Fees and Trade Mark	1,000	1,000

Transaction with Subsidiaries			
GACEPL	Charges for Repair & Maintenance Work- Income	18,133,005	17,389,359
	Charges for Major Maintenance Work- Income	5,025,230	45,383,232
	Unsecured Short Term loan Given	-	-
	Interest on Financial Assets of Preference Share Investment	691,610	626,486
	Interest Income on Loan given	47,372,623	42,911,856
GPEL	Charges for Repair & Maintenance Work- Income	23,965,922	27,351,361
	Charges for Major Maintenance Work- Income	194,950,127	7,358,695
	Charges for COS Work- Income	167,802,947	317,720,590
	Advance received / (Adjusted) on account of R & M/ COS / MMR Work	(6,921,963)	(1,207,175)
	Unsecured Loan Refunded to GPEL	(14,854,252)	-
	Unsecured Loan taken from GPEL	-	488,900,000
	Interest on Unsecured Loan	115,268,618	77,576,055
GTAEPL	Charges for Repair & Maintenance Work- Income	-	26,372,610
	Charges for Major Maintenance Work- Income	262,500	354,214,579
	Financial Assets portion of Loan Refund by GTA	-	(144,533,489)
	Interest Income on Loan given	34,860,906	53,930,735
	Advance received / (Adjusted) for Routine Maintennace Fee / MMR Work	-	(373,302)
	Deposit Taken / (Refunded) for Major Maintenance work	-	(40,000,000)
	Short Term Loan Given to GTA	-	85,100,000
	Short Term Loan Refund by GTA	(47,440,548)	(115,100,000)
GCORRPL	Interest on Financial Assets of Preference Share Investment	38,189,351	34,593,312
	Interest on Unsecured Loan Given	44,601,413	49,429,989
	Charges for Repair & Maintenance Work - Income	17,175,197	13,401,490
	Charges for Major Maintenance Work - Income	360,390,861	54,817,997
	Charges for COS Work - Income	62,358,204	146,382,138
	Advance received / (Adjusted) on account of R&M/ COS / MMR Work	(61,059,345)	125,131,931
	Income for Financial Guarantee given	992,437	1,166,659
	Asset Portion of Sub Debts Given to CORR	-	56,500,000
	Asset Portion of Sub Debts Refund by CORR	(88,002,473)	(77,000,000)
GHVEPL	Interest on Financial Assets of Preference Share Investment	146,039,262	132,287,709
	Interest Income on Loan given	277,690,414	251,542,141
	Charges for Repair & Maintenance - Income	50,552,550	55,560,089
	Charges for Major Maintennace Work - Income	378,979,775	297,725,843
	Charges for COS Work - Income	133,846,828	99,608,395
	Advance received / (Adjusted) on account of R&M/ COS / MMR Work	(2,353,950)	(19,309,437)
	Short Term Loan Given to GHVEPL	-	879,900,000
GTTEL	Interest Income on Loan given	72,598,676	75,985,514
	Advance received / (Adjustetd) for Routine Maintennace Fee / MMR Work	-	(1,194,979)
	Deposit Taken / (Refund) for Major Maintenance work	-	(30,000,000)
	Short Term Loan Given to GTT	-	101,642,250
	Short Term Loan Refund by GTT	-	(70,000,000)
	Charges for Major Maintenance Work- Income	1,636,179	372,757,668
	Charges for Repair & Maintenance Work- Income	-	59,176,884
Transaction with Fellow Subsidiaries / Associates/Joint Ventures			
GOHHHPL	Equity Shared Subsribed/(Sold)	-	(230,213,080)
KSEZ	Unsecured Loan Given to KSEZ	-	-
	Unsecured Loan Refunded by KSEZ	-	(395,680,000)
	Unsecured Loan Converted into CCDs	(1,327,094,854)	-
	Investment in CCDs issued by KSEZ	2,583,614,660	-
	Interest Income on Loan given	100,231,217	200,462,434
	Interest Income on Loan given	147,043,086	308,221,216
Namitha Real Estate	Unsecured Loan Given	-	-
	Interest Income on Loan given	1,225,000	1,228,356
GKSIR	Unsecured Loan Given	155,964,008	-
	Interest Income on Loan given	94,572,892	82,392,460
GSPHL	Unsecured Loan Given	33,539,439	-
	Interest Income on Loan given	20,240,225	17,688,329
GHIAL	Rent and Other Charges of HIAL Space - Expense	746,355	2,802,001
Grandhi Enterprises Pvt Ltd	Mumbai Office Rental charges	627,092	570,073
Raxa Security Services Ltd	Unsecured Loan Taken	20,000,000	-
	Interest Expenses on Loan Taken	1,372,945	1,128,082

