GMR WARORA ENERGY LIMITED

Registered Office: 701/704, 7th Floor, Naman Centre, A-Wing,
BKC (Bandra Kurla Complex), Bandra Mumbai Maharashtra 400051
(CIN: U40100MH2005PLC155140; T: 022- 42028000;
website: www.gmrpui.com & www.gmrgroup.in)

Notice is hereby given that the Eighteenth Annual General Meeting of the Company will be held on Friday, September 29, 2023 at 10:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements comprising of the Balance Sheet as at March 31, 2023, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the notes and schedules thereto for the year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. S. Rajagopal (DIN: 00022609), who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a director in place of Dr. Kavitha Gudapati (DIN: 02506004), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. RATIFICATION OF REMUNERATION OF THE COST AUDITOR

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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Narasimha Murthy & Co., Cost Accountants having firm registration no.000042, appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, for the financial year 2023-24, be paid a remuneration of Rs.1,00,000/-(Rupees One Lakh) plus out of pocket expenses to be reimbursed on actual basis and other applicable taxes.

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

5. RE-APPOINTMENT OF MR. ASHIS BASU (DIN 01872233), AS WHOLE-TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act and subject to such other approvals as may be required in this regard, the consent of the members be and is hereby accorded for the re-appointment of Mr. Ashis Basu, as Whole-time Director (DIN 01872233), of the Company with effect from April 15, 2024, for a further period of three years and payment of remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT remuneration paid to Mr. Ashis Basu during the financial year 2022-23 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee or any other sub-committee constituted by the Board) be and is hereby authorized to revise and / or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. within the remuneration as approved and in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, in case of adequate profits in any year or in the event of absence or inadequacy of profits, the aforesaid remuneration by be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions."

6. APPROVAL OF REMUNERATION OF MR. SANJAY NARAYAN BARDE, WHOLETIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 198 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act and subject to such other approvals as may be required in this regard, the consent of the members be and is hereby accorded for the payment of remuneration of Mr. Sanjay Narayan Barde, as Whole-time Director of the Company as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT remuneration paid to Mr. Sanjay Narayan Barde during the financial year 2022-23 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee or any other sub-committee constituted by the Board) be and is hereby authorized to revise and / or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. within the remuneration as approved and in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, in case of adequate profits in any year or in the event of absence or inadequacy of profits, the aforesaid remuneration by be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions."

7. APPOINTMENT OF MS. SUMAN NARESH SABNANI (DIN: 10223343) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Suman Naresh Sabnani (DIN: 10223343), who was appointed as an Additional Director in the category of independent director pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from September 05, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years commencing from September 05, 2023 upto September 04, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board for **GMR Warora Energy Limited**

Sanjay Kumar Babu
Company Secretary
M.No. FCS 8649

Place: New Delhi
Date: September 05, 2023

NOTES:

1. In view of COVID 19 pandemic, social distance is a norm to be followed, the Government of India, Ministry of Corporate Affairs, allowed conducting Annual General Meeting through Video Conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the Members at the Meeting. Accordingly, Ministry of Corporate Affairs (MCA) issued Circular No 14/2020 dated 08th April, 2020 Circular No 17/2020 dated 13th April, 2020 Circular No 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December 2022 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of said Circulars, the 18th Annual General Meeting of the Members be held through Video Conferencing.

2. The Meeting shall be deemed to be conducted at the Registered Office of the Company situated at 701/704, 7th Floor, Naman Centre, A-Wing, BKC (Bandra Kurla Complex), Bandra Mumbai Maharashtra 400051.

3. Since, the AGM is being conducted through video conferencing, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the Members will not be available.

4. Banks / Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote.

5. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

6. Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

8. The Statement setting out the material facts in respect of the special businesses pursuant to Section 102 of the Companies Act, 2013, is annexed to this Notice as Annexure I.

9. Brief details of the Directors proposed to be re-appointed as required pursuant to the Secretarial Standards-2 on General Meetings, is annexed to this Notice as Annexure II.

10. Since the AGM will be held through Video Conferencing, the Route Map is not annexed in this Notice.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to: energy-secretarial@gmrgroup.in.

12. The details and process and manner for participating in the AGM through Video Conferencing are explained herein below:
    a) Meeting would be conducted by using Zoom application which is one of the mode of conducting through Video Conferencing.
    b) The Login Id and Password will be shared to the Members on their respective email ids as registered with the Company.
    c) Members can participate in AGM through smart phone/laptop, however for better experience and smooth participation it is advisable to join the Meeting through Laptops.
    d) Further Members will be required to allow camera and microphone permission and it is better to use Internet with a good speed to avoid any disturbance during the Meeting.
    e) For those shareholders who need assistance with using the technology before or during the meeting or in case of any query, may call to the Mr. Sanjay Babu, Company Secretary, Mobile No. 9818124122 or can send a mail to Sanjay.Babu@gmrgroup.in or energy-secretarial@gmrgroup.in.

ANNEXURE I

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.4:

The Board on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. Narasimha Murthy & Co., Cost Accountants having firm registration no.000042 to conduct the audit of the cost records of the Company for the financial year ended March 31, 2024 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 Cost Auditors for the financial year ended March 31, 2024.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the members.

None of the other Directors/ Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise, in these resolutions.

Item No.5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on September 05, 2023 approved the re-appointment of Mr. Ashis Basu as a Whole-time Director w.e.f. April 15, 2024 for a term of three years till April 14, 2027 and payment of remuneration as follows:

- Gross Salary: Rs.2.55 Crore per annum effective from April 01, 2023 which includes variable pay, ex-gratia bonus and other allowances & perquisites with the authority to the HR for annual increment as per HR Policy of the Company.
- In addition to above, he shall be eligible for following benefits as per HR policy/rules of the Company in force;
    i) Special incentive and/or Performance Bonus;
    ii) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
    iii) Gratuity payable not exceeding half month's salary for each completed year of service or as per the applicable law in force; and
    iv) Encashment of leave as per Company's rules, at the end of tenure.
- The different components of remuneration including Salary, HR allowance, transport allowance, leave travel allowance, medical reimbursement and retirement benefits etc., be finalized as per the Company's policy.
- The valuation of perquisites shall be as per the provisions of the Income Tax Act and the break-up of overall remuneration shall be as per the Company Rules.
- Reimbursement of Expenses incurred for telephone expense, travelling, boarding and lodging; provisions of car(s) in course of the official purposes shall be reimbursed on actuals and not to considered as perquisites.

In view of inadequacy of profit during FY 2022-23, calculated as per section 198 of the Companies Act, 2013, the payment of managerial remuneration will have to be in accordance with Schedule V of the Act, based on the effective capital of the Company. Further, the limits specified as per the effective capital can be increased if the same is approved by the shareholders of the Company by way of a special resolution.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are annexed hereto.

Considering his expertise and vast experience in the industry, the Board is of the view that Mr. Ashis Basu possesses appropriate skills, experience and knowledge and therefore his re-appointment as Whole-time Director is desirable and would be beneficial to the Company and recommends the re-appointment of Mr. Basu for three years and approval for remuneration paid during the financial year 2022-23 as mentioned in statement under schedule V and payment of remuneration proposed as aforesaid to the shareholders by way of a special resolution as set out in item No. 5 of the Notice.

Except Mr. Ashis Basu, none of the Directors, Key Managerial Personnel (KMP) and their relatives is in any way concerned or interested in the above resolution.

Item No. 6:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on September 05, 2023 approved the revision in terms of remuneration of Mr. Sanjay Narayan Barde as a whole-time director of the Company, as below:

- Gross Salary: Rs3.13 Crore per annum effective from April 01, 2023 which includes variable pay, ex-gratia bonus and other allowances & perquisites with the authority to the HR for annual increment as per HR Policy of the Company.
- In addition to above, he shall be eligible for following benefits as per HR policy/rules of the Company in force;
    i. Special incentive and/or Performance Bonus;
    ii. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
    iii. Gratuity payable not exceeding half month's salary for each completed year of service or as per the applicable law in force; and
    iv. Encashment of leave as per Company's rules, at the end of tenure.
- The different components of remuneration including Salary, HR allowance, transport allowance, leave travel allowance, medical reimbursement and retirement benefits etc., be finalized as per the Company's policy.
- The valuation of perquisites shall be as per the provisions of the Income Tax Act and the break-up of overall remuneration shall be as per the Company Rules.
- Reimbursement of Expenses incurred for telephone expense, travelling, boarding and lodging; provisions of car(s) in course of the official purposes shall be reimbursed on actuals and not to considered as perquisites.

In view of inadequacy of profit during FY 2022-23, calculated as per section 198 of the Companies Act, 2013, the payment of managerial remuneration will have to be in accordance with Schedule V of the Act, based on the effective capital of the Company. Further, the limits specified as per the effective capital can be increased if the same is approved by the shareholders of the Company by way of a special resolution.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are annexed hereto.

Considering his expertise and vast experience in the industry, the Board is of the view that Mr. Barde possesses appropriate skills, experience and knowledge and recommends to the shareholders' for their approval for remuneration paid during the financial year 2022-23 as mentioned in statement under schedule V and payment of remuneration proposed as aforesaid to the shareholders by way of a special resolution as set out in item No. 6 of the Notice.

Except Mr. Sanjay Narayan Barde, none of the Directors, Key Managerial Personnel (KMP) and their relatives is in any way concerned or interested in the above resolution.

Item No.7:

In terms of provision of sub regulation (1) of regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. Also, for the purposes of this provision, the term "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

The Company is a subsidiary of GMR Power and Urban Infra Limited (GPUIL), a Company listed on the NSE and BSE. Since the income of the Company exceeded 20% of the consolidated income of GPUIL, the Company has become a material subsidiary of GPUIL for the purpose or regulation 24(1) of SEBI (LODR) Regulations, 2015, and accordingly, one independent director of GPUIL is required to be appointed on the board of directors of the Company.

In view of the above and upon recommendation of nomination and remuneration committee, the Board of Directors of the Company, had appointed Ms. Suman Naresh Sabnani, who is Independent Director in listed holding company(GPUIL), as an Additional Director of your Company, in the category of independent director in terms of Section 149 and 161 of the Companies Act, 2013, with effect from September 05, 2023, to hold office upto the date of ensuing Annual General Meeting. It is now proposed to appoint Ms. Suman Naresh Sabnani (DIN: 10223343) as a Non-Executive, Independent Director of the Company whose office shall not be liable to retire by rotation for a term of five consecutive years commencing from September 05, 2023 upto September 04, 2028.

The Company has duly received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has also received a notice in writing from a Member as required under Section 160 of the Act, proposing his candidature. Further, the Nomination &

remuneration Committee and the Board of Directors had also recommended the appointment of Ms. Sabnani as Director of the Company.

The details of the appointee in terms of Secretarial Standard 2 is given in Annexure I as annexed to this Notice.

A copy each of the disclosures received from Ms. Sabnani as aforesaid, notice under section 160 of the Act are available for inspection, without any fee, by the members at the Company's registered office / Corporate Office during business hours on working days,

Except, Ms. Suman Naresh Sabnani, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the aforesaid resolution.

By Order of the Board for **GMR Warora Energy Limited**

Sanjay Kumar Babu
Company Secretary
M.No. FCS 8649

Place: New Delhi
Date: September 05, 2023

Statement containing information to the shareholders as required by Schedule – V of the Companies Act, 2013:

I. General Information:

1) Nature of Industry

GMR Warora Energy Limited has a 2x300 MW coal based thermal power plant at Warora; Dist. Chandrapur, Maharashtra.

2) Date or expected date of commencement of commercial production

Date of commencement of commercial production of unit I is 19.03.2013 and unit II 30.09.2013.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: -N.A

4) Financial Performance based on given indicators:

(Rs. in millions)

Particulars	FY 2020-21 (Actual)	FY 2021-22 (Actual)	FY 2022-23 (Actual)
Total Revenue (incl. other income)	14833.52	14082.36	16980.79
Expenditure (incl. interest and depreciation)	15673.68	14764.70	16158.85
Profit / (Loss) Before Tax (PBT)	(840.16)	(682.34)	821.94
Exceptional items			856.80
Profit/(Loss) after Tax (PAT)	(633.28)	(486.95)	1678.74

(5) Foreign investments or collaborations, if any

NIL

II. Information about the appointee:

1. Background details, Job Profile and his suitability

<u>Mr. Ashis Basu:</u>

Mr. Ashis Basu has been associated with the GMR Group since December 2001. He holds a Bachelors' degree in Commerce from St. Xavier's College, Kolkata and is also a qualified Chartered Accountant. He has rich experience in power sector, Commercial and Contracts. Prior to joining our group, he worked with RPG-RR Power Engineering Limited as a Chief Manager - Finance for a period of 5 years. He has in the past also worked with other subsidiaries of CESC Limited for development of power project and coal mining project. Currently, he is responsible for the corporate functions of Energy sector including legal, corporate secretarial, commercial contracts & procurement, business development and development of business portfolio.

Mr. Sanjay Narayan Barde:

Mr. Sanjay Narayan Barde, is a mechanical engineer from BMS College of Engineering, Bengaluru in 1978. He has been associated in the Group since July 2004. He has over 41 years of work experience in power sector in construction, commissioning and management of large power projects and plants. He joined National Thermal Power Corporation as an Executive Trainee and worked for 18 years in various capacities at Korba and Dadri Super Thermal Power Stations and was handling with the Construction / Erection/ Commissioning related activities. He was posted in CEGB United Kingdom for a year during this period for Training in various systems which were under implementation at NTPC. In 1996 he joined BSES as Chief Engineer at Dahanu. He worked up to the position of GM and station in charge of Dahanu Thermal Power Station. He has an experience of over thirty-five years in Power Generation Field and has been associates with GMR Group since July 2004. Mr. Barde is a Director on various companies of GMR group. The areas of experience of Mr. Barde include plant development, operations and general management.

2. Past Remuneration **Rs. in millions**

Name	Mr. Ashis Basu	Mr. Sanjay Narayan Barde
Remuneration (including PF and other exempted perquisites and allowance)	29.38	33.87

3. Recognition or Awards

Nil

4. Remuneration proposed

The Board of Directors of the Company, subject to the approval of the Shareholders of the Company, has recommended the re-appointment & remuneration of Mr. Ashis Basu the Whole-time Director of the Company and revision in terms of remuneration of Mr. Sanjay Narayan Barde as per the details mentioned in the resolution and explanatory statements for the period upto their respective tenures.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The payment of remuneration to managerial personnel such as Whole-time Director is fixed on the basis of the relative activity and business complexities prevailing in each industry. The remuneration is fixed after making an assessment through market sources in the power sector industry.

Compensation structure in leading companies has been studied. As a Whole-time Director of the Company, they have many key goals to be achieved including the following:

1. Smooth conduct of operations;
2. Ensuring sustained external charter business;
3. Meeting the internal requirements of group companies.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any.

None of the managerial personnel is a relative of Mr. Ashis Basu and Mr Sanjay Narayan Barde

III. Other Information:

(1) Reasons for loss or inadequate profits.

- ✓ Linkage coal curtailment by SECL to 75% ACQ has resulted into coal shortage. Units were forced to shut down leading to generation loss.
- ✓ Fuel supply agreement was curtailed due to expiry of DNH in June 2020. Portion of FSA was restored after start of GUVNL PPA in Oct 2021.
- ✓ Due to COVID, there was low demand of power and merchant rates was very less which resulted in lower sale of untied capacity.
- ✓ Lower PLF in H1 mainly due to low coal materialization has resulted in loss of capacity charges and less sales in exchange market.
- ✓ Unable to maintain PPA compliance to 85% resulting in revenue loss.

(2) Steps taken or proposed to be taken for improvement.

- ✓ Implementation of Resolution Plan (RP) under RBI guidelines - as per terms of Resolution Plan, interest rate on TL/FBWC has been revised to 8.50% p.a. w.e.f. April 01, 2021
- ✓ Reduction in finance cost by restructuring of term loan and working capital facilities.
- ✓ 100% materialization of linkage coal to reduce cost of coal. Steps taken for improvement of GCV.
- ✓ Construction of dedicated freight corridor for reducing cost of transportation for road movement from WCL.

(3) Expected increase in productivity and profits in measurable terms

- ✓ Target Coal Materialization to 100% of ACQ
- ✓ Capacity Enhancement by 10MW by savings in auxiliary power consumption.
- ✓ Maintaining customer availability for improving profitability and sale of untied capacity in exchange market.
- ✓ Entering into new PPA at higher rate after expiry of GUVNL PPA.
- ✓ Obtain Favorable Verdicts in Regulatory cases and realization of receivables.

By Order of the Board
For **GMR Warora Energy Limited**

Sanjay Kumar Babu
Company Secretary
M.No. FCS 8649

Place: New Delhi
Date: September 05, 2023

Annexure I

Additional Information on Directors recommended for re-appointment/appointment as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India:

Name:	**Dr. Kavitha Gudapati**	**Mr. S. Rajagopal**	**Mr. Ashis Basu**	**Ms. Suman Naresh Sabnani**
Proposed designation and appointment	Director liable to retire by rotation	Director liable to retire by rotation	Whole-time Director	Independent Director
DIN	02506004	00022609	01872233	10223343
Date of birth	November 14, 1974	March 10, 1940	June 02, 1962	May 09, 1971
Age	48 years	83 years	61 years	52 years
Qualifications	Doctorate in Management, MA in Psychology and a Post Graduate diploma in basic and advanced counselling skills	Masters' degree in arts (Economics), law graduate, commerce degree and professional qualification from the Indian Institute of Bankers	Chartered Accountant	Graduate in commerce and Post Graduate Certificate in Business Management, XLRI, Jamshedpur.
Experience	Dr. Kavitha Gudapati is an Organizational Psychologist, facilitator, family business advisor and a certified leadership Coach. She has a Doctorate in Management, specializing in Organizational Behaviour, an MA in Psychology and a Post Graduate diploma in basic and advanced counselling skills. She is a Certified Coach recognized by the ICF (International Coach Federation), also has a ACC	Mr. S. Rajagopal holds a masters' degree in arts (Economics) from Gujarat University and is a law graduate from Gujarat University. Additionally, he also holds commerce degree from Gujarat University and professional qualification from the Indian Institute of Bankers. He has been on the boards of several corporate institutions and development funds in India and overseas. He has more than 37 years of experience in the field of banking industry.	Mr. Ashis Basu has been associated with the GMR Group since December 2001. He holds a Bachelors' degree in Commerce from St. Xavier's College, Kolkata and is also a qualified Chartered Accountant. He has rich experience in power sector, Commercial and Contracts. Prior to joining our group, he worked with RPG-RR Power Engineering Limited as a Chief Manager - Finance for a period of 5 years. He has in the past also worked with other	Ms. Suman Naresh Sabnani is a Graduate in commerce from Mumbai University and holds Post Graduate Certificate in Business Management, XLRI, Jamshedpur. Ms. Suman is having managerial experience of over 30 years and has held various senior positions with HSBC Bank, India and her last stint with the Bank was a Global role reporting to HSBC, UK. During her stint, she dealt the Regional Third-Party Risk Officers across Asia Pacific, UK, Europe, North America, to

	– Erickson coach certification. She has been trained by Dr. Marshall Goldsmith on his approach towards executive coaching. She has ICF Approved Certificate Program in "Appreciative Coaching" by Fielding Graduate University. She has also undergone Basic Human processes lab and Advanced Human processes lab under ISABS. She has undergone family business Executive Education Programs offered by ISB – Indian School of Business, Hyderabad. She has over seventeen years of experience covering a wide range of industries and projects. She has consulted and trained with several organizations such as Bharath Dynamics Limited, VOLVO, DRDL, Deloitte, GE- Money, PWC, GMR, Dr. Reddy's, Satyam Computers, Airtel, BSNL, BAAN, Intelle Group, BSNL, Navayuga Infotech, Cyberabad Police Neospark etc. Dr. Kavitha Gudapati is also the Director on the Board of several other GMR group	He has been the Chairman and Managing Director of Indian Bank, Chairman and Managing Director of Bank of India and Chairman of the Banking Service Recruitment Board. He is also an Advocate with specialization in company matters. He is also closely associated with Academics. As the Chairman of Committee of Economists of Indian Banks' Association, he conducted studies on Tyre, Sugar, Granite, Electronics and Film Industry among others.	subsidiaries of CESC Limited for development of power project and coal mining project.	ensure all that Third Party Risks raised in their Areas are completely and accurately addressed. She also managed the third-party Global Risk Map, Emerging Risk Return and third-party Opinion Paper for Global Senior Management and review of Supplier Management chain to ensure alignment to the Bank's Policy and Procedures. Ms. Sabnani has received several awards and recognition during her professional journey. She was nominated for Global Circle of Excellence 2020, HSBC Global Wealth and Personal Banking, Dynamo Award, Head of Retail Banking & Wealth Management for exemplary customer service and was ranked as No.1 Customer Service Manager India, among many others.