*** Reimbursement of expenses are not considered in the above statement.**

Transaction with Key Management Personnel

Details of Key Managerial Personnel	Remuneration						Outstanding loans/advances receivables
	Short-term employee benefits	Post employment benefits	Other long-term employee benefits	Termination benefits	Sitting Fee	Others	
Mr. B V N Rao	-	-	-	-		-	-
Mr. O.Bangaru Raju	-	-	-	-		-	-
Mr. K. Parameswara Rao	-	-	-	-	200,000	-	-
Ms. Kavitha Gudapati	-	-	-	-	105,000	-	-
Mr. S. Rajagopal	-	-	-	-	200,000	-	-
Mr. Madhva B. Terdal	-	-	-	-		-	-

Name of Entity	Particulars	As At March 31, 2021	As At March 31, 2020
Closing Balances with Enterprises that control the Company / exercise significant influence			
GIL	Financial Liablity of Sub Debt	-	-
	Equity portion of Sub Debt	2,386,548,085	2,386,548,085
	Equity portion of Preference Shares	2,258,357,761	2,258,357,761
	Unsecured Loan	1,206,070,751	1,222,180,997
	Interest Payable on Unsecured Loan	402,753	24,814,566
	Trade and Other Payables	9,953,566	893,467
	Retention Money Payable	1,537,384	1,537,384
GEPL	Trade and Other Payables	1,000	1,020
Closing Balances with Subsidiaries			
GACEPL	Investment in Equity share capital - (Other than trade)	507,427,200	507,427,200
	Financial Assets of Investment in Preferenec Shares	7,165,843	6,474,233
	Equity Portion of Investment in Preferenec Shares	5,656,228	5,656,228
	Short term loan given	-	
	Financials Assets portion of Loan Given	490,832,325	443,459,702
	Equity portion of Loan Given	564,161,991	564,161,991
	Trade and Other Receivables	67,429,524	67,687,479
CORR	Investment in Equity share capital - (Other than trade)	147,000,000	147,000,000
	Equity Portion of Sub Debts Given	54,757,479	54,757,479
	Assets Portion of Sub Debts given	287,539,036	375,541,509
	Financial Assets of Investment in Preferenec Shares	395,683,555	357,494,204
	Equity portion of Preference Shares Investment	601,166,910	601,166,910
	Investment as Financial Guarantee given	7,939,177	7,939,177
	Interest Receivable	9,841,579	27,983,707
	Advance received on account of R&M/ COS / MMR Work	105,203,596	166,262,941
	Trade and Other Receivables	3,156,835	8,941,673
GHVEPL	Financials Assets portion of Loan Given	2,877,177,212	2,599,486,798
	Financial Assets of short term loan given	879,900,000	879,900,000
	Equity portion of Loan Given	2,925,549,341	2,925,549,341
	Investment in Equity share capital - (Other than trade)	24,500,000	24,500,000
	Trade and Other Receivables	108,164,375	151,743,757
	Retention Money Receivable	-	-
	Equity Portion of Investment in Preferenec Shares	1,634,931,484	1,634,931,484
	Advance received on account of Routine Maintennace Fee / MMR Work	1,793,722	4,147,672
	Financial Assets of Investment in Preferenec Shares	1,513,126,910	1,367,087,647