	Companies.			
Terms and Conditions:	Non-Executive Director liable to retire by rotation.	Non-Executive Director liable to retire by rotation.	Whole-time Director liable to retire by rotation	Independent Director not liable to retire by rotation.
Details of remuneration sought to be paid:	Except sitting fee, no other remuneration is proposed to be paid	Except sitting fee, no other remuneration is proposed to be paid	As per shareholders' resolution set out in notice of AGM	Except sitting fee, no other remuneration is proposed to be paid
Date of first appointment on the Board	February 20, 2021	March 27, 2020	April 15, 2015	September 05, 2023
Shareholding in the Company:	NIL	NIL	NIL	NIL
Relationship with Other Directors, Manager and other KMP(S):	NA	NA	NA	NA
Number of Board Meetings attended during the year (FY 2023-24):	One	Three	Two	One
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)	Given hereunder as (d)

a) Names of entities in which Dr. Kavitha Gudapati holds directorship and the Membership/Chairpersonship of Committees of the Board:

Sr. No.	Name of Companies (Directorship)	Membership/ Chairpersonship of Committees of the Board
1.	GMR Air Cargo and Aerospace Engineering Limited	Member of Corporate Social Responsibility Committee
2.	GMR Hospitality and Retail Limited	Chairperson of Corporate Social Responsibility Committee
3.	Parampara Family Business Institute	NIL
4.	GMR Ambala-Chandigarh Expressways Private Limited	Member of Audit Committee
		Member of Nominationand Remuneration Committee
5.	GMR Hyderabad Vijayawada Expressways Private Limited	Member of Audit Committee Member of Nomination and Remuneration Committee
6.	GMR Bajoli Holi Hydropower Private Limited	NIL
7.	GMR Kamalanga Energy Limited	NIL

b) Names of entities in which Mr. S. Rajagopal holds directorship and the Membership / Chairmanship of Committees of the Board:

Sr. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	GMR Highways Limited	Member of Audit Committee Member of Nomination and Remuneration Committee
2.	GMR Bajoli Holi Hydropower Private Limited	Member of Audit Committee Member of Nomination and Remuneration Committee
3.	GMR Energy Limited	Member of Audit Committee Member of Nomination and Remuneration Committee Member of Corporate Social Responsibility Committee
4.	GMR Rajahmundry Energy Limited	Member of Audit Committee Member of Nomination and Remuneration Committee Member of Corporate Social Responsibility Committee
5.	Career Cubicle Technologies Private Limited	NIL
6.	Wisdom Leaf Technologies Private Limited	NIL
7.	GMR Kamalanga Energy Limited	NIL

**Foreign entities not considered*

c) Names of entities in which Mr. Ashis Basu holds directorship and the Membership /Chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board
1.	GMR Warora Energy Limited	Member of: • Securities Allotment Committee; • Executive Committee.
2.	GMR Gujarat Solar Power Limited	Member of Corporate Social Responsibility Committee.
3.	GMR Bajoli Holi Hydropower Private	Member of :

	Limited	• Nomination and Remuneration Committee; Management Committee,; • Securities Allotment Committee.
4.	GMR Generation Assets Limited	Member of: • Audit Committee • Corporate Social Responsibility Committee; • Securities Allotment Committee; • Executive Committee
5.	GMR Trading Energy Limited	Member of: • Corporate Social Responsibility Committee; • Executive Committee
6.	GMR Maharashtra Energy Limited	-
7.	GMR Green Energy Limited (Formerly GMR Green Energy Private Limited)	-
8.	GMR Smart Electricity Distribution Private Limited (Formerly GMR Mining And Energy Private Limited)	-
9.	GMR Kashi Smart Meters Limited	-
10.	GMR Triveni Smart Meters Limited	-

*Companies Incorporated in India only

d) Names of entities in which Ms. Suman Naresh Sabnani holds directorship and the Membership /Chairmanship of Committees of the Board:

S. No.	**Name of Companies (Directorship)***	**Membership / Chairmanship of Committees of the Board**
1	GMR Power and Urban Infra Limited	Member of: • Audit Committee; • Stakeholder Relationship Committee; • Environment Social & Governance (ESG) Committee.

GMR WARORA ENERGY LIMITED
Registered Office: No.701/704, 7th Floor, Naman Centre, A Wing,
Bandra Kurla Complex, Bandra, Mumbai, Maharashtra - 400 051
(CIN: U40100MH2005PLC155140; T: 022-42028000;
website: www.gmrpui.com & www.gmrgroup.in)

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the Eighteenth Annual Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2023.

FINANCIAL / OPERATIONAL SUMMARY

The financial status of the Company as on March 31, 2023 is as under:

(Amount in Rs. million)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income	16,345.39	12,994.04
Expenditure	16,158.85	14,764.70
Profit/(Loss) Before Taxation	1,678.74	(682.34)
Tax expense	-	(195.39)
Profit/(Loss) After Taxation	1,678.74	(486.95)
Total Comprehensive income for the year	1,676.30	(492.08)

The Company's total income during FY 2022-23 was ~Rs.16,345 million as compared to ~Rs.12,994 million in previous year, thereby registering an increase of ~26%. There was an exponential increase in the profit after tax of ~Rs.1,679 million during the FY 2022-23 as against loss of ~Rs.485 million in previous year.

PLANT PERFORMANCE

The Company's Thermal Power Plant (2 x 300 MW) at Warora, District Chandrapur, Maharashtra achieved a PLF of 82.2%, highest ever and with a machine availability of 89.4% and PPA compliance above 87%. The Plant's ~92% capacity is tied up in long term and medium term PPA's and balance untied capacity is being sold in open market through Indian Energy Exchange (IEX). Plant has a total Fuel Supply Agreement (FSA) of 2.36 million tons per annum comprising of 1.3 million tons with South-Eastern Coalfields Limited (SECL) and 1.06 Million tons with Western Coalfields Limited (WCL) respectively.

Awards & Certifications:

The Company has been rapidly gaining position, in terms of Plant's safety and standardization processes, amongst the best performing domestic coalbased power stations and its performance was also recognized at various forums. Some of the accolades, received during the year under review are:

- First Indian company to bag the India's top-most recognition "Safety shield" from National Safety Council of India;
- Safety Council Gold award – "Sarva Shresta Suraksha Puraskar" 2021 from National Safety Council of India for achieving longest accident free man-days in the country;
- National award for excellence in Energy management from CII' for fifth consecutive year. For third straight year emerged as National Energy Leader; and
- "Maharashtra CSR Award-2022" for water & sanitation initiatives.

The Company has also obtained the following certifications/achievements during the FY 2022-23:

- "Utkristh" rating (>95% score) in 5S assessment carried by National productivity council;
- Recertification Audit of IMS (ISO-9001-2015; ISO 14001-2015; ISO 45001-2018), Energy Management System (EnMS) (ISO 50001:2018), Water Efficiency Management System (WeMS) (ISO 46001:2019) without any non-conformities;
- Completed Assessment of GHG emissions for FY 21-22 as per ISO 14064 Standard; and
- Empanelled as ESCO by Bureau of Energy efficiency and achieved grade -04 rating.

RESOLUTION PLAN

During the year under review, the Company has successfully implemented the Resolution Plan (RP) in terms of "Prudential Framework for Resolution of Stressed Assets" issued vide RBI circular dated June 7, 2019.

As per RP, the debt outstanding as on cut-off date, i.e. on April 01, 2021, was converted into sustainable and unsustainable debt. The reduced rate of interest of 8.5% and elongate the repayment schedule of sustainable debt (including existing NCDs of Rs.75 Crore) were granted and conversion of unsustainable debt by lenders, which forms ~25% total outstanding debt, into fresh securities of the Company at nominal coupon rate (wherever applicable) as follows:

- 55,45,31,916, 0.01% Secured Unrated Unlisted Redeemable Non-Convertible Debentures - Series B of Rs.10 each aggregating to Rs.554,53,19,160;
- 22,33,53,257, 0.01% Secured Unrated Unlisted Optionally Convertible Debentures Series B1 of Rs.10/- each aggregating Rs.223,35,32,570;
- 7,49,10,482 Equity Shares of Rs.10 each, at an issue price of Rs.4.34 per share aggregating to Rs.32,51,11,492.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the Company between 31st March, 2023 and the date of Board's Report.

SHARE CAPITAL

During the FY 2022-23, the authorised share capital was increased from Rs.11,000 million to Rs.20,000 million divided into 1600 million equity shares of Rs.10 each and 400 million Preference Shares of Rs.10 each.

The Company has allotted 7,49,10,482 Equity Shares of Rs.10 each, at an issue price of Rs.4.34 per share aggregating to Rs.32,51,11,492 to lenders of the Company pursuant to Resolution Plan and thereby the paid-up capital increased from ~Rs.10,400 million to ~Rs.11,150 million.

The Company continues to retain its status as direct subsidiary of GMR Energy Limited which holds 92.07% of the paid-up share capital of the Company as on the date of this Board Report.

SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Ventures or Associate Companies of its own and hence the statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures, as required to be provided in Form–AOC 1, is not applicable.

NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

Since the Company does not have Subsidiary, Joint Venture or Associate Company, this clause is not applicable.

DIVIDEND

The Board did not recommend any dividend for the year 2022-23.

TRANSFER TO RESERVES

During the year there was no transfer of fund to any reserves other than the statutorily required to be maintained.

BOARD MEETING

The Board of Directors met five times during the financial year. The intervening gap between two consecutive meetings was in compliance with the provisions of the Act and circulars issued in this regard by the Ministry of Corporate Affairs, during the year. The details are given in the Corporate Governance section of this Report.

FIXED DEPOSITS

During the year under review the Company has neither invited nor accepted any fixed deposits from the public.

INDEPENDENT DIRECTORS

During the year under review, the Company had following 2 (Two) Independent Directors in terms of the provisions of Section 149 of the Companies Act, 2013 (the Act):

1. Dr. M. Ramachandran
2. Mr. Subodh Kumar Goel.

Both Independent Director possesses appropriate skill, experience, knowledge and criteria of independence and has furnished to the Company a declaration in terms of the provisions of Section 149(7) of the Act stating that his fulfilling the criteria of independence laid down in Section 149(6) of the Act. Each Independent Director is empanelled with databank registered with Ministry of Corporate Affairs under The Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and the Company has received declaration from both the Independent Directors to that effect.

ANNUAL RETURN

As required pursuant to Section 92(3) of the Act and rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of annual return in Form MGT 7 is available at the Company's webpage at www.gmrpui.com & www.gmrgroup.in.

DIRECTOR’S RESPONSIBILITY STATEMENT:

In pursuance of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

a) that in the preparation of the annual financial statements for the year ended 31st March 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the year ended on that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the annual financial statements have been prepared on a going concern basis;

e) that proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and were operating effectively.

f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loan or provided any security or guarantee to any other company during the year under review. Further, no investment was made by the Company in the securities of other companies during the year.

AUDITORS & AUDITORS’ REPORT

Statutory Auditors:

M/s S.R Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors of the Company were appointed at the AGM held on September 27, 2019 to hold the office for a period of five years, until the conclusion of AGM to be held in the year 2024. Accordingly, they continue to be the Auditors of the Company. The Company has received confirmation from the Auditors, that their appointment continues to be within the prescribed limits under Section 141(3)(g) of the Act and they are not disqualified for the remaining tenure of their appointment.

Auditors’ Report

The Auditors have given their report on financial statements of the Company for the financial year ended March 31, 2023. The management response with respect to auditors’ comments are as follows:

Emphasis of Matter:

- With regard to Accounts receivables and unbilled revenue it was apprised to the Board that the Company had trade receivables and unbilled revenue (including claims) of Rs.7,609.77 million and Rs.1,212.47 million respectively as at March 31, 2023, including for various "change in law" events from its customers under the PPAs and petitions filed with the regulatory authorities for settlement of such claims. The payment from the customers against the claims is substantially pending receipt. Based on certain favourable interim regulatory orders with regard to its petition for 'Tariff Determination' and 'Tariff Revision' with its customers, the management is confident of a favourable outcome towards the outstanding receivables. The Company, during the year ended March 31, 2023 continued to account revenue amounting to Rs.934.54 million from MSEDCL, Rs.367.42 million from TANGEDCO and Rs.250.85 million from GUVNL towards change in law events/ coal cost pass throughs. Regulatory claims in TANGEDCO includes Rs.174.95 million pertaining to disputed dues on account of escalation rates specified in CERC circular. As at March 31, 2023, the management has created Expected Credit Loss provision of Rs.95.85 million. During the year ended March 31, 2023, Company has received and accounted Rs.230.87 million of delayed payment surcharge from MSEDCL. During the year ended March 31, 2023, the Company has received confirmation and reconciliations from TANGEDCO confirming outstanding CIL claims and delayed payment surcharge as on August 31, 2022, the balance of CIL claims accounted in the books of the Company is higher by Rs.141.6 million. The Company has given the accounting effect of the aforesaid confirmation and reconciliations in the Ind AS financial statements for the year ended March 31, 2023.

  Considering the terms of PPA are similar to TANGEDCO, management has accounted Rs.160.11 million towards CIL claims adjustments (provision of Rs.85.19 million and reversal of revenue Rs.74.93 million) in the Ind AS financial statements during the quarter ended March 31, 2023. Also, The Company has received favourable supreme court order with respect to operational parameters of CIL claims with MSEDCL. The management has represented that the CIL claims of Rs.347.65 million will be realised by Q1 of March 31, 2024.

  Management Response: Company has accounted revenue based on favorable orders from appropriate authority. DISCOMs has challenged the orders APTEL / Supreme Court. In the matter of MSEDCL operational parameters and DNH regulatory dues, Hon'ble Supreme Court has given favorable judgement in Company's favor.

  The Company has provided for expected credit loss on a case-to-case basis, after evaluation. The company has accounted delayed payment surcharge either on acknowledgement by DISCOMs or on receipt amount.

- In the matter of transmission charges recoverable from MSEDCL, the Board was apprised that as on December 31, 2022, the Company has raised claim of Rs.6,163.31 million towards reimbursement of transmission charges from March 17, 2014. Pursuant to notification No. L-1/250/2019/CERC, the transmission charges were being directly billed to the respective customers (DISCOMS) by Power Grid Corporation of India Limited and accordingly the Company had not received transmission charges related invoices for the period December'2020 to March'2023. Though there was a change in the invoicing mechanism, the final obligation towards the transmission charges would be decided based on the order of the Hon'ble Supreme Court of India as stated above.

  In view of the favorable Order from APTEL, rejection of stay petition of MSEDCL by the Hon'ble Supreme Court of India, receipt of substantial amounts towards reimbursement of transmission charges and legal expert advice, the Company had recognized the reimbursement of transmission charges of Rs.6,163.31 million from

March 17, 2014 to March 31, 2023 as reduction in the cost of transmission in the Statement of profit and loss.

Management Response: The company expects favorable order from Supreme Court.

- With respect to delay in payment of foreign payables as per FEMA regulations, the Board was apprised that as at March 31, 2023, Capital Creditors amounting to USD 5.25 Million (excluding interest) towards import of goods and services (for capital purpose) were outstanding beyond permissible time period stipulated under the Master Circular on Import of Goods and Services and Master Circular on Export of Goods and Services issued by Reserve Bank of India ('the RBI'), which states that payments against imports of goods and services are required to be made within prescribed timelines from date of shipment. The dues payable to Shanghai Electric Corporation are outstanding for more than 3 years and hence as per the FEMA regulations, RBI approval is mandatory to make such payment. Further, based on the opinion received by the management from the Authorized Dealer, "In case of conversion of outstanding overdue imports into ECB, specific RBI approval (ECB Division) is required. The management is confident that required approvals would be received and penalties, if any that may be imposed on the Company would not be material. Accordingly, no adjustments have been made by the management in these Ind AS Financial statements in this regard. Adequate disclosure as regards these matters is made in the Ind AS Financial statements.

  Management Response: Management has submitted requisite documents to Bank for preparing application for RBI approval. Based on RBI approval, the Company will make payment to the foreign vendor.

  <u>Material Uncertainty Over Going Concern:</u>

- The Company had accumulated losses of Rs.5,854.39 million as at March 31, 2023 which has resulted in substantial erosion of the net worth of the Company. There had been delays in repayment of dues to the lenders on account of the delay in the receipt of receivables from its customers, thereby resulting in lowering of credit ratings for the Company's borrowings. However, the Company had successfully implemented Resolution Plan under Prudential Framework for Resolution of Stressed Assets, as prescribed by the RBI and has made profits before taxes for the year ended March 31, 2023 and have favorable interim orders towards the aforementioned claims. Considering the aforesaid factors, the Company had performed going concern assessment and had prepared cashflow forecast which depends on the estimates and judgement with respect to key variables, market conditions, future economic conditions such as entering into Power Purchase Agreement ('PPA') and fully utilizing the capacity of 200 MW after expiry of new PPA with one of the customers in January 2024, conclusion and timely realization of claims with Discoms currently under dispute for various change in law events, enhancement in the operational performance of the plant including ramp up in generation and availability of coal with higher gross calorific value at competitive rates, etc., which the Company believes reasonably reflect the future expectations and believes it has sufficient liquidity based on the expected cash to be generated from operations to meet its financial obligations as they fall due for the following twelve months and as per the Resolution Plan. Accordingly, the Ind AS financial statements of the Company continue to be prepared on a going concern basis which contemplates realization of current assets and settlement of current liabilities in an orderly manner. The updated cash flow projections for FY 2023-24 were shared with Auditors which will be approved by the Board. Based on the same Auditors had dropped the Material uncertainty relating to going concern in their audit report which was included in the previous periods.

Other Matters:

- With regard to matters in relation to PPA with DNH which expired in June 2022, the Board was apprised that during the year ended March 31, 2020, DNH had invoked the force majeure clause under the PPA owing to the ongoing COVID-19 pandemic and denied the payment of capacity charges under the PPA. Company is of the view that force majeure clause is not enforceable considering clarification issued by the Ministry of Power ('MoP') on April 06, 2020 which has been communicated to the customer as well. The Company received a favorable order dated January 20, 2022 from CERC directing DNH to pay capacity charges along with late payment surcharge within 60 days from the order. Further CERC initiated the proceedings under section 142 of the Electricity Act. DNH had appealed against the said proceedings before APTEL and APTEL directed the appellant to pay 25% of the principal amount of Rs.1,320.06 million within a period of one week from the date of its interim order and also deposit the balance outstanding amount in an interest-bearing fixed deposit receipt with a nationalized bank within two weeks initially for a minimum period of six months with the provision of auto-renewal. The fixed deposit receipt shall be made over to the registry of CERC to be kept in the safe custody and be subject to further directions to be passed by the Tribunal in this matter. The aforesaid matter is pending conclusion.

  Claims on account of CIL and CPT disputed at various regulatory forums by DNH and the receipt of these claims were substantially pending receipt. Based on certain favorable interim regulatory orders with regard to its petition for 'Tariff Determination' and 'Tariff Revision' with its customers, the management is confident of a favorable outcome towards the outstanding receivables. The Company received a favorable order dated April 20, 2023 from Supreme court pertaining to certain change in law and carrying cost claims. The Company has filed a writ petition before the Hon'ble High Court of Bombay challenging the legality and validity of proposed transfer of the electricity distribution of DNH Power Distribution Company Limited ('DNHPDCL') to the new company as a going concern and invited bids of issued by the Administrator, Union Territory of Dadra and Nagar Haveli and Daman and Diu inviting bids for purchase of 51% shares of DNHPDC under Draft Dadra and Nagar Haveli and Daman and Diu Electricity (Reorganization and Reforms) Transfer Scheme, 2020.

  Management Response: Company has accounted revenue based on terms of PPA and CERC order. DISCOM has challenged CERC order in APTEL. The Company has obtained legal opinion in this regard from a reputed legal firm to establish legal aspects of claim for capacity charges. Company is confident of favorable outcome on outstanding receivables.

- The Board was informed that during the year ended March 31, 2023, pursuant to sharp increase in electricity demand and insufficient supply of domestic coal to meet the required demand, Ministry of Power (MoP) has issued various directions to the power generators to import 10% of required coal for blending through Coal India Limited. The Company was directed to import 199,000 tonnes of coal as per one of the directions issued by MoP. The MoP directions also stated that the domestic coal allocations will be reduced if the power generators do not import the specified quantity of coal for blending. The MoP directions specified the coal cost pass through computation mechanism to recover price difference from Discoms. The Company issued tender to import 56,550 tonnes to Tradeserv Business Services LLP which was completely received and consumed as at March 31, 2023.

  Management has accounted a coal pass through revenue of Rs. 792.81 million towards 56,550 tonnes consumed relating to the price difference between imported coal blended and linkage coal during the year ended March 31, 2023. The entire coal pass through is pending receipt as at March 31, 2023. During the quarter ended March 31, 2023, the Company has received letter from GUVNL wherein GUVNL returned the coal cost pass through raised by the Company on the grounds that GUVNL has not given any consent for the utilization of costlier import coal for the supply of power under

PPA. The Company has responded to the aforesaid letter stating that the supplementary invoices with respect to the cost for usage of imported coal have been raised as per the direction of Ministry of Power ('MOP') under section 11 of the Electricity Act, 2003 being the special dispensation accorded to Government of India which is beyond the provisions of the PPA. During the year ended, total outstanding dues from GUVNL towards CPT claims amounts to Rs.250.85 million. The Company has obtained external legal opinion on the said matter and based on the same, the Company is confident of receipt of coal cost pass through from GUVNL and has further represented that it would take necessary legal action for the same.

Management Response: Company has procured imported coal on directions from Ministry of Power issued under Section 11 of the Electricity Act. The Company has raised claims to DISCOMs for higher coal costs. GUVNL has issued letter for returning invoice raised for coal pass through claim that it is not within purview of PPA to grant such claim. In April 2023, MOP has issued another circular clarifying that DISCOMs will have to pay the pass-through claims. The Company has also obtained legal opinion on this matter.

- With regard to Resolution Plan as per RBI Circular – Resolution Framework for COVID-19 related Stress, the Board was apprised that in the consortium meeting held on January 11, 2023, all the lenders had confirmed the implementation of Resolution Plan in their respective books of accounts. Further, management had represented that all the activities and documentation pertaining to implementation of Resolution plan had been completed.

- Impairment assessment of Property plant and equipment ('PPE'): The management of the Company carried out a valuation assessment of its Property, Plant and Equipment ('PPE') during the quarter ended June 30, 2022 by an external expert. The valuation assessment included certain key assumptions such as fully utilizing the capacity of 200 MW after expiry of new PPA with one of the customers in July 2023, conclusion and timely realisation of claims with Discoms currently under dispute for various change in law events, enhancement in the operational performance of the plant including ramp up in generation and availability of coal with higher gross calorific value at competitive rates, decline in interest rates, restructuring of loans as detailed in earlier slides etc. Based on an internal assessment and valuation carried out by an external expert, the management accounted for an impairment loss of Rs. 4,690.20 million during the quarter ended June 30, 2022. Based on the valuation model received, wherein a rate of Rs 4.53 has been factored by the management considering L1 bid, if the said bid does not go through, there may be significant impact relating to impairment of PPE.