GPEL	Financial Liablity portion of Security Deposit Received	-	-
	Investment in Equity share capital - (Other than trade)	1,359,300,022	1,359,300,022
	Equity portion of Security Deposit Received	1,157,961	1,157,961
	Unsecred Loan Taken	1,082,045,748	1,096,900,000
	Interest payable on Unsecured Loan	324,679,647	274,787,314
	Advance received on account of Routine Maintennace Fee / MMR Work	142,756,282	149,678,245
	Trade and Other Receivables	181,437,352	115,006,331
GTAEL	Trade and Other Receivables	-	90,273,619
	Short term Unsecured Loan Given	247,025,963	294,466,511
	Equity portion of Loan Given	56,940,040	56,940,040
	Investment in Equity share capital - (Other than trade)	237,602,634	237,602,634
	Interest receivable	12,132,975	9,085,785
GTTEL	Trade and Other Receivables	1,636,179	2,044,118
	Investment in Equity share capital - (Other than trade)	302,504,599	302,504,599
	Interest receivable	127,765,406	113,001,690
	Short Term Loan Given	592,642,250	592,642,250
	Equity portion of Loan Given	73,030,682	73,030,682
Closing Balances with Fellow Subsidiaries/ Associates/Joint Ventures			
Dhruvi	Equity portion of Preference Shares	197,247,146	197,247,146
GHIAL	Trade and Other Payables	2,498,845	2,558,748
KSEZ	Interest receivable	-	642,630,334
	Interest receivable	-	369,087,912
	Investment in CCDs	2,583,614,660	-
	Short Term Loan Given	304,862,061	1,631,956,915
	Financials Assets portion of Loan Given	2,361,797,214	2,361,797,214
Namitha Real Estate	Interest receivable	6,067,139	4,854,389
	Financials Assets portion of Loan Given	10,000,000	10,000,000
GMR Sez and Port Holding	Interest receivable	13,457,514	27,128,145
	Short Term Loan Given	-	144,000,000
	Long Term Loan Given	177,539,439	
Krishnagiri SIR Ltd	Interest receivable	64,294,102	127,437,307
	Short Term Loan Given	-	670,753,831
	Long Term Loan Given	826,717,839	
Raxa Security Services Ltd	Unsecred Loan Taken	29,000,000	9,000,000
	Interest payable on Unsecured Loan	2,531,223	1,233,123
Grandhi Enterprises Pvt Ltd	Mumbai Office Rental charges	48,935	43,481

Commitments with related parties: As at period ended March 31, 2021, there is no commitment outstanding with any of the related parties

Terms and conditions of transactions with related parties

The transaction from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. Guarantees provided or received for any related party receivables or payables are disclosed in Note 32. For the year ended 31 March 2021, Impairment on Money receivable from related parties does not arise. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

43 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, Preference Share, loan from related parties and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company includes within net debt, external borrowings.

Particulars	**At 31 March 2021**	**At 31 March 2020**
Borrowings- External	8,962,048,408	8,286,814,036
Borrowings- Related party	2,644,960,304	2,628,916,001
Net debts	**11,607,008,712**	**10,915,730,037**
Capital Components		
Share Capital	7,754,405,100	7,754,405,100
Other Equity	2,136,526,583	3,041,172,713
Total Capital	**9,890,931,683**	**10,795,577,813**
Capital and net debt	**21,497,940,395**	**21,711,307,850**
Gearing ratio（%)	**53.99%**	**50.28%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