  Management Response: Impairment assessment of PPE is carried out as yearly process. Based on assessment, valuation model prepared where is no impairment of PPE. However, important assumption is rate of PPA after expiry of GUNVL PPA which will be re-evaluated based on actual.

- The Board was informed that the Company has coal inventory (including Goods in Transit) amounting to Rs 78.21 million as at March 31, 2023. On a quarterly basis, the management conducts physical verification of coal with the involvement of an external surveyor, whose report is used to assess the quantity of coal as on that date. The management of the Company had conducted physical verification of coal on March 28, 2023. Based on internal assessment for slow moving and non-moving inventory, the management has accounted for an estimated provision of Rs.90.75 million as at March 31, 2023. Further, the management has represented that this estimate would be evaluated annually to assess any obsolete inventory and account for necessary adjustments in its financial statements. The Company has a policy of capitalizing only those spares whose individual values are more than 5 lacs.

Management Response: Company has carried out detailed analysis of slow-moving inventory based on estimates provision of Rs.4.5 Cr is made in accounts.

- For the current year, the Statutory Auditors through its IT team had tested the ITGCs for SAP ECC application and concluded it to be ineffective subject to several control deficiencies.

  Management Response:
  The Board was informed that the Company was in transition period from change of service vendor and the detailed manual testing was conducted wherein no ineffectiveness/deficiency of control was found.

Other than this, any other comments of the Auditors read with the notes to financial statements are self-explanatory and do not call for further explanation.

No fraud has been reported by the Auditors u/s 143(12) during the FY 2022-23.

Secretarial Auditors:

M/s S. Behera & Co, Practicing Company Secretaries, were appointed as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith as **Annexure-I** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Cost Auditors:

The Board of Directors has appointed M/s Narasimha Murthy & Co. Cost Accountants, to conduct Cost Audit for the financial year 2022-23. The Cost audit for the financial year ended March 31, 2022 does not contain any qualification, reservation, or adverse remark. The Cost Audit Report of the Company for the financial year ended March 31, 2022 was filed in XBRL mode on September 26, 2022.

The Cost Audit for the financial year ended March 31, 2023 has also been filed within stipulated time.

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

The plant has implemented ISO management system for Energy (ISO 50001) and water (ISO 46001). Under this system, there is dedicated policy for energy and water management. Energy and water management cells are constituted comprising of cross-functional representation from various process.

Some of the key steps taken on conservation of Energy, which optimizes the Auxiliary consumption of Plant are as below:

- Energy conservation and Station heat rate improvement through capital overhauling of U-2 and annual overhauling of U-1.
- Auxiliary power consumption reduction by carrying out computational fluid dynamic study of Boilers.
- Energy consumption reduction of compressor air system through installation of Intelligent Flow Controller.
- CIP implemented for APC reduction below 8%, which even won a prize at Group Level CIP Competition.
- Compliance of PAT Cycle-II; Bureau of Energy efficiency (BEE) under the guidance of Ministry of power (MoP) have issued 9957 Energy saving certificates (ESCerts) to GWEL.

- Unit Heat rate improvement by improving Condenser Vacuum through CT Cells (6 No's) Fills replacement.
- Installation& Commissioning of Intelligent Flow Controller & ICC for Energy Conservation in Compressed Air System is successfully completed.
- Ash handling plant reliability improvement by replacement of BA Post Cooler Belt by taking 3 Hours daily shutdown rather than waiting for AOH/COH.

(B) **Technology absorption**:

Efforts, in brief, made towards technology absorption:

- Operation Technology system strengthening in view of cyber security, System reliability and Security by taking initiatives like OT system upgradation to latest platform, Security Policy implementation, network switch open port blocking etc.
- Coal Feeder controller along with Card Upgradation.
- Upgradation of Water treatment plant and Chlorination plants SCADA systems to latest firmware.
- AAQMS system upgradation and its successful integration with CAAQMS Portal with additional display installations.
- Integration of all CHP IP cameras to security building through wireless modem for 24X7 monitoring.
- Integration of CCR, CHP & Greenwoods CCTV networks with GMR IT network.
- "Data Lake Project" is executed at Energy Level under which DCS data is available on cloud server considering all cyber security points, LIVE data is available in Reports, and Trends form.
- Critical work group systems used in OT applications are replaced and joined with GMR domain to further ensure security
- "Apna Complex" Township related process App portal is implemented for faster communication.
- Implementation process of OT monitoring (OT SOC-POC & deployment) by M/s Sectrio.

2. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: - Not applicable

   (a) Details of technology imported- N.A
   (b) Year of import. N.A
   (c) Whether the technology been fully absorbed. N.A
   (d) If not fully absorbed, areas where absorption has not taken place, and the reasons therefore. N.A

3. Expenditure incurred on Research and Development: NIL

(C)**: Foreign Exchange**

Foreign Exchange Earnings during the Financial Year 2022-23 is NIL.

Foreign Exchange Outflow during the Financial Year 2022-23 is as follows:

- Travelling Expenses: Nil
- Purchase of Spares: Rs.51.19 Lakh

Environment Health and safety:

The Chief operating officer, the Environment committee, Safety committee, drive the EHS initiatives across the company.

Environment Health Safety and Quality Policy framework: The Company has adopted an EHSQ policy, OH&S Policy and an Integrated Management System Policy (ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018). The Company has a designated Organizational structure to oversee the effective implementation of OH&S Policy. Plant has EHS department and Head-EHS reports to COO-Thermal. Integrated management system provides overall management approach to improve systematically. A well defined OHSMS Manual, guides employees on safety matters. The Safety committee with representation from across the business functions and equal representation from contract workers. The committees advise on occupational health, safety hygiene improvements. COO-Thermal, reviews the EHS performance on monthly basis, in detail along with other Head of the Departments.

Safety update for the year 2022-23:

- The Company achieved 100% safe man hours and this is 9th consecutive year of Zero "Lost Time Injury'.

- No fatality, No Lost Time Injuries (LTI), No medical treatment cases, no occupational diseases reported during reporting period.

- Employees and associate employees use online portal 'Sarathi' to report the safety concerns like unsafe act, unsafe condition, near miss incidents etc. Corrective and preventive action taken wherever required for near miss incidents and identified reported cases. Employees and contractor's employees are advised and instructed to take immediate safety measures and preacautions in case of any unsafe surroundings or situations. Behaviour based safety observations are imbibed to reinforce the importance of safety.

- As a part of emergency preparedness and strengthening safety system, the Onsite emergency team regularly reviews requirement of fire tender machines. Mock drills are conducted to ensure preparedness of all those connected with implementation of the plan.

- Truck mounted Fog Cannon procured and deployed for arresting fugitive emission in Plant Outside road area.

- Road infrastructure improvement with concreting, widening, marking, delineator and reflective stud's installation has taken up during the period. It reduces fuel consumption, fugitive emission from roads as well as increase the road safety for all stakeholder. Vehicle speed monitoring guns deployed for speed monitoring and road safety vigilance. Monitoring also done through Contactless Alcohol Breath analyser.

- Following initiatives related to transportation are taken thus reducing the scope-3 GHG emission
  - Modification made at railway siding for transportation of Fly ash to user locations
  - Construction of dedicated road from WCL mines to plant for coal transportation.
  - Transportation of Fly ash through Railway Rakes.
  - Carpooling by employees for travelling up-down in office
  - Using video conferencing thus reducing emissions due to travel and indirect energy consumption.

The Company regularly organizes Environment Health & Safety Awareness Campaign covering workforce inside the plant and people in nearby villages, School children etc.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

No Material and Significant orders passed by the regulations.

INTERNAL FINANCIAL CONTROLS

All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Dhananjay Deshpande (DIN: 07663196) and Mr. Sanjay Narayan Barde (DIN: 03140784) have been re-appointed as Whole-time Directors with effect from November 23, 2022 and January 01, 2023 respectively.

Dr. Kavitha Gudapati (DIN: 02506004) and Mr. S. Rajagopal (DIN: 00022609), are retiring by rotation at the ensuing Annual General Meeting, and being eligible have offered themselves for reappointment.

During the year under review, the following officials continued holding the position(s) of KMP:

- Mr. Dhananjay Deshpande as Whole-time Director of the Company.
- Mr. Ashish Vinay Deshpande as Chief Financial Officer (CFO) of the Company.
- Mr. Sanjay Kumar Babu as Company Secretary of the Company.

Mr. Subodh Kumar Goel, Independent director has resigned w.e.f. July 28, 2023. The board places its sincere appreciation for his contributions during his tenure. Mrs. Suman Naresh Sabnani has been appointed as Additional Director (Non-Executive) in the category of Independent Director w.e.f. Sept. 05 2023. The Board recommends her appointment for a term of five years to the shareholders for its approval in the ensuing Annual General Meeting.

Mr. Ashis Basu, Whole-time Director of the Company term shall expire on April 14, 2023. The Board has approved his re-appointment as a whole-time Director for further period of three years and recommends the same for the approval of the shareholders in the ensuing Annual General Meeting.

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and hence, did not attract the provisions of Section 188 of the Companies Act, 2013 read with the Rules framed thereunder, the particulars required to be disclosed pursuant to Rule 8(2) of the Companies (Accounts) Rules, 2014, in prescribed Form AOC- 2, are, thus, not applicable to the Company. The details of transactions are provided in the financial statement (Please refer to Note 30 to the financial statement).

VIGIL MECHANISM

To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to voice concern in a responsible and effective manner about serious malpractice, impropriety, abuse or wrongdoing within the organization, the Company has a Whistle Blower Policy / Vigil Mechanism in place, applicable to the Company, its holding company, fellow subsidiaries and other Group Companies. This mechanism has been communicated to all concerned. Whistle Blower Policy / Vigil Mechanism is administered appropriately by the Group Ombudsperson who will provide a quarterly update to BCM (IB & G).

RISK MANAGEMENT

The Company has a detailed risk management framework duly approved by the Audit Committee and the Board. 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. 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.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

GMR Group ensures and maintains the liability insurance for its Directors and Officers of all its subsidiaries. The Group believes that it is appropriate to provide such cover to protect the directors from any innocent error arisen if any, as the Directors carry significant liability under criminal and civil law.

All the Directors of the Company are covered by Directors' & Officers Liability Policy taken by GMR Power and Urban Infra Limited, Company with the Insurance Company.

FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Act, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of the Board. The Board evaluates the performance of all Executive, Non-executive and Independent Directors. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions. The evaluation was based on structured questionnaire, covering various aspects of the Board's functioning such as adequacy of the composition of the Board, Board culture, execution and performance of specific duties, obligations and governance.

LISTING

The Non-Convertible Debentures of the Company are listed on the debt segment of BSE Ltd. The annual listing fee for the year 2022-23 has been paid to the Exchange.

SECRETARIAL STANDARDS

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There was neither any pending proceedings nor any new application made under Insolvency and Bankruptcy Code, 2016 (31 Of 2016) during the year.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There was no one-time settlement done during the financial year 2022-23.

EMPLOYEES' STOCK OPTION SCHEME:

The Company has not granted any employees' stock options to its employees, hence, requisite disclosures in this regard is not applicable.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. GMR Group recognizes that sexual harassment violates fundamental rights of gender equality, right to life, liberty and right to work with human dignity as guaranteed by the Constitution of India. The Group had constituted an Internal Complaints Committee (ICC) and had implemented a detailed policy against sexual harassment at work-place. During the year ended 31 March, 2023, no complaint of sexual harassment was received.

Awareness programmes were conducted across the Company to sensitize employees to uphold the dignity of their colleagues at the workplace, particularly with respect to prevention of sexual harassment.

CORPORATE SOCIAL RESPONSIBILITY

A Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board at its meeting held on June 04, 2021.

On the recommendation of the CSR Committee, the Board has framed a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company.

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

i. Education,
ii. Health, Hygiene and Sanitation,
iii. Empowerment & Livelihoods,
iv. Community Development,
v. Environmental sustainability,
vi. Contribution towards Science and Technology,
vii. Rural development projects,
viii. Slum Area Development,
ix. Such other activities included in Schedule VII of the Companies Act, 2013 as may be identified by CSR Committee from time to time, which are not expressly prohibited.

The detailed CSR Policy is available on Company's webpage at www.gmrpui.com & www.gmrgroup.in

During the year, the Company has spent Rs. 1.19 Crore on CSR activities, against the budgeted amount of Rs.1.10 Crore for the FY 2022-23 as per the terms of Section 135 of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith as **Annexure-II**.

DISCLOSURE IN TERMS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Clause 53 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company discloses information as under:

Details of Debenture Trustee as on March 31, 2023:

Name of the Debenture Trustee	SBICAP Trustee Company Limited
Address	4th Floor, Mistri Bhawan, 122, Dinshaw Vachha Road, Church Gate, Mumbai – 400 020
Contact Person-	Ms. Richa Phale 022 4302 5500/5566 richa.phale@sbicaptrustee.com

The audited financial statements i.e balance sheet as at March 31, 2023, profit and loss account and the cash flow statement for the year ended March 31, 2023, auditors' report and Directors report forms part of the Annual Report.

Details of the related party disclosures have been made in the notes to accounts of the audited financial statements.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The statement containing particulars of employees as required 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 is as under:

i. Employed for the financial year with an average salary of Rs.1.02 crore per annum and above.

Name	Designation	Remuneration received (Amount in Crores)	Nature of Employ-ment Contractual or Permanent	Qualification and	Experience (in years)	Date of joining	Age of Employee	Particulars of last employment	Equity Share held by the employee in the Company	Relative of any director or manager of the Company, if any.
Mr. Sanjay Narayan Barde	Whole-Time Director	3.18	Regular	B.E.	45 years	02-07-2004	66	BSES / Reliance Energy	Nil	N.A.
Mr. Ashis Basu	Whole-Time Director	2.83	Regular	CA, B.Com,	37 years	17-12-2001	61	Balagarh Power	Nil	N.A.
Mr. Nikhil Dujari	CFO - Operations Energy	1.23	Regular	CA	27 years	11.05.2021	49	Everest Industries Limited	Nil	N.A
Mr. Dhananjay Deshpande	Whole Time Director	1.14	Regular	B.E.	38 years	24-09-2012	60	Lanco Power Limited	Nil	N.A
Mr. Devtosh Chaturvedi	Head - Distribution and Renewable Business	1.13	Regular	B.E. (Electrical)	29 years	01-04-2021	51		Nil	N.A.

ii. Details of top ten employees in terms of remuneration

Name	Designation	Remuneration received (Rs. in Crore)	Nature of Employ-ment Contractual or Permanent	Qualification	Experience (in years)	Date of joining	Age of Employee	Particulars of last employment	Equity Share held by the employee in the Company	Relative of any director or or manager of the Company, if any.
Mr. Sanjay Narayan Barde	Whole-Time Director	3.18	Regular	B.E.	45 years	02-07-2004	66	BSES/Reliance Energy	Nil	N.A.
Mr. Ashis Basu	Whole-Time Director	2.83	Regular	CA B.Com	37 years	17-12-2001	61	Balagarh Power	Nil	N.A.
Mr. Nikhil Dujari	CFO - Operations Energy	1.23	Regular	CA	27 years	11.05.2021	49	Everest Industries Limited	Nil	N.A
Mr. Dhananjay Deshpande	Whole-Time Director	1.14	Regular	B.E.	38 years	24-09-2012	60	Lanco Power Limited	Nil	N.A
Mr. Devtosh Chaturvedi	Head - Distribution and Renewable Business	1.13	Regular	B.E. (Electrical)	29 years	01-04-2021	51		Nil	N.A
Mr. Shiven Verma	Sector HR Head - Energy & Itnl. Airports	0.75	Regular	PGD (PM&IR),	27 years	10-04-2015	51	Aon India Services Pvt Ltd	Nil	N.A
Mr. Vishal Nayer	Head Finance - GWEL, GEMS, Hydro & LNG P	0.69	Regular	B.Com	26 years	21-02-2017	48	Avantha Power & Infrastructure Ltd	Nil	N.A
Mr. Manmohan Sharma	Head - Working Capital, Cash Flow Management	0.68	Regular	B.Com	28 years	05-03-2014	50	Suzlon Energy Limited	Nil	N.A
Mr. Wan Ahmad Zam Zam Bin Wan Abd Wahab	Dy. COO	0.67	Regular	Graduate		01-04-2021	50		Nil	N.A
Mr. Chenna Kesava Reddy Biddala	Principal Associate	0.63	Regular	B.E	36 years	02-06-2020	63	Essar Power Jharkhand Ltd	Nil	N.A

iii. Employees who are employed for a part of the year and drawing remuneration of Rs.8.5 Lakh or more per month.

Name	Designation	Remuneration received (Rs. in cr)	Nature of Employ-ment Contractual or Permanent	Qualification and	Experience (in years)	Date of joining	Age of Employee	Particulars of last employment	Equity Share held by the employee in the Company	Relative of any director or manager of the Company, if any.
Mr. Mohan S	Senior VP	0.47	Regular	MHRM	34 years	16-08-10	60	JSW Energy Limited	Nil	N.A.

REPORT ON CORPORATE GOVERNANCE

1. The Company has always placed thrust on managing its affairs with diligence, transparency, responsibility and accountability. The Company runs on the broad principles of Corporate Governance and lays emphasis on best practices in achieving its objectives. The Company as a part of GMR Group continues to drive innovations in policies, practices and disclosures on corporate political activities and other key governance areas.

2. BOARD OF DIRECTORS

a) *Composition*: The Board of the Company comprises of the following Directors as on March 31, 2023:

S. No.	Name of the Director	Position	Category
1.	Dr. Kavitha Gudapati	Director	Non-Executive
2.	Dr. M Ramachandran	Director	Non-Executive Independent Director
3.	Mr. Subodh Kumar Goel	Director	Non-Executive-Independent Director
4.	Mr. S. Rajagopal	Director	Non-Executive
5.	Mr. S.N. Barde	Whole-time Director	Executive
6.	Mr. Ashis Basu	Whole-time Director	Executive
7.	Mr. Dhananjay Deshpande	Whole-time Director	Executive

b) *Meetings of the Board*:

Five meetings of the Board were held on the following dates during the year ended on March 31, 2023:

1. May 05, 2022
2. June 23, 2022
3. July 25, 2022
4. October 22, 2022
5. January 21, 2023

The details of attendance at Board Meetings either in person or through video conferencing during the financial year 2022-23 and at the Annual General Meeting of the Company are detailed below:

Name of Directors/DIN		Attendance at the Board Meeting(s)		Attendance at last AGM
	Held	Held during tenure	Attended	
Dr. Kavitha Gudapati (DIN: 02506004)	5	5	2	No
Dr. M. Ramachandran (DIN:01573258)	5	5	5	No
Mr. S. K Goel (DIN:00492659)	5	5	5	Yes
Mr. Rajagopal S. (DIN: 00022609)	5	5	5	No
S. N Barde (DIN: 03140784)	5	5	4	No
Mr. Ashis Basu (DIN: 01872233)	5	5	5	Yes
Mr. Dhananjay Deshpande (DIN:07663196)	5	5	5	No

Separate Meeting of the Independent Directors

The Independent Directors held a Meeting on October 21, 2022 without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

I) Reviewed the performance of non-independent directors and the Board as a whole;

II) Reviewed the performance of the Whole-time Director of the Company, taking into account the views of other Executive Directors and Non-Executive Directors;

III) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. AUDIT COMMITTEE CONSTITUTION

a) *Composition of the Committee.*

The current composition of the Audit Committee is as follows:

Name	Position	Category
Dr. M Ramachandran	Member	Non-Executive -Independent
Mr. Subodh Kumar Goel	Member	Non-Executive -Independent
Mr. Sanjay Narayan Barde	Member	Executive

The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013. The Company Secretary acts as Secretary to the Audit Committee. All recommendations made by the Audit Committee during the year were accepted by the Board.

b) *Meetings of the Audit Committee*:

Five Meetings of the Audit Committee were held on the following dates during the year ended on March 31, 2023:

1. May 05, 2022
2. June 23, 2022
3. July 25, 2022

4. October 22, 2022
5. January 21, 2023

The Committee reviewed the periodical financial statements and the observations of the Internal Auditors and Statutory Auditors. Whenever the committee reviewed the Internal Audit Report and the financial statements, on invitation, the Statutory Auditors and Internal Auditors attended the Committee Meetings and submitted their observations to the Committee.

The details of attendance at Audit Committee Meetings either in person or through video conferencing during the financial year 2022-23:

Name of Directors/DIN	Attendance at the Audit Committee Meeting(s)		
	Held	Held during tenure	Attended
Dr. M Ramachandran	5	5	5
Mr. Subodh Kumar Goel	5	5	5
Mr. Sanjay Narayan Barde	5	5	4

4. NOMINATION AND REMUNERATION COMMITTEE

a) *Composition of the Committee.*

The current composition of the Nomination and Remuneration Committee is as follows:

Name	**Category**
Dr. M Ramachandran	Non-Executive -Independent
Mr. S.K Goel	Non-Executive -Independent
Mr. S.N. Barde	Executive

The composition of the Nomination and Remuneration Committee meets the requirements of Section 178 of the Companies Act, 2013.

b) *Meetings of the Nomination and Remuneration Committee*:

During the year ended March 31, 2023, two meetings of Nomination and Remuneration Committee were held on July 27, 2022 and October 22, 2022. The details of attendance at Nomination Remuneration Committee Meetings either in person or through video conferencing during the financial year 2022-23

Name of Directors/DIN	Attendance at the Nomination & Remuneration Committee Meeting(s)		
	Held	Held during tenure	Attended
Dr. M Ramachandran	2	2	2
Mr. S. K. Goel	2	2	2
Mr. S. N. Barde	2	2	1

The policy of the company on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of directors and other matters provided under Section 178 (3) of the Companies Act, 2013, as adopted by the Board, inter alia, covers the details of the remuneration of non-executive Directors, key managerial personnel and senior management employees, and their performance assessment and is available on the website of the Company at www.gmrgroup.in and www.gmrpui.com. There was no change in the policy during the period under review.

There were no other pecuniary relationships or transactions of the Independent Directors vis-à-vis the Company.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a) *Composition of the Committee:* The current composition of the Corporate Social Responsibility Committee is as follows:

Name	Category
Dr. M Ramachandran	Non-Executive- Independent
Mr. S.N. Barde	Executive
Mr. Dhananjay Deshpande	Executive

The composition of the Corporate Social Responsibility Committee meets the requirements of Section 135 of the Companies Act, 2013.

b) Meetings of the Corporate Social Responsibility Committee:
During the year ended March 31, 2023, meeting of *Corporate Social Responsibility* Committee meeting was held on July 27, 2022 which was attended by all the members of the committee.

6. SECURITIES ALLOTMENT COMMITTEE

a) *Composition of the Committee:* The current composition of the Securities Allotment Committee is as follows:

Name	Category
Mr. S.N. Barde	Executive
Mr. Ashis Basu	Executive

b) Meetings of the Securities Allotment Committee:
During the year ended March 31, 2023, three Securities Allotment Committee meetings were held on July 21, 2022, September 16, 2022 and September 21, 2022. All three meetings were attended by both the members of the Committee.

7. EXECUTIVE COMMITTEE

a) *Composition of the Committee.*

The current composition of the Executive Committee is as follows:

Name	Category
Mr. S.N. Barde	Executive director
Mr. Ashis Basu	Executive director

b) *Meetings of the Executive Committee*: During the year ended March 31, 2023, five meetings of Executive Committee were held following on dates and were attended by both the members:

1. May 10, 2022
2. July 14, 2022
3. July 18, 2022
4. August 24, 2022
5. January 23, 2023

8. GENERAL BODY MEETINGS

a) Details of location and time of holding the last three AGMs:

Year	Location	Date & Time	Special Items Passed
2019-20	New Shakti Bhawan, New Udaan Bhawan Complex, Opp. T-3, IGI Airport, New Delhi-110037	September 30, 2020 at 11.00 AM	°Approval of remuneration of the Cost Auditor °Appointment of Mr. S. Rajagopal as a Non-Executive Director of the company
2020-21	New Shakti Bhawan, New Udaan Bhawan Complex, Opp. T-3, IGI Airport, New Delhi-110037	September 30, 2021 at 11:30 AM	°Ratification of remuneration of the Cost Auditor °Approval for appointment of Dr. Kavitha Gudapati as a director of the company (DIN: 02506004) °Approval for re-appointment of Dr. M. Ramachandran as an Independent Director of the company (DIN: 01573258)
2021-22	New Shakti Bhawan, New Udaan Bhawan Complex, Opp. T-3, IGI Airport, New Delhi-110037	September 12, 2022 at 11:00 AM	°Ratification of remuneration of the Cost Auditor

b) Details of location and time of holding the EGMs during the year:

Year	Location	Date & Time	Special Items Passed
2022-23	New Shakti Bhawan, New Udaan Bhawan Complex, Opp. T-3, IGI Airport, New Delhi-110037	June 24, 2022 at 12:30 PM	° Approval for alteration of memorandum of association of the company to increase the authorized share capital of the company ° Approval for issue of Optionally Convertible Debentures ° Approval for issue of Non-Convertible Debentures ° Approval for issue of Equity Shares ° Approval for conversion of loan to equity and other capital

c) All special resolutions placed before the shareholders at the above meetings were approved.

9. MEANS OF COMMUNICATION

The Company communicates with its shareholders through its Annual Report and General Meetings. Information and latest updates and announcement regarding the Company and about the group can be accessed at Group's web site: www.gmrpui.com & www.gmrgroup.in

10. GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting

Date	: September 29, 2023
Time	: 10:30 AM
Venue/Mode	**:** Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

(ii) Financial calendar

Year Ending : March 31, 2023

(iii) Site location : Warora taluk, Chandrapur District, Maharashtra

ACKNOWLEDGEMENT

Your Directors are thankful to the various Central and State Government Departments and Agencies for their continued help and cooperation. The Directors are grateful to the various stakeholders – customers, members, banks, dealers, vendors and other business partners for the excellent support received from them during the year. Your Directors wish to place on record their sincere appreciation to all employees for their commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

For **GMR Warora Energy Limited**	For **GMR Warora Energy Limited**
Mr. S.N. Barde	Ashis Basu
Whole-time Director	**Whole-time Director**
DIN: 03140784	DIN:01872233

Place: New Delhi
Date: September 05, 2023

Annexure- I

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014]

To,
The Members,
GMR Warora Energy Limited
701, 7th Floor, Naman Centre A-Wing,
BandraKurla Complex, Bandra,
Mumbai -400051, Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GMR Warora Energy Limited (CIN: U40100MH2005PLC155140)** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable)**
    b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable)**

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable)**

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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; **(Not applicable)** and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable)**.

6. The other major laws, as informed and certified by the Management of the Company, which are specifically applicable to the Company based on their sector/ industry are:

   i. Electricity Act, 2003 and the rules made thereunder

   ii. The Boilers Act, 1923 and the rules and regulations made thereunder.

   iii. Electricity Regulatory Commission Act, 1948.

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

a. Secretarial Standards issued by The Institute of Company Secretaries of India.

b. The Listing Agreements entered into by the Company with Stock Exchanges read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

WE FURTHER REPORT THAT:

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

Based on review of compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, we are of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

The Company has implemented Resolution Plan (RP) in terms of "Prudential Framework for Resolution of Stressed Assets" issued vide RBI circular dated June 7, 2019. In view of the RP, the Company had increased its Authorized Share Capital from Rs.1,100 Crores to Rs. 2,000 crores and had issued following securities by way of private placement to the lenders of the Company against unsustainable portion of Debt:

- 55,45,31,916, 0.01% Secured Unrated Unlisted Redeemable Non-Convertible Debentures - Series B of Rs.10 each aggregating to Rs.554,53,19,160 (Rupees Five Hundred Fifty-Four Crore Fifty-Three Lakh Nineteen Thousand One Hundred Sixty);22,33,53,257 0.01% Secured Unrated Unlisted Optionally Convertible Debentures Series B1 of Rs.10/- each aggregating Rs.223,35,32,570 (Rupees Two Hundred Twenty-Three Crore Thirty-Five Lakh Thirty-Two Thousand Five Hundred Seventy);
- 7,49,10,482 Equity Shares of face value of Rs.10 each, at a issue price of Rs.4.34 per share aggregating to Rs.32,51,11,492/- (Rupees Thirty-Two Crore Fifty-One Lakh Eleven Thousand Four Hundred Ninety-Two).

For **S. Behera & Co.**
Company Secretaries
Sd/-
Shesdev Behera
Company Secretary in practice
CP. No. 5980
M. No. F-8428
UDIN: F008428E000527672

Date: 30/06/2023
Place: New Delhi

Note: **Annexure- 'A'** forming an integral part of this Report.

Annexure-'A'

To,
The Members,
GMR Warora Energy Limited
701, 7th Floor, Naman Centre A-Wing,
Bandra Kurla Complex, Bandra,
Mumbai -400051, Maharashtra

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 as opinion on such secretarial records based on our audit.
2. We have followed the audit practices and process as we considered appropriate to obtain reasonable assurance on the correctness and completeness of the secretarial records. Our verification was conducted on a test basis to ensure that all entries have been made as per statutory requirements; we believe that the processes and practices we followed for this purpose provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation with respect to compliance of laws, rules and regulations and of significant events during the year.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, and standards is the responsibility of the management. Our examination was limited to the verification of secretarial records on test-check basis to the extent applicable to the Company.
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.

For **S. Behera & Co.**
Company Secretaries
Sd/-
Shesdev Behera
Company Secretary in practice
CP. No. 5980
M. No. F-8428
UDIN: F008428E000527672

Date: 30/06/2023
Place: New Delhi

Annexure-II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY 22-23

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

GMR Warora Energy Limited (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 education, health, hygiene, sanitation, empowerment, livelihood and community development.

Projects / Activities / Programs proposed to be undertaken under CSR Policy

As recommended by the CSR Committee of the Board and as per the approval of the Board of directors at their meeting held on July 25, 2022, the Company contributes or carries out its CSR activities or contribute funds to GMRVF for utilization broadly towards the following projects / activities / programs (*preference shall be given to the areas in and around the project, Warora, Chandrapur, Maharashtra)*:

The various projects/activities and programs proposed to be entered under CSR Policy are as under:

Educational Programs

- Supporting Govt Anganwadi: 400 children; Infrastructure; TLM and Conducting classes
- Supporting Govt Schools: 950 children; Infrastructure; TLM and Conducting classes
- Providing special Tuitions to slow learner students: 299 Students; classes conducted using joyful learning methods; TLM
- Improving quality education through technological intervention: 578 Students; Offline classes; TLM and Computers
- Supporting community Library and Pratibha Library: 1000 users; Books; online classes and reading material

Health Hygiene & Sanitation

- Supporting Primary Health Services through Health Clinic and Health Camps: 10 Health Clinics; Consultation, referral, free medicines.
- Providing Primary Health Services to Old Aged - Mobile Medicare Units: 2700 Old Aged; Consultation, referral and free medicines
- Supporting Pregnant and Lactating Mothers – Nutrition Centers: 65 Women; Supplementary Nutrition & Health check up
- Supporting community on maintaining sanitation and hygiene: 10 villages; Fogging, drainage, drinking water & ISL works

Empowerment & Livelihoods

- Vocational Training to the unemployed youth: 160 youths; 2 Self-employment courses
- Supporting community enterprises & Post COVID: 856 HHs; 707 Family engaged in Income Generation activities
- Supporting community based organization: 98 SHGs; 50% SHGs engaged in Cluster activity

Community Development

- Developing community structures: 2 structures & creating amenities

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

The composition of the Corporate Social Responsibility Committee is as under:

1. Mr. S.N Barde - Whole-time Director
2. Mr. Dhananjay Deshpande – Whole-time Director
3. Dr. M Ramachandran – Independent Director

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company :- The company related information can be accesses from www.gmrpui.com & www.gmrgroup.in

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):- NA

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule (7) of the Companies Social Responsibility Policy Rules, 2014 and amount required for set off for the financial year, if any:-

#	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1	20-21	0	0
2	21-22	0	0
3	22-23	51,26,531.00	17004136.54
	TOTAL	0	0

6. **Average net profit of the company for last three financial years.**

Average net profits of the Company for last three financial years, calculated as per section 198 is as under: (Amount in Rs.)

Particulars	**2019-20**	**2020-21**	**2021-22**
Net Profit/(Loss)	813,917,010	(701,322,021)	(701,322,021)
Average net profit	(122,667,206)		
Amount to be spent (2% of average net profit)	No Mandatory spending required as per the Companies Act, 2013		

7. (a) Two percent of average net profit of the Company as per Section 135(5): Rs.0.00

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.: 0

(c) Amount required to be set off for the financial year, if any: Rs. 51,26,531.00

(d) Total CSR obligation for the financial year (7a+7b-7c): – Rs. 51,26,531.00

8. (a) CSR amount spent or unspent for the financial year :-

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
195,58,463.54	0	0	0	0	0

(8b.1) Detail of CSR amount spent against ongoing projects for the financial year:- **From Unspent Account***

1	2	3	4	5	6	7	8	9	10	11	12	13
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No).	Location of the project.		Project duration.	Amount allocated for the project (in Lakhs	Amount spent in the current financial Year (Rs.).	Amount transferred to Unspent CSR	Mode of Implementation – Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District.						Name	CSR Registration number.
A	**EDUCATION**											
A.1	Supporting Govt Anganwadi	Item (ii)	Yes	MS	Chandrapur	3	476,000	9,435	0	NO	GM RVF	CSR00000851
A.2	Supporting Govt Schools	Item (ii)	Yes	MS	Chandrapur	3	307,800	568,425	0	NO		
A.3	Providing special Tuitions to slow learner students	Item (ii)	Yes	MS	Chandrapur	3	392,180	557,673.62	0	NO		
A.4	Improving quality education through technological intervention	Item (ii)	Yes	MS	Chandrapur	3	366,000	485,688	0	NO		
A.5	Supporting community Library and Pratibha Library	Item (ii)	Yes	MS	Chandrapur	3	805,000	704,632	0	NO		
B	**HEALTH HYGIENE AND SANITATION**											
B.1	Supporting Primary Health Services through Health Clinic and Health Camps	Item (i & iii)	Yes	MS	Chandrapur	3	973,460	626,391.60	0	NO		

B.2	Providing Primary Health Services to Old Aged - Mobile Medicare Units	Item (i & iii)	Yes	MS	Chandrapur	3	-	-	0	NO		
B.3	Supporting Pregnant and Lactating Mothers – Nutrition Centers	Item (i ; ii & iii)	Yes	MS	Chandrapur	3	420,000	461,034.59	0	NO		
B.4	Supporting community on maintaining sanitation and hygiene	Item (i ; ii & iii)	Yes	MS	Chandrapur	3	396,000	401,865.38	0	Yes		
C	**EMPOWERMENT AND LIVELIHOODS**											
C.1	Vocational Training to the unemployed youth	Item (ii)	Yes	MS	Chandrapur	3	1,146,600	1,480,378	0	NO		
C.2	Supporting community enterprises	Item (ii)	Yes	MS	Chandrapur	3	464,000	599,746	0	NO		
C.3	Supporting community based organization	Item (ii)	Yes	MS	Chandrapur	3	293,320	-	0	NO		
D	**COMMUNITY DEVELOPMENT**											
D.1	Developing community structures	Item (iv)	Yes	MS	Chandrapur	3	1,339,350	1,219,253.81	0	YES		
	Program expenses						**7,379,710**	**7,114,523**	0			
	Overhead expenses						**566,335**	**566,335**	0			
	TOTAL						**7,946,045**	**7,680,858**	0			

*figures are on accrual basis (net of bills raised by implementing agency before the end of FY but paid after March 31 every year after reconciliation.

(8b.2) Detail of CSR amount spent against ongoing projects for the financial year:- **From GWEL Non Mandatory Funds**

1	2	3	4	5	6	7	8	9	10	11	12	13
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No).	Location of the project.		Project duration	Amount allocated for the project (in Lakhs	Amount spent in the current financial Year (Rs.).	Amount transferred to Unspent CSR Account for	Mode of Implementation – Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District.						Name	CSR Registration number.
A	EDUCATION											
A.1	Supporting Govt Anganwadi	Item (ii)	Yes	MS	Chandrapur	3	-		0	NO	GMRVF	CSR00000851
A.2	Supporting Govt Schools	Item (ii)	Yes	MS	Chandrapur	3	1,000,000	1,017,680.90	0	NO		
A.3	Providing special Tuitions to slow learner students	Item (ii)	Yes	MS	Chandrapur	3	-		0	NO		
A.4	Improving quality education through technological intervention	Item (ii)	Yes	MS	Chandrapur	3	-		0	NO		
A.5	Supporting community Library and Pratibha Library	Item (ii)	Yes	MS	Chandrapur	3	-		0	NO		
B	HEALTH HYGIENE AND SANITATION											
B.1	Supporting Primary Health Services through Health Clinic and Health Camps	Item (i & iii)	Yes	MS	Chandrapur	3	6,598,540	6,948,535.05	0	NO		

B.2	Providing Primary Health Services to Old Aged - Mobile Medicare Units	Item (i & iii)	Yes	MS	Chandrapur	3	2,400,000	2,269,804.00	0	NO		
B.3	Supporting Pregnant and Lactating Mothers – Nutrition Centers	Item (i ; ii & iii)	Yes	MS	Chandrapur	3	-	-	0	NO		
B.4	Supporting community on maintaining sanitation and hygiene	Item (i ; ii & iii)	Yes	MS	Chandrapur	3	-	-	0	Yes		
C	EMPOWERMENT AND LIVELIHOODS											
C.1	Vocational Training to the unemployed youth	Item (ii)	Yes	MS	Chandrapur	3	-	-	0	NO		
C.2	Supporting community enterprises	Item (ii)	Yes	MS	Chandrapur	3	-	-	0	NO		
C.3	Supporting community based organization	Item (ii)	Yes	MS	Chandrapur	3	-	-	0	NO		
D	COMMUNITY DEVELOPMENT											
D.1	Developing community structures	Item (iv)	Yes	MS	Chandrapur	3	662,000	1,362,257.99	0	YES		
	Program expenses						**10,660,540**	**11,598,277.94**	0			
	Overhead expenses						**377,665.00**	**279,327.60**	0			
	TOTAL						**11,038,205**	**11,877,605.54**	0			

(8b.3) Detail of CSR amount spent against ongoing projects for the financial year:- F**rom GWEL Non Mandatory Funds and Unspent Account both**

1	2	3	4	5	6	7	8	9	10	11	12	13
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No).	Location of the project.		Project duration.	Amount allocated for the project (in Lakhs Rs.)	Amount spent in the current financial Year (Rs.).	Amount transferred	Mode of Implementation – Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District.						Name	CSR Registration number.
A	**EDUCATION**											
A.1	Supporting Govt Anganwadi	Item (ii)	Yes	MS	Chandrapur	3	476,000	9,435	0	NO	GM RVF	CSR00000851
A.2	Supporting Govt Schools	Item (ii)	Yes	MS	Chandrapur	3	1,307,800	1,586,105.90	0	NO		
A.3	Providing special Tuitions to slow learner students	Item (ii)	Yes	MS	Chandrapur	3	392,180	557,673.62	0	NO		
A.4	Improving quality education through technological intervention	Item (ii)	Yes	MS	Chandrapur	3	366,000	485,688	0	NO		
A.5	Supporting community Library and Pratibha Library	Item (ii)	Yes	MS	Chandrapur	3	805,000	704,632	0	NO		
B	**HEALTH HYGIENE AND SANITATION**											
B.1	Supporting Primary Health Services through Health Clinic and Health Camps	Item (i & iii)	Yes	MS	Chandrapur	3	7,572,000	7,574,926.65	0	NO		

B.2	Providing Primary Health Services to Old Aged - Mobile Medicare Units	Item (i & iii)	Yes	MS	Chandrapur	3	2,400,000	2,269,804	0	NO		
B.3	Supporting Pregnant and Lactating Mothers – Nutrition Centers	Item (i ; ii & iii)	Yes	MS	Chandrapur	3	420,000	461,034.59	0	NO		
B.4	Supporting community on maintaining sanitation and hygiene	Item (i ; ii & iii)	Yes	MS	Chandrapur	3	396,000	401,865.38	0	Yes		
C	**EMPOWERMENT AND LIVELIHOODS**											
C.1	Vocational Training to the unemployed youth	Item (ii)	Yes	MS	Chandrapur	3	1,146,600	1,480,378	0	NO		
C.2	Supporting community enterprises	Item (ii)	Yes	MS	Chandrapur	3	464,000	599,746	0	NO		
C.3	Supporting community based organization	Item (ii)	Yes	MS	Chandrapur	3	293,320	-	0	NO		
D	**COMMUNITY DEVELOPMENT**											
D.1	Developing community structures	Item (iv)	Yes	MS	Chandrapur	3	2,001,350	2,581,511.80	0	YES		
	Program expenses						**18,040,250**	**18,712,800.94**	0			
	Overhead expenses						**944,000**	**845,662.60**	0			
	TOTAL						**18,984,250**	**19,558,463.54**	0			

(c) Details of CSR amount spent against other than ongoing projects for the financial year: **N.A.**
(d) Amount spent in Administrative overheads: Rs. 845,662.60
(e) Amount spent on Impact Assessment, if applicable: **N.A.**
(f) Total amount spent for the Financial Year (8b+8c+8d+8e):
Rs. 18,712,800.94+ Rs. 845,662.60 = Rs. 19,558,463.54
(g) Excess amount for Set off, if any

S. No.	Particulars	Amount(in Lakh Rs.)
(i)	Two percent of average net profit of the company as per section 135(5) for Financial Year 22-23	0.00
(ii)	Total amount spent for the Financial Year 22-23	19,558,463.54
(iii)	Excess amount spent for the financial year [(ii)-(i)] (Excess amount spent in FY 22-23 – Rs. 11,877,605.54)	Rs. 11,877,605.54
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)] Excess amount spent in FY 21-22 – Rs. 51,26,531.00 Excess amount spent in FY 22-23 – Rs. 11,877,605.54 Total Excess spent in past two years – Rs. 170,04,136.54	170,04,136.54

9(a)Details of Unspent CSR amount for the preceding three financial years: **Rs. 76,80,858.00 spend out of the Rs. 79,46,045 available UNSPENT ACCOUNT of 2020-21.**

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Rs. 195,58,463.54 (Table 8.b.3)**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year, (asset-wise details): **N.A.**
    (a) Date of creation or acquisition of the capital asset(s).
    (b) Amount of CSR spent for creation or acquisition of capital asset.
    (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
    (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

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

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

For **GMR Warora Energy Limited**

Mr. S.N. Barde
Whole-time Director
DIN: 03140784

For **GMR Warora Energy Limited**

Dr. M. Ramachandran
Independent Director
DIN: 01573258

Place: New Delhi
Date: September 05, 2023-

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

12th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru - 560 001, India
Tel : +91 80 6648 9000

INDEPENDENT AUDITOR'S REPORT

To the Members of GMR Warora Energy Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of GMR Warora Energy Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Emphasis of Matters

We draw attention to the following matters in the notes to the accompanying Ind AS financial statements for the year ended March 31, 2023:

(i) Note 10(c) and 10(d) in connection with the realization of trade receivables and unbilled revenue (including claims towards change in law events, increased coal cost pass through and carrying costs thereof and capacity charges outstanding from one of its customers during the period of lockdown based on declared capacity) of Rs. 8,822.24 million of the Company, which are pending settlement/ realization as on March 31, 2023. The management of the Company based on its internal assessment, legal expert advice and certain interim favourable regulatory orders for claims made by the Company as detailed in the aforesaid notes to the accompanying Ind AS financial statements is of the view that the aforesaid balances are fully recoverable as at March 31, 2023.