44 Financial Instrument by Category

Particulars	As at March 31, 2021			As at March 31, 2020		
	At Amortised Cost	At FVTPL		At Amortised Cost	At FVTPL	
		Cost	Fair Value		Cost	Fair Value
Assets						
Investment in Unquoted CCDs	-	-	-	-	-	-
Equity portion of compound financial instruments	2,241,754,623	-	-	2,241,754,623	-	-
Investment in related party loans	3,674,439,533	-	-	3,674,439,533	-	-
Investment in financial guarantees	7,939,177	-	-	7,939,177	-	-
Investment in preference shares issued to related p	1,915,976,308	-	-	1,731,056,084	-	-
Loans to Related parties	9,446,151,887	-	-	10,371,360,081	-	-
Loans to Employees	180,217	-	-	-	-	-
Cash & Cash Equivalent	97,468,020	-	-	15,560,275	-	-
Trade Receivables	322,392,171	-	-	435,696,977	-	-
Other Financial Assets	557,882,140	-	-	1,377,256,845	-	-
Total	**18,264,184,076**	**-**	**-**	**19,855,063,594**	**-**	**-**
Liabilities						
Loans from related parties	2,317,116,499	-	-	2,328,080,997	-	-
Loan from external parties	8,768,136,038	-	-	8,188,452,645	-	-
Interest accrued but not due on borrowings	521,756,175	-	-	399,196,395	-	-
Financial guarantee contracts	839,382	-	-	992,437	-	-
Trade Payables	947,596,616	-	-	696,501,973	-	-
Financial guarantee contracts	2,732,717	-	-	3,572,099	-	-
Earnest Money Deposit from Vendor	500,000			500,000		
Non trade payables	32,438,044			19,764,670		
Total	**12,591,115,472**	**-**	**-**	**11,637,061,216**	**-**	**-**

45 Exceptional Items

Break-up of Exceptional Item is as under:

(Amount in Rupees)

Particulars	As at March 31, 2021	As at March 31, 2020
Gail / (Loss) on Receivables of CCDs as per discounted values FVTPL	(292,942,713)	-
	-	-
Total	**(292,942,713)**	**-**

46 Fair values

The carrying amount of all financial assets and liabilities (except for those instruments carried at fair value) appearing in the financial statements is reasonable approximation of fair values.

The management assessed that cash and cash equivalents, other financial assets, borrowings, trade and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of December 31, 2020:

Particulars	As at March 31, 2021	Fair Value measurement at end of the reporting period/year		
		Level 1	Level 2	Level 3
Assets	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2020:

Particulars	As at March 31, 2020	Fair Value measurement at end of the reporting period/year		
		Level 1	Level 2	Level 3
Assets	-	-	-	-

47 Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets is cash and cash equivalents, Investment and other bank balance.

The Company's exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The Company’s senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the company's senior management that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and Investment measured at FVTPL .

The sensitivity analyses in the following sections relate to the position as at March 31, 2021 and March 31, 2020

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt are all constant.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions. The analysis for the contingent consideration liability is provided in Note 37.

The following assumptions have been made in calculating the sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2021 and March 31, 2020.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's policy is to manage its interest cost using only interest free/ fixed rate debts from related parties.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company’s profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease in basis points	Effect on profit before tax
March 31, 2021		
INR	+50	(57,027,086)
INR	-50	57,027,086
March 31, 2020		
INR	+50	(51,288,784)
INR	-50	51,288,784

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. With respect to credit risk arising from other financial assets of the Company's, which comprise Cash and cash equivalents, loans and advances and investment, the Company's exposure to credit risk arises from default of the counterparty, with maximum exposure equal to the carrying amount of these instrument.

The Carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 23,431,686,891 and Rs. 22,438,951,749 as at March 31,2021 and March 31,2020 respectively, being the total carrying value of trade receivable, balance with bank, bank deposits, investments and other financial assets.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecast on the basis of expected cash flows.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

	On Demand	Within 1 year	1-2 years	2-3 years	3-5 years	More than 5 Years	Total
Year ended March 31, 2021							
Term Loan from Bank	208,572,966	636,080,844	945,862,110	1,891,724,220	5,675,172,660	-	9,357,412,799
Loan from Related parties		1,438,256,618		1,206,473,504			2,644,730,122
Preference Shares at amortised cost							-
Short term deposits from related parties		-					-
Trade payables		947,596,616					947,596,616
Other financial liabilities		32,938,044					32,938,044
	208,572,966	3,054,872,122	945,862,110	3,098,197,724	5,675,172,660	-	12,982,677,582

	On Demand	Within 1 year	1-2 years	2-3 years	3-5 years	More than 5 Years	Total
Year ended March 31, 2020							
Term Loan from Bank	13,500,000	521,066,146	708,000,000	1,327,500,000	4,867,500,000	1,327,500,000	8,765,066,146
Loan from Related parties		1,105,900,000		1,523,016,001			2,628,916,001
Preference Shares at amortised cost							-
Short term deposits from related parties		-					-
Trade payables		696,501,973					696,501,973
Other financial liabilities		20,264,670					20,264,670
	13,500,000	2,343,732,789	708,000,000	2,850,516,001	4,867,500,000	1,327,500,000	12,110,748,790

Excessive risk concentration

The Company needs to assess the risks in relation to excessive risk concentration and the measures adopted by the Company to mitigate such risks.

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the company to manage risk concentrations at both the relationship and industry levels.

GMR Highways Limited
CIN: U45203MH2006PLC287171
Notes forming part of Financial Statements for the Year ended March 31, 2021

48 Income tax expenses in the statement of profit and loss consist of the following: **In Rupees**

	March 31,2021	March 31,2020
Tax expenses		
(a) Current tax	-	30,495,642
(b) Adjustments of tax relating to earlier periods	62,765,820	59,494
(c) Deferred tax expense / (credit)	-	-
Total taxes	**62,765,820**	**30,555,136**

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

	March 31,2021	March 31,2020
Profit before tax	(842,983,254)	(150,280,560)
Applicable tax rates in India (% Rate)	26.00%	26.00%
Computed tax charge	**(219,175,646)**	**(39,072,946)**
Tax effect of income that are not taxable in determining taxable profit:		
a) Exempt income not included in calculation of tax	-	-
Tax effect of expenses that are not deductible in determining taxable profit:		
(a) Adjustments on which deferred tax is not created	219,175,646	39,072,946
(b) Adjustments to current tax in respect of prior periods	62,765,820	59,494
(c) Adjustment on account of reversal of DTL created on equity component of Related Party Loan and Preference Share	-	-
(e) Tax at the applicable tax rate	-	30,495,642
Tax expense as reported	**62,765,820**	**30,555,136**

49 Assets held for sale

a) GMR Infrastructure Ltd ('GIL'/'holding company') is divesting its entire 51% equity stake along with its subsidiaries held in Kakinada SEZ Ltd (KSEZ) to Aurobindo Realty & Infrastructure Pvt Ltd (ARIPL). As a part of the divestment plan, the Company along with GIL has entered Securities Sale and Purchase agreement (SSPA) with Aurobindo Reality & Infrastructure Private Limited (ARIPL), KSEZ and other group companies on September 24, 2020, as amended. In terms of divestment plan, the Company has converted a portion of existing loan and accumulated interest till 30th Sep 2020 amounting to Rs.258.36 crore into 25,83,61,466, 12% of Compulsorily Convertible Debentures (CCD's) of Rs.10 each for a period of 29 years in terms of debenture subscription agreement entered with Kakinada SEZ Limited on March 31, 2021. With regard to balance loan amount of Rs.266.67 crore, ARIPL will fund into KSEZ and the outstanding loan of from GHWL to KSEZ will be repaid subject to certain approvals.

b) The Company has also entered into Debenture Purchase Agreement (DPA) on March 31, 2021 with ARIPL and KSEZ. In terms of DPA, the company has agreed to sell 25,83,61,466 CCD’s on closing date for a purchase consideration of Rs.71.64 crore subject to terms and conditions set out in DPA. Apart from purchase consideration mentioned above, the Company is also entitled for additional payment of Rs.218.06 crore in next 2 to 3 years as per Annexure I of DPA, which is contingent upon achievement of certain agreed milestones primarily related to the sale of 2,500 acres of the land parcels at specified prices during the financial years ended March 31, 2022 and March 31, 2023. These milestones are market dependent and are not under management control. The investment on CCD's have been fair valued by the Company at Rs.229.07 crore (Including upfront consideration of Rs.71.64 crore) from an expert valuer who has considered various assumptions and scenarios on achievement of milestones with probable outcomes which is significantly dependent on future development in KSEZ and Governments approvals.