(ii) Note 26(i) in connection with the dispute pertaining to transmission charges with Maharashtra State Electricity Distribution Company Limited ('MSEDCL'). The Company has disputed the contention of MSEDCL that the cost of transmission charges are to be paid by the Company. Accordingly, the Company has not accounted the aforesaid transmission charges in the accompanying Ind AS financial statements for the years from March 17, 2014 up to March 31, 2023 based on a favourable Order received by the Company from APTEL. MSEDCL have preferred an appeal with Hon'ble Supreme Court of India against the aforesaid APTEL order and the matter is pending conclusion.

S.R. Batliboi & Associates LLP Bengaluru

(iii) Note 40 in connection with the amounts due to certain vendors which are outstanding beyond permissible time period under the Foreign Exchange Management Act ('FEMA'). Pending filing for condonation of delay with competent authority no adjustments are made to the accompanying Ind AS financial statements for the year ended March 31, 2023.

Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matters described in the 'Emphasis of Matters' section, we have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
1.Revenue Recognition and realization in relation to regulatory claims *(as described in Notes 10 and 20 of the Ind AS financial statements)*	
The Company is eligible for claims under various Change in Law / coal cost pass through events which are having cost implications on generation and supply of power such as duties and taxes, incremental cost of power generation, etc., due to purchase of alternative coal in terms of the framework of Power Purchase Agreements entered by the Company with the various Discoms and carrying cost thereof. Such claims are accounted by the Company upon approval thereof by the Regulatory Authorities. The recognition and measurement of such claims on account of change in law/ coal cost pass through events and carrying costs thereof, involves management judgement and estimation of operational / cost parameters based on qualitative parameters and are subject to final acceptance of the claims by the respective Discoms.	Our audit procedures in response to this key audit matter included: (i) We assessed and tested the design and operating effectiveness of the Company's internal financial controls over the revenue recognition process. (ii) We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with those policies in terms of Ind AS 115 (Revenue from contract with customers). (iii) We obtained an understanding of the key controls management has in place to monitor change in law events, status of appeals seeking claims and approval orders passed by various regulatory authorities. (iv) We evaluated management workings that set out all the outstanding claims for approval placed by the Company with regulatory authorities and the

S.R. Batliboi & Associates LLP Bengaluru

Key audit matters	How our audit addressed the key audit matter
In view of the complexity and judgement involved in estimation of the amounts of such claims and recoverability thereof, the same is considered as a key audit matter.	basis adopted by the management in determining such claims. (v) We examined management assumptions / judgement relating to various parameters for measuring / estimating the amount of such claims. (vi) We verified the reasonableness of the underlying parameters and assumptions / judgement used for measuring / estimating the amounts of claims as per regulatory orders through verification of historical information and other available internal and external data. (vii) For tariff orders received by the Company and challenged by the customer we have also assessed the management's evaluation of the likely outcome of the dispute based on past precedents and interim favourable orders from the regulators. (viii) We tested on sample basis, the accuracy of the underlying data used for computation of such claims. (ix) We assessed the reasonableness of management's assessment of recoverability of the outstanding receivables and recoverability of the overdue / aged receivables through inquiry with management, and analysis of collection trends in respect of receivables.
2. Impairment testing for Property, plant and equipment ('PPE')*(as described in Note 3 of the Ind AS financial statements)*	
The Company has PPE (including intangible assets, Right of Use assets and capital work in progress) amounting to Rs 24,472.29 million as at March 31, 2023. To assess if there is an impairment in the carrying value of PPE, management conducts impairment tests annually or whenever there are changes in circumstances or events which indicate that, the carrying value of PPE may require evaluation to verify recoverability. An impairment loss is recognized if the recoverable amount of PPE is lower than the carrying value.	Our audit procedures in response to this key audit matter included: (i) We assessed whether the Company's accounting policy with respect to impairment is in accordance with Ind AS 36 "Impairment of assets". (ii) We carried out assessment of the forecasts of future cash flows prepared by the management, evaluating the key assumptions and compared the estimates to externally available industry, economic and financial data; (iii) We perused the report issued by the external valuer ("expert") engaged by the management. In making this assessment, we also assessed the

S.R. Batliboi & Associates LLP Bengaluru

Key audit matters	How our audit addressed the key audit matter
The recoverable amount of the PPE is evaluated by calculating the value in use based on discounted cash flow models. Significant judgements are required to determine the key assumptions used in the discounted cash flow models. The determination of recoverable amounts of carrying value of property, plant and equipment of the Company relies on the management's estimates of future cash flows and their judgement with respect to key variables, market conditions, future economic conditions such as entering into Power Purchase Agreement ('PPA') and fully utilizing the capacity of 200 MW after expiry of existing medium term PPA with one of the customers in January 2024 at higher rate per unit, conclusion and timely realisation of claims with Discoms currently under dispute for various change in law events as detailed in note 10(c) and 10(d) to the accompanying Ind AS financial statements, enhancement in the operational performance of the plant including ramp up in generation and availability of coal with higher gross calorific value at competitive rates, decline in interest rates, compliance with the terms of the resolution plan as detailed in note 14 to the accompanying Ind AS financial statements etc., which the management believes reasonably reflect the future expectations and is of the view that the carrying value of the PPE as at March 31, 2023 is appropriate. Due to the inherent subjectivity involved in forecasting and discounting future cash flows, the level of management's judgement involved and the significance of the carrying value of property, plant and equipment on the Ind AS financial statements of the Company as at March 31, 2023 we have considered this as a key audit matter.	professional competence, objectivity and capabilities of the expert engaged by the management; (iv) We assessed the valuation methodology and the key assumptions used in the cash flow forecasts with the support of our in-house valuation experts and performed sensitivity analysis on key assumptions; (v) We discussed with senior management personnel, the justification for the key assumptions underlying the cashflow projections and performed sensitivity analysis on the same to assess their reasonableness. (vi) We tested the arithmetical accuracy of the computation of projections used for the purpose of the valuation. (vii) We reviewed the related disclosures in the Ind AS financial statements as required by the relevant accounting standards.

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<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">3. Going Concern Assessment (as described in Note 1.1 of the Ind AS financial statements)</td></tr>
<tr><td>The Company has accumulated losses of Rs. 5,854.39 million as at March 31, 2023 which has resulted in substantial erosion of the net worth of the Company.

During the previous year, there had been delays in repayment of dues to the lenders on account of the delay in the receipt of receivables from its customers, thereby resulting in lowering of credit ratings for the Company's borrowings and most of the borrowing facilities of the Company became Special Mention Account-2/Non-Performing Assets. Accordingly, resolution process under 'Prudential Framework for Resolution of Stressed Assets', as prescribed by the Reserve Bank of India ('RBI') on June 07, 2019 was initiated by the lenders.

During the year, the Company gave effect to the Resolution Plan upon receipt of requisite approval from lenders as further detailed in note 14 to the accompanying Ind AS financial statements.

Management has made an assessment of the Company's ability to continue as a Going Concern as required by Ind AS 1 Presentation of Financial Statements considering all the available information and has concluded that the going concern basis of accounting is appropriate.

Going Concern assessment has been identified as a key audit matter considering the significant judgements and estimates involved in the assessment and its dependence upon management's ability to realise its overdue receivables and unbilled revenue in timely manner as considered in the cash flow projections, settlement of disputes in favour of the Company and successful execution of power purchase agreement for utilization of its 200MW capacity after expiry of</td><td>Our audit procedures in response to this key audit matter included:

(i) Obtaining an understanding of the process which includes review of the annual business plan and cash flow projections for next one year, adherence to the terms of the resolution plan signed with the lenders and testing the internal controls associated with the management's assessment of Going Concern assumption.

(ii) Discussing with management and assessing the assumptions, judgements and estimates used in developing business plan and cash flow projections having regards to past performance and current emerging business trends affecting the business and industry.

(iii) Testing the arithmetical accuracy of the computation of cash flow forecast used for the purpose of going concern assessment.

(iv) Assessing the adequacy of the disclosures in the Ind AS financial statements.</td></tr>
</table>

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Bengaluru

Key audit matters	How our audit addressed the key audit matter
existing medium term PPA with one of its customers at higher rate per unit. Going concern assessment is largely based on the expectations of and the estimates made by management. The expectations and estimates can be influenced by subjective elements such as estimated future cash flows, forecasted results and margins from operations. Estimates are based on assumptions, including expectations regarding future developments in the economy and the market.	

Other Information

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 Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. The Board's report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and 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 the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) The matters described in Emphasis of Matter paragraphs above and clause ii(b) of 'Annexure 1' in our opinion, may have an adverse effect on the functioning of the Company.

   (f) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

   (g) With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (h) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 10, 26 and 32(II) to the accompanying Ind AS financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

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Bengaluru

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that, to the best of its knowledge and belief and as disclosed in the note 41(v) to the accompanying financial statements for the year ended March 31, 2023, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief and as disclosed in the note 41(vi) to the accompanying financial statements for the year ended March 31, 2023, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

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

Sandeep Karnani

per Sandeep Karnani
Partner
Membership Number: 061207

S.R. Batliboi & Associates LLP
Bengaluru

UDIN: 23061207BGYKUS3655
Place of Signature: Bengaluru
Date: May 05, 2023

Annexure 1 referred to in paragraph under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date

Re: GMR Warora Energy Limited ('the Company')

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(a) (B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) Property, plant and equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) The title deeds of immovable properties including the title deeds of the immovable property mortgaged with the lenders as security for the borrowings (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) and as disclosed in note 3 to the accompanying Ind AS financial statements are held in the name of the Company.

(d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year ended March 31, 2023.

(e) As disclosed in note 41(i) to the accompanying financial statements for the year ended March 31, 2023, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third party and goods in transit. In our opinion, the frequency of verification by the management is reasonable and the coverage and the procedure for such verification is appropriate. Inventories lying with third party have been confirmed by them as at March 31, 2023. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification and confirmation.

(b) As disclosed in note 14(12) to the accompanying financial statements for the year ended March 31, 2023, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are not in agreement with the books of accounts of the Company and the details are as follows:

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Bengaluru

Inventories

Quarter ending	Value per books of account (in INR million)	Value per quarterly return/statement (in INR million)	Discrepancies (give details)
June 30, 2022	455.33	829.52	As informed by the management of the Company, the difference is on account of adjustments pertaining to inventory capitalised as per of Ind AS financial results/ Ind AS financial statements whereas the same is disclosed under inventory as per quarterly return/statement.
September 30, 2022	590.76	964.96	
December 31, 2022	592.34	966.54	
March 31, 2023	364.76	738.97	

(iii) The Company has not made investments, provided loans, advances in the nature of loans, provided guarantee or provided security to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, the requirement to report on clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 ("the Act") are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act related to the generation of power, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and service tax, professional tax, cess and other material statutory dues as applicable to the Company, have generally been regularly deposited with the appropriate authorities though there have been slight delay in a few cases.

According to the information and explanations given to us by the management of the Company and audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues, were outstanding at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute, are as follows:

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Name of the statute	Nature of the dues	Amount (in INR million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Short deduction of TDS	0.03	Financial year 2013-2014	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Short grant of depreciation	152.31	Financial year 2019-2020	Commissioner of Income Tax (Appeals)

The above table does not include dues which have been disputed by tax authorities and adjusted against the brought forward losses/unabsorbed depreciation.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company defaulted in repayment of dues to a financial institution, a debenture holder and 7 banks amounting to Rs 3,414.24 million towards principal and Rs 4,373.74 million towards interest till June 30, 2022. The delays ranged between 0 to 455 days. However, during the year, the Company has implemented and given effect to the resolution plan on June 30, 2022 as detailed in the note 14 to the accompanying Ind AS financial statements for the year ended March 31, 2023 whereby the outstanding principal and interest has been restructured and rescheduled by the lenders. Pursuant to and post implementation of resolution plan, Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Further, the Company did not have any outstanding loans or borrowings or interest thereon in respect to government during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. Also refer note 14 to the accompanying Ind AS financial statements.

(c) The Company did not avail any new term loans during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the accompanying Ind AS financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer/ further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

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Bengaluru

(b) Pursuant to implementation of resolution plan as detailed in note 14 to the accompanying Ind AS financial statements for the year ended March 31, 2023, the Company has converted certain outstanding borrowings and interest accrued thereon to equity shares, optionally convertible debentures and non-convertible debentures. The Company has complied with provisions of sections 42 and 62 of the Companies Act, 2013, as applicable, in respect of the private placement of above equity shares, optionally convertible debentures and non-convertible debentures during the year. No funds have been raised on account of the aforesaid conversion.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by cost auditor, secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the accompanying Ind AS financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) The Group has total two Core Investment Companies as part of the Group.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

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(xix) On the basis of the financial ratios disclosed in note 35 to the Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities and read with Emphasis of matter paragraph on realization of trade receivable and unbilled revenue, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) During the year, in respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 36 to the accompanying Ind financial statements.

(b) During the year, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of the Act. This matter has been disclosed in note 36 to the accompanying Ind AS financial statements.

For S.R. Batliboi & Associates LLP
ICAI firm registration number: 101049W/E300004
Chartered Accountants

per Sandeep Karnani
Partner
Membership Number: 061207

S.R. Batliboi & Associates LLP
Bengaluru

UDIN: 23061207BGYKUS3655
Place: Bengaluru
Date: May 05, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF GMR WARORA ENERGY LIMTED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Ind AS financial statements of GMR Warora Energy Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Ind AS financial statements 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 as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these Ind AS financial statements included obtaining an understanding of internal financial controls with reference to these Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 with reference to these Ind AS financial statements.

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Bengaluru

Meaning of Internal Financial Controls with Reference to these Ind AS Financial Statements

A company's internal financial controls with reference to Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls with Reference to these Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to these Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to these Ind AS financial statements and such internal financial controls with reference to these Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

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

Sandeep Karnani

per Sandeep Karnani
Partner
Membership Number: 061207

UDIN: 23061207BGYKUS3655
Place of Signature: Bengaluru
Date: May 05, 2023

S.R. Batliboi & Associates LLP Bengaluru

GMR Warora Energy Limited
Corporate Identity Number (CIN) :U40100MH2005PLC155140
Balance Sheet as at March 31, 2023

	Notes	March 31, 2023	March 31, 2022
		(Rs. in million)	
I ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	24,094.96	29,459.81
(b) Capital work in progress	3(a)	41.51	84.15
(c) Intangible assets	4	4.70	1.34
(d) Right-of-use assets	32	331.12	335.12
(e) Financial assets			
(i) Investments (Rs. 2,500 (March 31, 2022 : Rs. 2,500))	5	0.00	0.00
(ii) Trade receivables	10	2,780.82	-
(iii) Other financial assets	6	1,888.53	992.76
(f) Non-current tax assets (net)		37.01	17.36
(g) Other non-current assets	8	29.45	7.26
		29,208.10	**30,897.80**
(2) Current assets			
(a) Inventories	9	364.76	375.59
(b) Financial assets			
(i) Trade receivables	10	6,041.42	7,621.39
(ii) Cash and cash equivalents	11	121.07	76.06
(iii) Other financial assets	6	63.83	52.29
(c) Other current assets	8	368.44	1,014.37
		6,959.52	**9,139.70**
Total assets (1 + 2)		**36,167.62**	**40,037.50**
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	12	9,449.10	8,700.00
(b) Other equity	13	(3,454.47)	(5,413.19)
Total equity		**5,994.63**	**3,286.81**
Liabilities			
(2) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	23,226.62	23,369.47
(b) Net employee defined benefit liabilities	16	5.61	6.22
(c) Provisions	17	70.83	65.71
		23,303.06	**23,441.40**
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	4,889.33	11,317.41
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	18	32.63	97.64
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	868.62	790.46
(iii) Other financial liabilities	15	705.93	735.63
(b) Other current liabilities	19	30.12	27.37
(c) Net employee defined benefit liabilities	16	10.06	6.53
(d) Provisions	17	58.08	59.09
(e) Liabilities for current tax (net)		275.16	275.16
		6,869.93	**13,309.29**
Total liabilities (2+3)		**30,172.99**	**36,750.69**
Total equity and liabilities (1+2+3)		**36,167.62**	**40,037.50**

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the Ind AS financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W / E300004

per Sandeep Karnani
Partner
Membership number: 061207

S. R. Batliboi & Associates LLP Bengaluru

GMR Warora Energy Limited

For and on behalf of the Board of Directors of
GMR Warora Energy Limited

Sanjay Barde Narayan
Whole-time Director
DIN: 03140784

Dhananjay Vasantrao Deshpande
Whole-time Director
DIN : 07663196

Ashish Vinay Deshpande
Chief Financial Officer

Sanjay Kumar Babu
Company Secretary
Membership number: F-8649

Place: Bengaluru
Date: May 05, 2023

Place: Warora, Maharashtra, New Delhi
Date: May 05, 2023

GMR Warora Energy Limited
Corporate Identity Number (CIN) :U40100MH2005PLC155140
Statement of Profit and Loss for the year ended March 31, 2023

(Rs. in million)

		Notes	March 31, 2023	March 31, 2022
I	**Revenue**			
	Revenue from operations	20	16,345.39	12,994.04
	Other income	21	635.40	1,088.32
	Total income		**16,980.79**	**14,082.36**
II	**Expenses**			
	Consumption of fuel	22	10,162.01	7,733.11
	Employee benefit expenses	23	495.38	441.19
	Finance costs	24	2,953.53	3,827.77
	Depreciation and amortisation expenses	25	1,094.12	1,177.40
	Transmission charges	26	241.52	456.79
	Other expenses	27	1,212.29	1,128.44
	Total expenses		**16,158.85**	**14,764.70**
III	**Profit / (loss) before exceptional items and tax (I - II)**		**821.94**	**(682.34)**
IV	**Exceptional items**	37	**856.80**	-
V	**Profit / (loss) before tax (III + IV)**		**1,678.74**	**(682.34)**
VI	**Tax expenses:**			
	(a) Current tax	7(b)	-	-
	(b) Deferred tax (credit) / charge (net)	7(b)	-	(195.39)
	Total tax expenses		-	**(195.39)**
VII	**Profit / (loss) for the year (V +/- VI)**		**1,678.74**	**(486.95)**
VIII	**Other comprehensive (loss) / income**			
(A)	(i) Items that will not be reclassified to profit or loss			
	- Re-measurement (losses) / gains on defined benefit plans	31	(2.44)	(5.04)
	(ii) Income tax effect	7(b)	-	(0.09)
(B)	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax effect		-	-
	Total other comprehensive (loss) / income for the year, net of tax		**(2.44)**	**(5.13)**
IX	**Total comprehensive income / (loss) for the year (VII +/- VIII)**		**1,676.30**	**(492.08)**
X	**Earnings per share (EPS) (nominal value of share Rs. 10 each (March 31, 2022 : Rs. 10 each))**			
	(a) Basic EPS (in Rs. per share)	28	1.53	(0.47)
	(b) Diluted EPS (in Rs. per share)	28	1.53	(0.47)
	Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the Ind AS financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W / E300004

Sandeep Karnani
Partner
Membership number: 061207

S.R. Batliboi & Associates LLP Bengaluru

GMR Warora Energy Limited

For and on behalf of the Board of Directors of
GMR Warora Energy Limited

Sanjay Barde Narayan
Whole-time Director
DIN: 03140784

Dhananjay Vasantrao Deshpande
Whole-time Director
DIN : 07663196

Ashish Vinay Deshpande
Chief Financial Officer

Sanjay Kumar Babu
Company Secretary
Membership number: F-8649

Place: Bengaluru
Date: May 05, 2023

Place: Warora, Maharashtra, New Delhi
Date: May 05, 2023

GMR Warora Energy Limited
Corporate Identity Number (CIN) :U40100MH2005PLC155140
Statement of changes in equity for the year ended March 31, 2023

a. Equity share capital*

For the year ended March 31, 2023

	Numbers (in million)	(Rs. in million)
Equity shares of Rs. 10 each issued, subscribed and fully paid		
At April 01, 2022	**870.00**	**8,700.00**
Add: Issue of share capital	74.91	749.10
At March 31, 2023	**944.91**	**9,449.10**

For the year ended March 31, 2022

	Numbers (in million)	(Rs. in million)
Equity shares of Rs. 10 each issued, subscribed and fully paid		
At April 01, 2021	**870.00**	**8,700.00**
Add: Issue of share capital	-	-
At March 31, 2022	**870.00**	**8,700.00**

b. Other equity**

(Rs. in million)

	Attributable to equity holders						
			Reserves and surplus				
	0.001% Non-cumulative Non-Participating Compulsorily Convertible Preference shares ('CCPS') (refer notes 13 and 30)	**Capital Contribution (refer note 13 and 30)**	**Debenture redemption reserve (refer note 13)**	**Securities premium (refer note 13)**	**Discount on issue of shares (refer note 12 and 13)**	**Retained earnings (refer note 13)**	**Total other equity**
For the year ended March 31, 2023							
As at April 01, 2022	**1,700.08**	-	**187.50**	**229.92**	-	**(7,530.69)**	**(5,413.19)**
Profit / (loss) for the year	-	-	-	-	-	1,678.74	1,678.74
Other comprehensive (loss) / income for the year***	-	-	-	-	-	(2.44)	(2.44)
Total comprehensive income	-	-	-	-	-	**1,676.30**	**1,676.30**
Discount on issue of equity shares	-	-	-	(229.92)	(194.07)	-	(423.99)
Capital Contribution	-	706.41	-	-	-	-	706.41
As at March 31, 2023	**1,700.08**	**706.41**	**187.50**	-	**(194.07)**	**(5,854.39)**	**(3,454.47)**
For the year ended March 31, 2022							
As at April 01, 2021	**1,700.08**	-	**187.50**	**229.92**	-	**(7,038.61)**	**(4,921.11)**
Profit / (loss) for the year	-	-	-	-	-	(486.95)	(486.95)
Other comprehensive (loss) / income for the year***	-	-	-	-	-	(5.13)	(5.13)
Total comprehensive income	-	-	-	-	-	**(492.08)**	**(492.08)**
As at March 31, 2022	**1,700.08**	-	**187.50**	**229.92**	-	**(7,530.69)**	**(5,413.19)**

* Also refer note 12
** Also refer note 13
*** As required under Ind AS compliant Schedule III, the Company has recognized measurement (losses) / gains of defined benefit plans as part of retained earnings.

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the Ind AS financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W / E300004

per Sandeep Karnani
Partner
Membership number: 061207

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 05, 2023

GMR Warora Energy Limited

For and on behalf of the Board of Directors of
GMR Warora Energy Limited

Sanjay Barde Narayan
Whole-time Director
DIN: 03140784

Dhananjay Vasantrao Deshpande
Whole-time Director
DIN : 07663196

Ashish Vinay Deshpande
Chief Financial Officer

Sanjay Kumar Babu
Company Secretary
Membership number: F-8649

Place: Warora, Maharashtra, New Delhi
Date: May 05, 2023

GMR Warora Energy Limited
Corporate Identity Number (CIN): U40100MH2005PLC155140
Statement of cash flows for the year ended March 31, 2023

(Rs. in million)

Particulars	March 31, 2023	March 31, 2022
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES		
Profit / (loss) before tax	1,678.74	(682.34)
Non-cash adjustments to reconcile profit / (loss) before tax to net cash flows:		
Exceptional items (refer note 37)	(856.80)	-
Depreciation and amortisation expenses	1,094.12	1,177.40
Loss on disposal / sale of property, plant and equipment (net)	35.28	0.04
Impairment allowance (including trade advances written off)	125.27	209.06
Net foreign exchange differences	34.09	14.69
Provisions/liabilities no longer required, written back	(1.09)	(1.84)
Finance costs	2,953.53	3,827.77
Interest income on bank deposits	(596.69)	(1,058.70)
Operating profit before working capital changes	**4,466.45**	**3,486.08**
Movements in working capital :		
(Increase) / decrease in inventories	10.83	(6.93)
(Increase) / decrease in trade receivables	(1,338.00)	(258.18)
(Increase) / decrease in other financial assets and other assets	681.23	(1,120.06)
(Decrease) / increase in trade payables	14.24	(287.80)
(Decrease) / increase in other financial liabilities, other liabilities, net employee defined benefit liabilities and provisions	8.17	(43.20)
Cash generated from operations	**3,842.92**	**1,769.91**
Direct taxes (paid) / refund (net)	(19.65)	(7.55)
Net cash flow from / (used in) operating activities (A)	**3,823.27**	**1,762.36**
CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including capital work in progress and intangible assets	(481.21)	(151.56)
Investment in bank deposits (having original maturity of more than three months)	(927.89)	(742.26)
Interest income received	571.66	1,052.72
Net cash flow (used in) / from investing activities (B)	**(837.44)**	**158.90**
CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES		
Proceeds from capital contribution (refer note 13)	647.21	-
Proceeds from borrowings	-	59.20
Repayment of borrowings	(2,203.42)	(620.92)
Proceeds from short-term borrowings (net of repayment)	282.68	(522.60)
Finance costs paid	(1,667.29)	(856.45)
Net cash flow (used in) / from financing activities (C)	**(2,940.82)**	**(1,940.77)**
Net (decrease) / increase in cash and cash equivalents (A + B + C)	**45.01**	**(19.51)**
Cash and cash equivalents as at the beginning of the year	76.06	95.57
Cash and cash equivalents as at the end of the year	**121.07**	**76.06**
COMPONENTS OF CASH AND CASH EQUIVALENTS (refer note 11)		
Cash on hand	0.06	0.01
Balances with banks	121.01	76.05
Total cash and cash equivalents (refer note 11)	**121.07**	**76.06**

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the Ind AS financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W / E300004

per Sandeep Karnani
Partner
Membership number: 061207

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 05, 2023

For and on behalf of the Board of Directors of
GMR Warora Energy Limited

GMR Warora Energy Limited

Sanjay Barde Narayan
Whole-time Director
DIN: 03140784

Dhananjay Vasantrao Deshpande
Whole-time Director
DIN : 07663196

Ashish Vinay Deshpande
Chief Financial Officer

Sanjay Kumar Babu
Company Secretary
Membership number: F-8649

Place: Warora, Maharashtra, New Delhi
Date: May 05, 2023

1. Corporate information

GMR Warora Energy Limited ('the Company') (Formerly known as EMCO Energy Limited) is a public company incorporated under the provisions of the Companies Act 1956, having its registered office at 701/704 , 7th floor, Naman Centre, A wing, Bandra Kurla Complex , Mumbai – 400 051. The Company is engaged in the business of generation and sale of electrical energy from its coal based power plant of 600 MW situated at Warora.

1.1 Going Concern

The Company has accumulated losses of Rs. 5,854.39 million as at March 31, 2023 which has resulted in substantial erosion of the net worth of the Company. There had been delays in repayment of dues to the lenders on account of the delay in the receipt of receivables from its customers as detailed in note 10, thereby resulting in lowering of credit ratings for the Company's borrowings. However, the Company has successfully implemented Resolution Plan under Prudential Framework for Resolution of Stressed Assets, as prescribed by the RBI as detailed in note 14 and has made profits before taxes for the year ended March 31, 2023 and have favourable interim orders towards the aforementioned claims. Considering the aforesaid factors, the Company has performed going concern assessment and has prepared cashflow forecast which depends on the estimates and judgement with respect to key variables, market conditions, future economic conditions such as entering into Power Purchase Agreement ('PPA') and fully utilizing the capacity of 200 MW after expiry of new PPA with one of the customers in January 2024, conclusion and timely realisation of claims with Discoms currently under dispute for various change in law events as detailed in note 10, enhancement in the operational performance of the plant including ramp up in generation and availability of coal with higher gross calorific value at competitive rates, etc., which the Company believes reasonably reflect the future expectations and believes it has sufficient liquidity based on the expected cash to be generated from operations to meet its financial obligations as they fall due for the following twelve months and as per the Resolution Plan. Accordingly, the Ind AS financial statements of the Company continue to be prepared on a going concern basis which contemplates realisation of current assets and settlement of current liabilities in an orderly manner.

2. Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its Ind AS 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

A. Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013 (the 'Act') as amended from time to time and presentation requirements of Division II of Schedule III to the Act, (Ind AS compliant Schedule III), as applicable to the financial statements.

B. Functional and presentation currency

The functional and presentation currency of the Company is Indian Rupee ('Rs') which is the currency of the primary economic environment in which the Company operates. All values are disclosed to the nearest Million with two decimals (INR 000,000.00), except where otherwise indicated.

C. Basis of measurement

The Ind AS financial statements have been prepared on the historical cost convention and on accrual basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

S.R. Batliboi & Associates LLP Bengaluru

2.2 Summary of significant accounting policies:

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
ii. Held primarily for the purpose of trading,
iii. Expected to be realised within twelve months after the reporting period, or
iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
i. It is expected to be settled in normal operating cycle,
ii. It is held primarily for the purpose of trading,
iii. It is due to be settled within twelve months after the reporting period, or
iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

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

Advance tax paid is classified as non-current assets.

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

b. Fair value measurement of financial instruments

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date using valuation techniques.

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

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

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

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

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

GMR Energy Limited

S.R. Batliboi & Associates LLP Bengaluru

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

All assets and liabilities for which fair value is measured or disclosed in the Ind AS 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 Ind AS financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

c. Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Description of performance obligations are as follows:

(i) Income from sale of Electrical Energy:

Revenue from sale of power is recognised net of cash discount over time for each unit of electricity delivered.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Revenue from energy units sold as per the terms of the PPA and Letter Of Intent ('LOI') (collectively hereinafter referred to as 'the PPAs') is recognised on an accrual basis and includes unbilled revenue accrued up to the end of the accounting year.

Revenue earned in excess of billings has been included under "Trade receivables" as unbilled revenue and billings in excess of revenue earned have been disclosed under "other liabilities" as unearned revenue.

Revenue from energy units sold on a merchant basis is recognised in accordance with billings made to customers based on the units of energy delivered and the rate agreed with the customers. Revenue/ charges from unscheduled interchange for the deviation in generation with respect to scheduled generation are recognized/ charged at rates notified by Central Electricity Regulatory Commission ('CERC') from time to time, as revenue from sale of energy. Further, revenue is recognized/adjusted towards truing up in terms of the applicable CERC regulations.

Customers are billed on a monthly basis and are given credit period of 30 days for payment. Revenue in respect of claims on account of change in law events including coal cost pass through, carrying cost and interest on delayed payments leviable as per the relevant contracts are recognised on actual realisation or accrued based on an assessment of certainty of realization supported by either an acknowledgement from customers or on receipt of favourable order from regulator / authorities or pursuant to directions issued by Ministry of Power ('MOP').

S.R. Batliboi & Associates LLP Bengaluru

Contract assets

A contract asset is the right to consideration in exchange for goods and services transferred to the customer (which consist of unbilled revenue). If the Company performs its obligations by transferring goods and services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (o) Financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier).

Interest income

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

Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Taxes on income

<u>Current income tax</u>

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

S.R. Batliboi & Associates LLP Bengaluru

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the Ind AS financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that is probable that future taxable profits will be available against which the temporary differences can be utilised.

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

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

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

e. Property, plant and equipment

Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items such as purchase price, freight, duties, levies. 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.

Capital work in progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date and is stated at cost less accumulated impairment loss.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit or loss as and when 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.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

S.R. Batliboi & Associates LLP
Bengaluru

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 with corresponding de-recognition of identifiable carrying cost of replacement. Machinery spares which are specific to a particular item of Property, Plant & Equipment and whose use is expected to be irregular are capitalized as Property , Plant & Equipment. Major inspection costs relating to Boiler, Turbine and Generator overhauls are identified as separate component and are depreciated over 3 to 5 years. 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 and having a value of more than 500,000.

On Transition to Ind AS, the Company has availed the optional exemption on "Long term Foreign currency Monetary items" and has accordingly continued with the policy to adjust the exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset recognised in the Ind AS financial statements for the year ended March 31, 2016 (as per previous GAAP) to the cost of the tangible asset and depreciates the same over the remaining life of the asset. In accordance with the Ministry of Corporate Affairs ('MCA') circular dated August 09, 2012, exchange differences adjusted to the cost of tangible fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange differences. As per amendment vide Notification No GSR 913 (E) dated December 29, 2011 the option of recognising such differences in the original cost was available only till the accounting period ending March 31, 2020.

f. Depreciation on Property, plant and equipment

The management has estimated the useful life of assets individually costing Rs. 5,000 or less to be less than one year, which is lower than those indicated in Schedule II.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The Company, based on technical assessment made by the technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Property, plant and equipment is provided on the Straight Line Method over the useful lives of the assets which is as follows:

Category of the asset	Estimated useful life (in years)
Plant and equipment – Power plant	40
Plant and equipment – Others	3-15
Buildings	3-60
Office equipment	5-15
Furniture and fixtures	10
Vehicles	8-10
Computers	3

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g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

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

h. Amortisation of intangible assets

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

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised. Software is amortised based on the useful life of six years on a straight-line basis as estimated by the management.

i. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur.

j. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right-of-use assets:

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The Company has obtained land on lease for a term of 95 years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (I) Impairment of non-financial assets.

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ii. Lease Liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

k. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials and stores and spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Cost of inventories is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Assessment of net realisable value is made in each subsequent period and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to that extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

l. Impairment of non-financial assets

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE, intangible assets, and other non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) in case of an individual asset, at the higher of the fair value less costs of disposal and the value in use; and

(ii)in case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's fair value less costs of disposal and the value in use.

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For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country in which the Company operates, or for the market in which the asset is used.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

m. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

A 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 Ind AS financial statements.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Provisions and contingent liability are reviewed at each balance sheet.

Decommissioning liability:
Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

n. Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution scheme. The Company has no obligation, other than the contribution payable. The Company recognizes contribution payable to provident fund, pension fund and superannuation fund as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

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 twelve months after the reporting date.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method using actuarial valuation to be carried out at each balance sheet date

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

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

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

a. The date of the plan amendment or curtailment, and
b. The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
b. Net interest expense or income.

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

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

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o. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

All financial assets and financial liabilities are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through statement of profit and loss.

The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109 – Financial instruments.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

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De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the carrying amount measured at the date of de-recognition and the consideration received is recognised in statement of profit or loss.

For trade and other receivables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(b) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts (including acceptances) and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition

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

Off-setting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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p. Convertible preference shares/ debentures

Convertible preference shares / debentures are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares / debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for conversion right. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not re-measured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares / debentures based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

q. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value that are readily convertible to a known amount of cash.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

r. Cash dividend

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. A corresponding amount is recognised directly in equity. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

s. Foreign currencies

The Ind AS financial statements are presented in INR, which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company's at the functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

Exchange differences arising on translation of long term foreign currency monetary items recognised in the Ind AS financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Company has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-"First time adoption of Indian Accounting Standard" are recognised directly in equity or added/ deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

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Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is 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)

t. Corporate social responsibility ('CSR') expenditure

The Company charges its CSR expenditure during the year to the statement of profit and loss. Refer note 36.

u. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

2.3 Impact of implementation of new standards/ amendments

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(i) **Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37**

An onerous contract is a contract under which the unavoidable of meeting the obligations under the contract costs (i.e., the costs that the Company cannot avoid because it has the contract) exceed the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

These amendments have no impact on the Ind AS financial statements of the Company.

(ii) **Reference to the Conceptual Framework – Amendments to Ind AS 103**

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements.

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to Ind AS 103 to clarify that contingent assets do not qualify for recognition at the acquisition date.

These amendments had no impact on the Ind AS financial statements of the Company.

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(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The amendments are effective for annual reporting periods beginning on or after April 01, 2022. These amendments had no impact on the Ind AS financial statements of the Company.

(iv) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments have no impact on the Ind AS financial statements of the Company.

2.4 Standards notified but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after April 01, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after April 01, 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after April 01, 2023.

The Company is currently assessing the impact of the amendments.

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3 Property, plant and equipment, Capital work in progress

(Rs. in million)

Particulars	Property, plant and equipment							Total	Capital work in progress
	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Computers		
Gross block (at cost/ deemed cost)									
As at April 01, 2021	139.24	4,605.42	33,194.76	49.54	134.08	8.75	29.46	38,161.25	12.92
Additions	-	9.24	35.14	0.01	3.73	-	6.41	54.53	125.76
Disposals / adjustments	-	-	-	-	-	-	(0.79)	(0.79)	(54.53)
As at March 31, 2022	139.24	4,614.66	33,229.90	49.55	137.81	8.75	35.08	38,214.99	84.15
Additions	-	123.15	296.21	0.13	1.36	0.19	28.00	449.04	406.40
Disposals / adjustments	-	-	(56.94)	-	-	-	-	(56.94)	(449.04)
As at March 31, 2023	139.24	4,737.81	33,469.17	49.68	139.17	8.94	63.08	38,607.09	41.51
Accumulated depreciation and impairment									
As at April 01, 2021	-	1,022.66	6,443.83	22.36	82.10	2.64	11.74	7,585.33	-
Charge for the year	-	148.85	998.22	4.09	14.59	0.75	4.10	1,170.60	-
Disposals	-	-	-	-	-	-	(0.75)	(0.75)	-
As at March 31, 2022	-	1,171.51	7,442.05	26.45	96.69	3.39	15.09	8,755.18	-
Charge for the year	-	149.04	911.20	4.11	15.18	0.76	8.12	1,088.41	-
Disposals	-	-	(21.66)	-	-	-	-	(21.66)	-
Impairment (refer note 37)	-	-	4,690.20	-	-	-	-	4,690.20	-
As at March 31, 2023	-	1,320.55	13,021.79	30.56	111.87	4.15	23.21	14,512.13	-
Net block									
As at March 31, 2023	139.24	3,417.26	20,447.38	19.12	27.30	4.79	39.86	24,094.96	41.51
As at March 31, 2022	139.24	3,443.15	25,787.85	23.10	41.12	5.36	19.99	29,459.81	84.15

Notes:

1 The Company during the year ended March 31, 2017 adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Company had availed the exemption available under Ind AS 101, wherein the carrying value of property, plant and equipment was carried forward at the amount as determined under the previous GAAP as at April 01, 2015

2 The management of the Company carried out a valuation assessment of its Property, Plant and Equipment ('PPE') during the year ended March 31, 2023 by an external expert. The valuation assessment includes certain key assumptions such as fully utilizing the capacity of 200 MW after expiry of existing medium term PPA with one of the customers in January 2024 at higher rate per unit, conclusion and timely realisation of claims with Discoms currently under dispute for various change in law events as detailed in notes 10 (c) and 10 (d), enhancement in the operational performance of the plant including ramp up in generation and availability of coal with higher gross calorific value at competitive rates, compliance with the terms of the resolution plan as detailed in note 14 etc. Based on an internal assessment and valuation carried out by an external expert, the Company accounted for an impairment loss of Rs. 4,690.20 million which has been disclosed as an exceptional item in the Ind AS financial statements for the year ended March 31, 2023. Also refer note 37

3 Refer note 14 in regard to details of pledge of the property, plant and equipment in connection with borrowings from the lenders

4 The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year ended March 31, 2023

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3(a) Capital work in progress ('CWIP') as at March 31, 2023 represents property, plant and equipment under construction / installation. Adjustments in relation to capital work-in progress relates to addition in property, plant and equipment during the year

CWIP Ageing Schedule

As at March 31, 2023

(Rs. in million)

	Amount in CWIP for a period of				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	36.44	2.99	0.41	1.67	41.51
Projects temporarily suspended	-	-	-	-	-
Total	**36.44**	**2.99**	**0.41**	**1.67**	**41.51**

As at March 31, 2022

(Rs. in million)

	Amount in CWIP for a period of				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	81.02	1.46	1.67	-	84.15
Projects temporarily suspended	-	-	-	-	-
Total	**81.02**	**1.46**	**1.67**	**-**	**84.15**

The Company does not have any project temporarily suspended or any CWIP which is overdue or has exceeded its cost compared to its original plan / revised approved plan

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4 Intangible assets

(Rs. in million)

Particulars	Computer software	Total
Gross block (at cost/ deemed cost)		
As at April 01, 2021	13.04	13.04
Additions	-	-
As at March 31, 2022	13.04	13.04
Additions	5.07	5.07
As at March 31, 2023	18.11	18.11
Accumulated amortisation		
As at April 01, 2021	8.90	8.90
Charge for the year	2.80	2.80
As at March 31, 2022	11.70	11.70
Charge for the year	1.71	1.71
As at March 31, 2023	13.42	13.42
Net block		
As at March 31, 2023	4.70	4.70
As at March 31, 2022	1.34	1.34

Note:
The Company during the year ended March 31, 2017 adopted Ind AS under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendment rules issued thereafter. The Company had availed the exemption available under Ind AS 101, wherein the carrying value of intangible assets were carried forward at the amount as determined under the previous GAAP as at April 01, 2015.

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GMR Warora Energy Limited

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5 Financial assets - Investments

(Rs. in million)

	March 31, 2023	March 31, 2022
Carried at amortised cost		
Unquoted Government securities		
National Savings Certificate*	0.00	0.00
	0.00	**0.00**
Non-current	0.00	0.00
Aggregate value of unquoted investments	0.00	0.00

* The investment is amounting to Rs 2,500 (March 31, 2022: Rs 2,500)

6 Other Financial assets
Carried at amortised cost
(Unsecured, considered good unless otherwise stated)

(Rs. in million)

		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Security deposits					
Security deposits with related parties (refer note below)		6.12	6.12	-	10.00
Security deposits with others		64.40	96.52	-	-
Total	**(A)**	**70.52**	**102.64**	-	**10.00**
Security deposits with related parties (refer note 30):					
Raxa Security Services Limited ('RSSL')		3.39	3.39	-	-
GMR Energy Trading Limited ('GETL')		2.73	2.73	-	-
GMR Corporate Affairs Private Limited ('GCAPL')		-	-	-	10.00
		6.12	**6.12**	-	**10.00**
Security deposits with related parties which have significant increase in credit risk					
Security deposits with related parties (refer note 30)		-	-	-	11.88
		-	-	-	**11.88**
Less: Security deposits with related parties which have significant increase in credit risk (refer note 33)		-	-	-	(11.88)
		-	-	-	**(11.88)**
		6.12	**6.12**	-	**10.00**
Transmission charges receivable					
Receivables from related parties (refer note 30)		-	-	32.33	35.82
		-	-	**32.33**	**35.82**
Transmission charges receivable from related parties which have significant increase in credit risk					
Transmission charges receivable from related parties (refer note 30)		-	-	2.50	2.50
		-	-	**2.50**	2.50
Impairment Allowance (allowance for bad and doubtful debts)					
Less: Transmission charges receivable from related parties which have significant increase in credit risk (refer note 33)		-	-	(2.50)	(2.50)
	(B)	-	-	**32.33**	**35.82**
Non-current bank balance (refer note 11)		1,818.01	890.12	-	-
Interest accrued on fixed deposits		-	-	31.50	6.47
	(C)	**1,818.01**	**890.12**	**31.50**	**6.47**
Total other financial assets	**(A+B+C)**	**1,888.53**	**992.76**	**63.83**	**52.29**

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7(a) Deferred tax (liability) / asset (net)

(Rs. in million)

	March 31, 2023	March 31, 2022
Deferred tax liability		
Property, plant and equipment: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	(3,049.35)	(4,030.32)
Fair valuation of borrowings at inception and subsequently recorded at amortized cost	(962.11)	(18.60)
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss but allowed for tax purposes on payment basis	668.85	28.07
Losses / unabsorbed depreciation available for offsetting against future taxable income	3,162.88	3,871.85
Others	179.73	149.00
Total	-	-

1. In the absence of reasonable certainty that sufficient future taxable income would be available against which deferred tax assets can be realised, the Company has recognised deferred tax assets only to the extent of deferred tax liability as at March 31, 2023.