Accordingly, the Company during the year, has classified the assets and liabilities pertaining to KSEZ as assets held for sale and has accounted for the fair value loss on excess of carrying value of Investment in CCD's in KSEZ over the fair value amounting to Rs.29.29 crore.

The Company expects in next 2-3 years there will be significant development in the Kakinada SEZ which includes the development of Bulk Drug Park, Commercial Sea port, establishment of various port based industries, manufacturing industries, development of new International Airport in Bhogapuram. Based on assessment of the achievement of the aforementioned milestones by an independent property consultancy agency, management of the company is confident of achieving the aforementioned milestones and is of the view that the carrying value of Investment in CCD's and Loans to KSEZ as at March 31, 2021 is appropriate.

The sale transaction shall be subject to receipt of Regulatory and other Statutory Approvals.
As per the amended terms of CCD's, the CCDs shall have an interest moratorium until May 31, 2021 and interest shall be chargeable only from June 01, 2021.

Further, the above said investments is classified as assets held for sale as the Company is confident that the settlement of sale of CCD’s will be completed by May 2021 as part of KSEZ divestment plan with ARIPL.

The details of assets classified as held for sale and liabilities associated thereto are as under:

In Rupees

Particulars	As At March 31, 2021	As At March 31, 2020
Assets classified as held for sale		
Current investments		
Investment in compulsory convertible debentures (CCD's)	2,583,614,660	-
Less: Loss in receivable on CCDs as per discounted value	(292,942,713)	
	2,290,671,947	**-**
Liabilities directly associated with assets classified as held for sale		
Other current liabilities		
Advance received against sale of investment in CCD's	716,371,947	-
	716,371,947	**-**

50 Segment Reporting

The Company in only in one segment to be reported and hence, the reporting under the provisions of INDAS 108 does not arise.

51 The Figures of the previous period has been regrouped/reclassified, where necessary, to confirm with the current year's classification.

The accompanying notes are an integral part of the financial statements

As per our Report of even date
For Girish Murthy & Kumar
Firm registration number: 0934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR Digitally signed by ACHYUTHAVENKATA SATISH KUMAR Date: 2021.06.09 21:47:36 +05'30'

A.V. Satish Kumar
Partner
Membership no.: 26526

For and on behalf of
GMR Highways Limited

BANGARU RAJU OBBILISETTY Digitally signed by BANGARU RAJU OBBILISETTY Date: 2021.06.09 21:15:20 +05'30'

O Bangaru Raju
Managing Director
DIN:00082228

BODA VENKATA NAGESWARA RAO Digitally signed by BODA VENKATA NAGESWARA RAO DN: c=IN, o=Personal, pseudonym=3fd467656b8a07d081daa15c67f88a123b1c8c4206c48f449cc4ec6d21b2dc4e, postalCode=110057, st=DELHI, serialNumber=f826549d1803d1a1cdf856bccfb3acc7e8d97b6eff6e57b244248b8bda563ade, cn=BODA VENKATA NAGESWARA RAO Date: 2021.06.09 20:40:30 +05'30'

B V N Rao
Director
DIN:00051167

VIKAS BANSAL Digitally signed by VIKAS BANSAL Date: 2021.06.09 21:18:24 +05'30'

Vikas Bansal
Chief Financial Officer

PARAMJEET SINGH Digitally signed by PARAMJEET SINGH Date: 2021.06.09 21:15:38 +05'30'

Paramjeet Singh
Company Secretary

Place: New Delhi
Date: 09th June 2021