7(b) Income Tax

The Company is subject to income tax in India on the basis of financial statements.
Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

Income tax expenses in the statement of profit and loss consist of the following:

(Rs. in million)

	March 31, 2023	March 31, 2022
Profit or loss section		
(a) Current tax	-	-
(b) Deferred tax (credit) / charge (net)	-	(195.39)
Total taxes	-	**(195.39)**
OCI section		
Deferred tax related to items recognised in OCI during in the year:		
Re-measurement (losses) / gains on defined benefit plans	-	(0.09)
	-	**(0.09)**

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

(Rs. in million)

	March 31, 2023	March 31, 2022
Profit / (loss) before tax	1,678.74	(682.34)
Computed tax charge on applicable tax rates in India	**422.51**	**(171.73)**
Tax effect on permanent differences	8.88	1.99
Tax liability adjusted against brought forward taxable losses and unabsorbed depreciation	(431.38)	(25.65)
Total tax expenses	-	**(195.39)**

8 Other assets

(Rs. in million)

		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advances other than capital advances					
(Unsecured, considered good)					
Receivable from related parties (refer note 30)		-	-	1.01	1.01
Receivable from others		-	-	304.96	951.31
		-	-	**305.97**	**952.32**
Advances other than capital advances which have significant increase in credit risk					
Advances other than capital advances		-	-	9.10	9.10
		-	-	**9.10**	**9.10**
Less: Advances other than capital advances which have significant increase in credit risk		-	-	(9.10)	(9.10)
	(A)	-	-	**305.97**	**952.32**
Other advances (Unsecured, considered good)					
Prepaid expenses		28.66	6.62	62.47	62.05
Balance with statutory / government authorities		0.79	0.64	-	-
	(B)	**29.45**	**7.26**	**62.47**	**62.05**
Total other assets	(A+B)	**29.45**	**7.26**	**368.44**	**1,014.37**

9 Inventories (valued at lower of cost and net realizable value)

(Rs. in million)

	March 31, 2023	March 31, 2022
Raw materials	53.55	68.81
Goods in transit	45.20	23.31
Stores and spares (net of provision for inventory obsolescence of Rs. 90.85 million (March 31, 2022: Rs. 34.19 million))	266.01	283.47
Total inventories	**364.76**	**375.59**

10. Trade receivables
Carried at amortised cost

(Rs. in million)

		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Unsecured, considered good					
Receivable from related parties (refer note 30)		1,460.76	-	2,647.99	2,863.92
Other trade receivables		1,320.06	-	3,393.43	4,757.47
	(A)	**2,780.82**	-	**6,041.42**	**7,621.39**
Trade receivables which have significant increase in credit risk					
Receivable from related parties (refer note 30)		-	-	275.79	223.17
Other trade receivables		-	-	192.64	108.11
	(B)	-	-	**468.43**	**331.28**
Impairment allowance (allowance for bad and doubtful debts)					
Receivable from related parties which have significant increase in credit risk (refer note 30)		-	-	(275.79)	(223.17)
Other trade receivables which have significant increase in credit risk		-	-	(192.64)	(108.11)
	(C)	-	-	**(468.43)**	**(331.28)**
Total trade receivables	(A+B+C)	**2,780.82**	-	**6,041.42**	**7,621.39**

Receivable from related parties (refer note 30):				
GETL	1,460.76	-	2,647.99	2,863.92
	1,460.76	-	**2,647.99**	**2,863.92**
Receivable from related parties which have significant increase in credit risk				
Receivable from related parties	-	-	275.79	223.17
	-	-	**275.79**	**223.17**
Less: Receivable from related parties which have significant increase in credit risk	-	-	(275.79)	(223.17)
Total receivable from related parties	**1,460.76**	-	**2,647.99**	**2,863.92**

Notes:

a. Trade receivables carries interest and are generally on terms up to 30 days.

b. No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Also refer note 30.

c. The Company has outstanding trade receivables and unbilled revenue of Rs. 8,822.24 million as at March 31, 2023. The Company has claimed compensation for various "change in law" events including coal cost pass through, fly ash transportation, duties and taxes, carrying cost etc. from its customers under the Power Purchase Agreements ('PPA') and filed petitions with the regulatory authorities for settlement of such claims in favour of the Company. Based on certain interim favourable orders by Central Electricity Regulatory Commission ('CERC') and other regulatory authorities the management is confident of settlement of claims (including interest thereon) made by the Company in its favour and has accordingly accounted Rs. 11,815.20 million till the period ended March 31, 2023 (including Rs. 1,552.83 million accounted during the year ended March 31, 2023). The management of the Company based on its internal assessment, legal expert advice and certain interim favourable regulatory orders, is of the view that the aforesaid balances are fully recoverable as at March 31, 2023 and accordingly, has not made any adjustments in the Ind AS financial statements of the Company for the year ended March 31, 2023.

d. The Company received notices from one of its customer disputing payment of capacity charges of Rs 1,320.06 million for the period March 23, 2020 to June 30, 2020 as the customer had not availed power during the said period sighting force majeure on account of COVID 19 pandemic. The Company responded and clarified that the said situation is not covered under force majeure clause in view of the clarification by the Ministry of Power stating that Discoms will have to comply with the obligation to pay fixed capacity charges as per PPA. The customer was of the view that the aforesaid clarification by the Ministry of Power cannot override the terms of the PPA and continue to dispute the payment thereof. Also, the PPA with the customer expired in June 2020. Further, during the year ended March 31, 2021, the Company filed petition with CERC for settlement of the dispute. During the quarter ended March 31, 2022, the said petition was decided in favour of the Company wherein CERC directed the customer to pay the aforesaid outstanding capacity charges along with delayed payment surcharge within 60 days from the date of the aforesaid order. The customer filed an appeal against the said CERC order with Appellate Tribunal for Electricity ('APTEL'). During the quarter ended June 30, 2022, APTEL issued an interim order and directed the customer to pay 25% of the principal amount within a period of one week from the date of its interim order to the Company and deposit the balance outstanding amount in an interest-bearing fixed deposit receipt with a nationalized bank. However, the Company has not received any amount from the customer and the matter is pending conclusion. The management of the Company based on its internal assessment, legal expert advice, petition filed with CERC and favourable order received thereof, is of the view that the aforesaid capacity charges are fully recoverable and accordingly has not made any adjustments in the Ind AS financial statements of the Company for the year ended March 31, 2023.

e. Expected credit loss allowance

(Rs. in million)

	March 31, 2023	March 31, 2022
At the beginning of the year	331.28	146.36
Provision made during the year	137.15	184.92
(Utilised) / (reversed) during the year	-	-
At the end of the year	**468.43**	**331.28**

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10.1. Trade receivables ageing schedule

As at March 31, 2023

(Rs. in million)

Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payments					Total
			Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	1,064.33	856.06	839.39	2,608.97	-	-	-	5,368.75
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables-considered good	148.13	-	305.47	28.77	9.96	1,433.72	1,527.44	3,453.49
Disputed Trade receivables-which have significant increase in credit risk	105.78	-	-	-	11.35	-	351.30	468.43
Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-	-
Total	**1,318.24**	**856.06**	**1,144.86**	**2,637.74**	**21.31**	**1,433.72**	**1,878.74**	**9,290.67**

As at March 31, 2022

(Rs. in million)

Particulars	Unbilled	Current but not due	Outstanding for following periods from due date of payments					Total
			Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	1,093.57	957.34	2,082.75	-	-	-	-	4,133.66
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivables-credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables-considered good	-	55.33	92.40	27.79	1,433.72	743.32	1,135.17	3,487.73
Disputed Trade receivables-which have significant increase in credit risk	69.29	-	7.73	3.62	-	94.04	156.60	331.28
Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-	-
Total	**1,162.86**	**1,012.67**	**2,182.88**	**31.41**	**1,433.72**	**837.36**	**1,291.77**	**7,952.67**

11. Cash and cash equivalents

(Rs. in million)

		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Balances with banks					
- On current accounts		-	-	121.01	76.05
Deposits with original maturity of less than three months			-		-
Cash on hand		-	-	0.06	0.01
	(A)	-	-	**121.07**	**76.06**
Other bank balances					
-Restricted balances with banks[1]		1,818.01	890.12	-	-
- Deposits with remaining maturity for more than 12 months			-		-
	(B)	**1,818.01**	**890.12**	-	-
Amount disclosed under other financial assets (refer note 6)		(1,818.01)	(890.12)	-	-
	(C)	**(1,818.01)**	**(890.12)**	-	-
Total	(A+B+C)	-	-	**121.07**	**76.06**

1. Restricted balances with banks includes deposits in relation to debt service reserve account, margin money deposits that are pledged by the Company with the lenders against long-term and short-term borrowings and other credit facilities availed by the Company
2. Balances with banks on current accounts does not earn interest
3. For the purpose of statement of cash flows, cash and cash equivalents is same as above

11.1 Changes in liabilities arising from financing activities (Contd.)

(Rs. in million)

Particulars	Borrowings (refer note 14)
As at April 01, 2022	**34,686.88**
Cash flow changes	
Repayment of borrowings	(2,203.42)
Proceeds from short-term borrowings (net of repayment)	282.68
Finance costs paid	(1,667.29)
Non-cash changes	
Reclassification of borrowings to Capital Contribution (refer 13 and 14(9))	(59.20)
Finance costs	2,953.53
Notional interest on account of unwinding of financial liabilities (refer note 17)	(5.12)
Conversion of interest accrued to equity (refer note 12)	(325.11)
(Gain) / loss on account of restructuring of borrowings and interest accrued thereon (refer note 37)	(5,547.00)
As at March 31, 2023	**28,115.95**
As at April 01, 2021	**32,804.63**
Cash flow changes	
Proceeds from borrowings	59.20
Repayment of borrowings	(620.92)
Repayment of short-term borrowings (net of proceeds)	(522.60)
Finance costs paid	(856.45)
Non-cash changes	
Finance costs	3,827.77
Notional interest on account of unwinding of financial liabilities (refer note 17)	(4.75)
As at March 31, 2022	**34,686.88**

GMR WARORA ENERGY LIMITED

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12. Equity Share Capital

	Equity Shares		Preference Shares	
	Number (in million)	(Rs. in million)	Number (in million)	(Rs. in million)
Authorised share capital:				
Equity shares of Rs. 10 each				
As at April 01, 2021	900.00	9,000.00	200.00	2,000.00
Increase/(decrease) during the year	-	-	-	-
As at March 31, 2022	900.00	9,000.00	200.00	2,000.00
Increase/(decrease) during the year*	700.00	7,000.00	200.00	2,000.00
As at March 31, 2023	1,600.00	16,000.00	400.00	4,000.00

* During the year ended March 31, 2023, the authorised equity share capital was increased by Rs 7,000.00 million i.e. 700.00 million equity shares of Rs 10 each and authorised preference share capital was increased by Rs 2,000.00 million i.e. 200.00 million preference shares of Rs 10 each

a. Issued share capital

(i) Equity shares of Rs. 10 each issued, subscribed and fully paid (refer note 30)

	Number (in million)	(Rs. in million)
As at April 01, 2021	870.00	8,700.00
Changes during the year	-	-
As at March 31, 2022	870.00	8,700.00
Issuance of share capital[1]	74.91	749.10
As at March 31, 2023	944.91	9,449.10

1. During the year ended March 31, 2023, the Company approved the allotment of 74.91 million equity shares of face value of Rs 10.00 each at a discount of Rs 5.66 per equity share for consideration other than cash aggregating to Rs. 325.11 million in pursuance of resolution process under Prudential Framework for Resolution of Stressed Assets, as prescribed by the Reserve Bank of India (RBI) on June 07, 2019 ("Prudential Framework"). Also refer note 13 and 14

(ii) 0.001% Non-Cumulative Non-Participating Compulsorily Convertible Preference shares ('CCPS') (refer note 30)

	Number (in million)	(Rs. in million)
As at April 01, 2021	170.01	1,700.08
Changes during the year	-	-
As at March 31, 2022	170.01	1,700.08
Changes during the year	-	-
As at March 31, 2023	170.01	1,700.08

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Every member holding equity share therein shall have voting rights in proportion to the member's share of the paid up equity share capital. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

c. Terms/rights attached to 0.001% Non-Cumulative Non-Participating Compulsorily Convertible Preference Shares (CCPS):

During the year ended March 31, 2019, the Company converted 75,000,000 NCPS of Rs. 10/- each fully paid-up at par aggregating to Rs. 750.00 million in to 75,000,000 number of 0.001% Non-Cumulative Non-Participating Compulsorily Convertible Preference Shares ('CCPS') of Rs. 10 each fully paid up at par aggregating to Rs. 750.00 million.

Further, during the year ended March 31, 2019, pursuant to the approval of the Board of Directors, the Company had issued 95,008,060 CCPS of Rs. 10/- each at a premium of Rs. 2.42/- per share to GMR Energy Limited (total face value of Rs. 950.08 Million) by way of conversion of the sub-ordinated debts and inter-corporate deposits.

CCPS carries preferential dividend at the rate of 0.001% p.a. subject to availability of profits and lenders' consent. The preferential dividend is non-cumulative and shall be due only when declared by the Board of Directors. Each CCPS shall have one vote at the meeting of CCPS holders.

Further, in case the dividend on CCPS is not paid for two years or more, the holders of the CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of equity shares) in terms of section 47 of the Companies Act, 2013.

Each CCPS will be converted into equity shares at any time at the option of the holder of CCPS or the Company. Subject to compliance with applicable laws, each CCPS shall automatically be converted into equity shares at the expiry of 15 years from the CCPS respective issue dates.

The number of equity shares issuable pursuant to the conversion of CCPS shall be in the ratio of 1:1.

d. Shares held by Holding /Ultimate Holding Company and/ or their subsidiaries/ associates.
Out of the equity and preference shares issued by the Company, shares held by its Holding Company are as below:

Name of Shareholder	March 31, 2023		March 31, 2022	
	No. of shares held (in million)	(Rs. in million)	No. of shares held (in million)	(Rs. in million)
GMR Energy Limited - Holding Company[#] Equity shares of Rs. 10 each, fully paid up	870.00	8,700.00	870.00	8,700.00
GMR Energy Limited - Holding Company 0.001% Non-Cumulative Non-Participating Compulsorily Convertible Preference Shares (CCPS)	170.01	1,700.08	170.01	1,700.08

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12. Equity Share Capital (Contd.)

e. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	March 31, 2023		March 31, 2022	
	No. of shares held (in million)	% holding in class	No. of shares held (in million)	% holding in class
GMR Energy Limited - Holding Company*#				
Equity shares of Rs 10 each, fully paid up	870.00	92.07%	870.00	100.00%
GMR Energy Limited - Holding Company				
0.001% Non-Cumulative Non-Participating Compulsorily Convertible Preference Shares (CCPS)	170.01	100.00%	170.01	100.00%

*Including 6 shares held by nominees of GMR Energy Limited ('GEL')

Promoter as per Section 2(69) of the Companies Act, 2013. The Promoter shareholding has reduced from 100% to 92.07% as tabulated above on account of further issue of shares pursuant to implementation of resolution plan as detailed in note 14

f. As per records of the Company including its register of shareholders/ members, the above share holding represents both legal and beneficial ownership of shares

g. Shares reserved for issue under option:

For details of shares reserved for issue on conversion of CCPS refer note 12(c), 0.01% Optionally convertible debentures ('OCD Series B1') refer note 14(4) and Inter corporate deposit of Rs. 600 million from GEL ('Holding Company') refer note 13(5).

h. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

	No. of shares (in million)	
	March 31, 2023	March 31, 2022
Equity shares alloted against conversion of borrowings	74.91	-

Also refer note 12 (a) and (c)

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13. Other equity

		(Rs. in million)
Debenture redemption reserve[1]	**(A)**	
As at April 01, 2021		187.50
As at March 31, 2022		187.50
As at March 31, 2023		187.50
Securities premium[2, 3]	**(B)**	
As at April 01, 2021		229.92
As at March 31, 2022		229.92
Less: Discount on issue of equity shares		(229.92)
As at March 31, 2023		-
Discount on issue of shares[3]	**(C)**	
As at April 01, 2021		-
As at March 31, 2022		-
Add: Issuance of share capital		(194.07)
As at March 31, 2023		(194.07)
Retained earnings[4]	**(D)**	
Balance as at April 01, 2021		(7,038.61)
Profit / (loss) for the year		(486.95)
Add: Other comprehensive (loss) / income for the year		(5.13)
Balance as at March 31, 2022		(7,530.69)
Profit / (loss) for the year		1,678.74
Add: Other comprehensive (loss) / income for the year		(2.44)
Balance as at March 31, 2023		(5,854.39)
0.001% Non-Cumulative Non-Participating Compulsorily Convertible Preference shares ('CCPS') (refer notes 12(c) and 30)	**(E)**	
As at April 01, 2021		1,700.08
As at March 31, 2022		1,700.08
As at March 31, 2023		1,700.08
Capital Contribution[5]	**(F)**	
As at April 01, 2021		-
As at March 31, 2022		-
Add: Changes during the year		706.41
As at March 31, 2023		706.41
Total other equity	**(A+B+C+D+E+F)**	
Balance as at April 01, 2021		(4,921.11)
Balance as at March 31, 2022		(5,413.19)
Balance as at March 31, 2023		(3,454.47)

1. The Company issued debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Company to create Debenture Redemption Reserve ('DRR') out of profits of the Company available for payment of dividend.

2. Securities premium is used to record the premium on issue of shares and is utilised in accordance with provisions of the Companies Act, 2013.

3. During the year ended March 31, 2023, the Company approved the allotment of 74.91 million equity shares of face value of Rs.10.00 each at a discount of Rs.5.66 per equity share for consideration other than cash aggregating to Rs. 325.11 million in pursuance of resolution process under Prudential Framework for Resolution of Stressed Assets, as prescribed by the Reserve Bank of India (RBI) on June 07, 2019 ("Prudential Framework"). Also refer note 14.

4. Retained earnings are profits / (losses) of the Company till date net of appropriations

5. Pertains to:
(a) Inter corporate deposit of Rs. 600 million from GEL ('Holding Company') which will be converted into equity shares within one year from the date of receipt.
(b) Loan of Rs. 106.41 million received from GPUIL ('Parent of Holding Company') whose repayment is not likely to occur in forseeable future and accordingly classifed as capital contribution.

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14 Financial liabilities - Borrowings (at amortised cost)

(Rs. in million)

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Long-term borrowings				
Debentures				
750 (March 31, 2022: 750) Non-convertible debentures of Rs.1,000,000 each (secured)[1,2,10,11]	-	-	656.25	858.03
554,531,916 (March 31, 2022: Nil) 0.01% Non-convertible debentures ('NCD Series B') of Rs. 10 each (secured)[1,3,10]	3,191.19	-	2.22	-
223,353,257 (March 31, 2022: Nil) 0.01% Optionally convertible debentures ('OCD Series B1') of Rs. 10 each (secured)[1,4,10]	706.62	-	0.10	-
Term loans				
From banks				
Indian rupee term loans (secured)[1,5,6,10,11]	18,919.05	23,369.47	1,205.52	7,375.25
From financial institutions				
Indian rupee term loans (secured)[7,10,11]	-	-	-	237.89
Others				
Loan from a related party (unsecured) (refer note 30)[9]	-	-	-	59.20
Recompense liability to lenders[1]	409.76	-	-	-
Short-term borrowings				
Cash credit loans from banks (including acceptances) (secured)[1,8,10,11,12]	-	-	3,025.24	2,787.04
Total financial liabilities - borrowings	**23,226.62**	**23,369.47**	**4,889.33**	**11,317.41**
The above amount includes				
Secured borrowings	23,226.62	23,369.47	4,889.33	11,258.21
Unsecured borrowings	-	-	-	59.20

1. The Company has been facing financial stress due to COVID- 19 pandemic and other factors as detailed in notes 1.1, 10(c) and 10(d). Further most of the borrowing facilities of the Company had become Special Mention Account-2/Non-Performing Assets and accordingly resolution process under Prudential Framework for Resolution of Stressed Assets, as prescribed by the RBI on June 07, 2019 ("Prudential Framework") was invoked and Inter Creditors Agreement by majority of lenders was executed.

The lead lender issued a sanction letter dated April 05, 2022 for restructuring of loan facilities. As per the RBI circular stated above, a minimum approval of lenders representing 75% by value of total outstanding loan facilities and 60% of Lenders by number is required for approval of Resolution Plan. During the year, the Company received the approvals from the aforesaid requisite lenders on the Resolution plan and consequently the Resolution plan was adopted in the board of directors meeting dated June 23, 2022 and approved by the shareholders in the Extraordinary general meeting dated June 24, 2022. Accordingly, the Company gave effect to the Resolution Plan and have recognised a gain on restructuring of borrowing facilities and interest accrued till June 30, 2022 of Rs. 5,547.00 million which is disclosed as an exceptional item in the Ind AS financial statements for the year ended March 31, 2023. In the consortium meeting held on January 11, 2023, all the lenders have confirmed the implementation of Resolution Plan in their respective books of accounts.

The broad contours of the Resolution Plan are as follows:-
i) Borrowing facilities pertaining to Term loans, Non-Convertible Debentures alongwith overdue/accrued interest thereon as at March 31, 2021 have been bifurcated into Sustainable Debt (74%), Unsustainable Debt (25%) and Equity (1%). The unsustainable debt has been converted into 0.01% Non-convertible debentures and 0.01% Optionally convertible debentures.
ii) The interest rate has been fixed at 8.50% per annum for Sustainable Debt with effect from April 01, 2021.
iii) Waiver of differential Interest accrued pertaining to Sustainable Debt ((@2.25% per annum being difference between the pre-restructuring interest rate of 10.75% per annum and post-restructuring interest rate of 8.50% per annum) and Unsustainable Debt ((@10.74% per annum being difference between the pre-restructuring interest rate of 10.75% per annum and post-restructuring interest rate of 0.01% per annum) from April 01, 2021 to June 30, 2022. The lenders have right to recompense in this regard.

2. During the year ended March 31, 2015, the Company had issued 750 secured, rated, listed, redeemable, Non Convertible Debentures ('NCD') of the face value of Rs. 1,000,000/- each which are listed on Bombay Stock Exchange. Pursuant to implementation of resolution plan, the secured NCD carries coupon rate of 8.50% per annum (March 31, 2022: NCD carried coupon rate of 14.40% per annum payable semi-annually including an additional coupon rate to the extent of 0.25% p.a. payable for every notch below agreed rating of NCD and redeemed in 3 equal instalments commencing from September 2022). NCD's shall be redeemed in 9 structured quarterly instalments starting from March 31, 2022 to March 31, 2024. Apart from the securities mentioned in note 14(10) below, these debentures are secured by way of pledge of 37.50 million shares of GMR Bajoli Holi Hydropower Private Limited ('GBHHPL') held by the Holding Company.

3. During the year ended March 31, 2023, pursuant to implementation of resolution plan, the Company issued 554,531,916 unlisted Non- Convertible Debenture ('NCD Series B') of face value Rs. 10 per debenture which carries interest rate of 0.01% per annum. NCD Series B is repayable in 67 structured quarterly instalments commencing on March 31, 2022 and ending on September 30, 2038. These debentures are secured by way of the securities mentioned in note 14(10) below.

4. During the year ended March 31, 2023, pursuant to implementation of resolution plan, 223,353,257 Optionally Convertible Debenture ('OCD Series B1') of face value Rs. 10 per debenture which carries interest rate of 0.01% per annum . OCD Series B1 is repayable in 67 structured quarterly instalments commencing on March 31, 2022 and ending on September 30, 2038. These debentures are secured by way of the securities mentioned in note 14(10) below. The lenders shall have option to convert OCDs into equity of the Company anytime during the tenure of the OCD facility at the valuation to be done by Insolvency and Bankruptcy Board of India (IBBI) registered valuer to be appointed by lenders at the time of conversion.

5. Pursuant to implementation of resolution plan, Indian rupee term loan from banks of Rs. 18,704.33 million carries effective interest rate of 8.50% per annum and interest is payable on monthly basis. Indian rupee term loans shall be repayable in 61 structured quarterly instalments commencing from March 31, 2022 and ending on March 31, 2037. Indian rupee term loans are secured as detailed in note 14(10) below. (March 31, 2022: Indian rupee term loan from banks of Rs. 25,503.33 million carried interest @ Lead Banker's 6 months Marginal Cost of Funds based Lending Rates ('MCLR') plus spread of 3.80% per annum and interest was payable on a monthly basis).

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6(a). Pursuant to implementation of resolution plan, Indian rupee term loan from a bank of Rs. 123.36 million carries effective interest rate of 8.50% per annum and interest is payable on monthly basis. Indian rupee term loan shall be repayable in 13 structured quarterly instalments commencing from March 31, 2022 and ending on March 31, 2025. Indian rupee term loan is secured as detailed in note 14(10) below. (March 31, 2022: Indian rupee term loan from a bank of Rs. 165.84 million carried interest @ lender's 1 Year MCLR plus spread of 4.05% per annum and interest was payable on a monthly basis).

6(b). Pursuant to implementation of resolution plan, Indian rupee term loan from a bank of Rs. 602.74 million carries effective interest rate of 8.50% per annum and interest is payable on monthly basis. Indian rupee term loan shall be repayable in 33 structured quarterly instalments commencing from March 31, 2022 and ending on March 31, 2030. Indian rupee term loan is secured as detailed in note 14(10) below (March 31, 2022: Indian rupee term loan from a bank of Rs. 832.72 million carried interest @ base rate of lender plus spread of 4.15% p.a. and interest was payable on a monthly basis).

6(c). Pursuant to implementation of resolution plan, Indian rupee term loan from a bank of Rs. 694.14 million carries effective interest rate of 8.50% per annum and interest is payable on monthly basis. Indian rupee term loan shall be repayable in 61 structured quarterly instalments commencing from March 31, 2022 and ending on March 31, 2037. Indian rupee term loans are secured as detailed in note 14(10) below. (March 31, 2022: Indian rupee term loan from a bank of Rs. 951.41 million carried interest @ base rate of lender plus spread of 2.30% p.a. and interest was payable on a monthly basis).

7. Indian rupee term loan from a financial institution of Rs. Nil (March 31, 2022: Rs. 230.31 million) carried interest @ 13.00% per annum (March 31, 2022: 13.00% per annum) and interest was paid on a monthly basis. The entire loan was repaid during the year as the financial institution had become a dissenting lender by opting out of the resolution plan.

8. Pursuant to implementation of resolution plan, cash credit loans are repayable on demand and carries effective interest rate of 8.50% per annum which are secured as detailed in note 14(10) below (March 31, 2022: Cash credit loans wee repayable on demand and carried an interest rate ranging between 11.10% to 11.75%.).

9. During the year ended March 31, 2022, the Company had taken unsecured term loan from a related party amounting to Rs. 59.20 million, carrying interest @ 8.50% per annum and was payable along with principal. During the year ended March 31, 2023, the Company has classified the loan into capital contribution as the repayments are not likely to occur in foreseeable future.

10. NCD together with other secured credit facilities are secured by way of;
(i) a first pari-passu mortgage and charge on all the borrower's immovable properties including township property at the project site (leasehold and freehold), present and future;
(ii) a first pari-passu charge on all the borrower's movables assets, including movable plant and machinery, machinery spares, tools, and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future, and all intangibles, goodwill, uncalled capital, both present and future;
(iii) a first pari-passu charge on all book debts, receivables, stocks, inventories, operating cash flows, commissions, revenues of whatsoever nature and wherever arising of the borrower, present and future;
(iv) a first pari-passu charge on the trust and retention account, escrow account, debt service reserve sub-account and other reserves
and any other bank accounts of the borrower wherever maintained, present and future;
(v) a first pari-passu charge by way of assignment / hypothecation or creation of security interest of:
(a) all the rights, title, interest, profits, benefits, claims and demands whatsoever of the borrower in the project documents (including but not limited to the Power Purchase Agreements (PPA) / Memorandum of Understanding (MoU) for sale of power, package / construction contracts, O&M related agreements, land lease agreements, fuel supply contracts/ long term linkages, service contracts, etc.), duly acknowledged consented by the relevant counter parties to such project documents, all as amended, varied or supplemented from time to time;
(b) all the rights, title, interest, benefits, claims and demands whatsoever of the borrower in the clearances pertaining to the project;
(c) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in letter of credit, guarantee, performance bond, corporate guarantees, bank guarantees provided by any party to the project documents;
(d) all insurance contracts / proceeds under insurance contracts;
(vi) a first pari-passu charge on pledge by promoter of shares representing 68.13% (sixty eight decimal one three percent) of the total paid up equity share capital of the borrower, subject to Banking Regulation Act, 1949. The shares to be pledged shall be free from any restrictive covenants / lien or other encumbrance under any contract / arrangement including shareholder agreement/ joint venture agreement/ financing arrangement with regard to pledge/ transfer of the shares including transfer upon enforcement of the pledge and shall have full voting rights;
The borrower further agrees that the balance equity shares constituting 23.94% (on diluted basis) of the total paid up equity share capital of the borrower currently pledged with Yes Bank Limited (as security for debt availed by GMR Energy Limited ('GEL'), Holding Company of the Company) shall (after the implementation of the Resolution Plan), be additionally pledged for the benefit of all the credit facility providers as and when the said pledge is released by Yes Bank Limited, and the borrower shall ensure execution of necessary pledge documentation to the satisfaction of the credit facility providers.
(vii) Unconditional and irrevocable corporate guarantee of GMR Power and Urban Infra Limited ('GPUIL') guaranteeing the shortfall in promoter contributions, in the event the promoter group is unable to infuse the promoter contributions as per and in terms of the restructuring documents, which shall remain operative at all times until the promoter contributions are infused in the borrower in full by the promoter group to the satisfaction of the credit facility providers.

Further, pursuant to implementation of resolution plan, Financial covenants shall not be tested till account upgradation or two years from successful implementation of Resolution Plan, whichever is later, post commencement of financial covenant testing cycle, the same would be done on annual basis based on audited financial statements of the Company. Accordingly, as at March 31, 2023, financial covenants are not required to be tested for compliance. On breach of financial covenants after upgradation of account, lenders shall have right to charge penal interest at 1% per annum.

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11. During the years ended March 31, 2023 and March 31, 2022, the Company defaulted in the principal repayment and payment of interest, details of which are as under:

During the year ended March 31, 2023

The Company defaulted in repayment of dues to a financial institution, a debenture holder and 7 banks amounting to Rs 3,414.24 million towards principal and Rs 4,373.74 million towards interest till June 30, 2022. However, during the year, the Company has implemented and given effect to the resolution plan on June 30, 2022 whereby the outstanding principal and interest has been restructured and rescheduled by the lenders. Pursuant to and post implementation of resolution plan, Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(Rs. in million)

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date (in INR million)	Amount unpaid as on balance sheet date (in INR million)	Whether principal or interest	No. of days delay or unpaid
Indian rupee term loan from banks	State Bank of India	836.53	-	Principal	0-455 days
Indian rupee term loan from banks	Union Bank of India	592.45	-	Principal	
Indian rupee term loan from banks	Punjab National Bank	322.39	-	Principal	
Indian rupee term loan from banks	UCO Bank	185.70	-	Principal	
Indian rupee term loan from banks	Bank of Baroda	138.52	-	Principal	
Indian rupee term loan from banks	Punjab & Sind Bank	100.65	-	Principal	
Indian rupee term loan from banks	ICICI Bank Limited	338.00	-	Principal	
Indian rupee term loan from a financial institution	IFCI Limited	150.00	-	Principal	
Debentures	IIFCL Asset Management Company Limited	750.00	-	Principal	
Indian rupee term loan from banks	State Bank of India	1,548.54	-	Interest	
Indian rupee term loan from banks	Union Bank of India	1,019.54	-	Interest	
Indian rupee term loan from banks	Punjab National Bank	561.44	-	Interest	
Indian rupee term loan from banks	UCO Bank	353.24	-	Interest	
Indian rupee term loan from banks	Bank of Baroda	233.76	-	Interest	
Indian rupee term loan from banks	Punjab & Sind Bank	166.02	-	Interest	
Indian rupee term loan from banks	ICICI Bank Limited	285.72	-	Interest	
Indian rupee term loan from a financial institution	IFCI Limited	15.70	-	Interest	
Debentures	IIFCL Asset Management Company Limited	108.03	-	Interest	
Cash credit loan from banks	Bank of Baroda	45.76	-	Interest	
Cash credit loan from banks	Union Bank of India	7.45	-	Interest	
Cash credit loan from banks	UCO Bank	28.54	-	Interest	

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During the year ended March 31, 2022

(Rs. in million)

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date (in INR million)	Amount unpaid as on balance sheet date (in INR million)	Whether principal or interest	No. of days delay or unpaid
Indian rupee term loan from banks	State Bank of India	870.00	690.00	Principal	0-365 days
Indian rupee term loan from banks	Union Bank of India	617.04	487.46	Principal	
Indian rupee term loan from banks	Punjab National Bank	312.52	261.72	Principal	
Indian rupee term loan from banks	UCO Bank	196.80	156.08	Principal	
Indian rupee term loan from banks	Bank of Baroda	141.53	113.93	Principal	
Indian rupee term loan from banks	Punjab & Sind Bank	104.75	83.08	Principal	
Indian rupee term loan from banks	ICICI Bank Limited	319.19	298.64	Principal	
Indian rupee term loan from a financial institution	IFCI Limited	250.00	100.00	Principal	
Debentures	IIFCL Asset Management Company Limited	750.00	750.00	Principal	
Indian rupee term loan from banks	State Bank of India	1,413.33	1,222.90	Interest	
Indian rupee term loan from banks	Union Bank of India	937.36	805.66	Interest	
Indian rupee term loan from banks	Punjab National Bank	518.87	442.66	Interest	
Indian rupee term loan from banks	UCO Bank	322.76	279.09	Interest	
Indian rupee term loan from banks	Bank of Baroda	214.09	184.89	Interest	
Indian rupee term loan from banks	Punjab & Sind Bank	153.61	130.27	Interest	
Indian rupee term loan from banks	ICICI Bank Limited	262.43	226.66	Interest	
Indian rupee term loan from a financial institution	IFCI Limited	42.31	7.58	Interest	
Debentures	IIFCL Asset Management Company Limited	108.03	108.03	Interest	
Cash credit loan from banks	Bank of Baroda	38.26	35.78	Interest	
Cash credit loan from banks	Union Bank of India	33.64	26.78	Interest	
Cash credit loan from banks	UCO Bank	23.67	22.30	Interest	

12. The Company has been sanctioned working capital limits in excess of Rs five crores in aggregate from banks during the year on the basis of security of current assets of the Company The quarterly returns/statements filed by the Company with such banks are not in agreement with the books of accounts of the Company and the details are as follows

Inventories

Quarter ending	Value per books of account (in INR million)	Value per quarterly return/statement (in INR million)	Discrepancies
June 30, 2022	455.33	829.52	As informed by the management of the Company, the difference is on account of adjustments pertaining to inventory capitalised as per of Ind AS financial results/ Ind AS financial statements whereas the same is disclosed under inventory as per quarterly return/statement
September 30, 2022	590.76	964.96	
December 31, 2022	592.34	966.54	
March 31, 2023	364.76	738.97	

13. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

14. Also, refer note 33(e)(iv)

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15 Other financial liabilities

(Rs. in million)

	Current	
	March 31, 2023	March 31, 2022
Other financial liabilities recognised at amortised cost		
Accrued salaries and benefits (refer note 30)	95.83	89.88
Payable towards capital goods (including retention money) - related parties (refer note 30)	13.96	33.53
Payable towards capital goods (including retention money) - others (including Rs. 13.36 million (March 31, 2022: Rs. 20.07 million) as dues of micro enterprises and small enterprises) (refer note 18(2))	596.14	612.22
Total other financial liabilities	**705.93**	**735.63**

16 Net employee defined benefit liabilities

(Rs. in million)

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for employee benefits:				
Provision for gratuity (refer note 31)	5.61	6.22	10.06	6.53
	5.61	**6.22**	**10.06**	**6.53**

17 Provisions

(Rs. in million)

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for employee benefits				
-Provision for compensated absences	-	-	58.08	59.09
Provision for asset retirement obligation/ decommissioning liability[1]	70.83	65.71	-	-
	70.83	**65.71**	**58.08**	**59.09**

Note:

1. Details of asset retirement obligation/ decommissioning liability

(Rs. in million)

	Provision for asset retirement obligation / decommissioning liability
As at April 01, 2021	**60.96**
Notional interest on account of unwinding of financial liabilities	4.75
As at March 31, 2022	**65.71**
Notional interest on account of unwinding of financial liabilities	5.12
As at March 31, 2023	**70.83**
Balances as at March 31, 2022	
Non-current	65.71
Balances as at March 31, 2023	
Non-current	70.83

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18 Financial liabilities - Trade payables

(Rs. in million)

	Current	
	March 31, 2023	March 31, 2022
Carried at amortised cost		
Total outstanding dues of micro enterprises and small enterprises[1,2]	32.63	97.64
Total outstanding dues of creditors other than micro enterprises and small enterprises[1]	868.62	790.46
	901.25	**888.10**
The above amount includes:		
Trade payables to related parties (refer note 30)	481.27	506.80
Trade payables to others	419.98	381.30
	901.25	**888.10**

1. Terms and conditions of the above financial liabilities:
- Trade payables are non-interest bearing
- For explanations on the Company's credit risk management processes, refer note 33
- The dues to related parties are unsecured

2. Trade payables include dues to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2016). Amount due to suppliers under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with and filings made by the Company. The Company has not received any claim for interest from any supplier as at the balance sheet date. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the MSMED Act 2006 is not expected to be material. The disclosure pursuant to the said Act is as under:

Disclosure as per the MSMED Act, 2006

(Rs. in million)

	March 31, 2023	March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises (Includes Rs 13.36 million (March 31, 2022 Rs 20.07 million) disclosed under other financial liabilities payable towards capital goods - others)	45.99	117.71
- Interest thereon	1.87	5.74
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	3.03	2.14
The amount of interest accrued and remaining unpaid at the end of each accounting year	4.90	7.88
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006	31.25	26.35

18.1. Trade Payables Ageing Schedule

As at March 31, 2023

(Rs. in million)

Particulars	Not due	Outstanding for following periods from transaction date*				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	13.28	18.62	0.37	0.34	0.02	32.63
Total outstanding dues of creditors other than micro enterprises and small enterprises	209.39	285.80	120.54	57.34	174.51	847.58
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	21.04	-	-	-	-	21.04
Total	**243.71**	**304.42**	**120.91**	**57.68**	**174.53**	**901.25**

As at March 31, 2022

(Rs. in million)

Particulars	Not due	Outstanding for following periods from transaction date*				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	16.75	63.16	17.71	0.02	-	97.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	113.50	349.70	74.24	4.01	227.97	769.42
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	21.04	-	-	-	-	21.04
Total	**151.29**	**412.86**	**91.95**	**4.03**	**227.97**	**888.10**

* The management has considered transaction date as the basis for determining the ageing of trade payables

19 Other liabilities

(Rs. in million)

	Current	
	March 31, 2023	March 31, 2022
Advances from customers	1.05	0.32
Statutory dues payable	29.07	27.05
Total other liabilities	**30.12**	**27.37**

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20 Revenue from operations

		(Rs. in million)
	March 31, 2023	March 31, 2022
Income from sale of electrical energy (refer notes 10(c), 10(d) and 30)	16,345.39	12,994.04
	16,345.39	**12,994.04**

- Sale of electrical energy is net of prompt payment rebate of Rs. 75.84 million (March 31, 2022 Rs. 35.15 million)

Notes to revenue from operations:

a) Income from sale of electrical energy is recognised net of cash discount / rebates over time for each unit of electricity delivered.

b) Reconciliation of revenue recognised in the statement of profit and loss with contracted price (Rs. in million)

Particulars	March 31, 2023	March 31, 2022
Income from sale of electrical energy	16,345.39	12,994.04
Add: Rebates	75.84	35.15
Total Revenue as per Contracted Price	**16,421.23**	**13,029.19**

c) Contract balances: (Rs. in million)

Particulars	March 31, 2023	March 31, 2022
Trade receivables (including unbilled revenue)		
- Non-current (gross)	2,780.82	-
- Current (gross)	6,509.85	7,952.67
- Impairment allowance	(468.43)	(331.28)
Contract liabilities		
Advance from customers		
- Current	1.05	0.32

Transaction Price - Remaining Performance Obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date.

21 Other income

		(Rs. in million)
	March 31, 2023	March 31, 2022
Delayed payment surcharge on overdue trade receivables (refer note 30)	519.90	1,048.63
Interest income on bank deposits	76.79	10.07
Provisions / liabilities no longer required, written back	1.09	1.84
Miscellaneous income	37.62	27.78
	635.40	**1,088.32**

22 Consumption of fuel

		(Rs. in million)
	March 31, 2023	March 31, 2022
Inventory at the beginning of the year (including Goods in transit)	92.12	53.93
Add: Purchases	10,168.64	7,771.30
	10,260.76	7,825.23
Less: Inventory at the end of the year (including Goods in transit)	(98.75)	(92.12)
	10,162.01	**7,733.11**

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23 Employee benefit expenses

(Rs. in million)

	March 31, 2023	March 31, 2022
Salaries, wages and bonus (refer note 30)	449.00	405.78
Contribution to provident and other funds	31.21	25.65
Gratuity expenses (refer note 31)	5.31	4.36
Staff welfare expenses	9.86	5.40
	495.38	**441.19**

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

24 Finance costs

(Rs. in million)

	March 31, 2023	March 31, 2022
Interest expenses (refer notes 14, 30 and 32(l))	2,921.19	3,794.18
Other borrowing costs	32.34	33.59
	2,953.53	**3,827.77**

25 Depreciation and amortisation expenses

(Rs. in million)

	March 31, 2023	March 31, 2022
Depreciation of property, plant and equipment (refer note 3)	1,088.41	1,170.60
Depreciation of right-of-use assets (refer note 32)	4.00	4.00
Amortisation of intangible assets (refer note 4)	1.71	2.80
	1,094.12	**1,177.40**

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26 Transmission charges

	March 31, 2023	(Rs. in million) March 31, 2022
Transmission and distribution charges (net of reimbursement as stated below)[(i)] (refer note 30)	241.52	456.79
	241.52	**456.79**

Note:

(i). The Company has a PPA with Maharashtra State Electricity Distribution Company Limited ('MSEDCL') for sale of power for an aggregate contracted capacity of 200 MW. MSEDCL disputed place of evacuation of power with Maharashtra Electricity Regulatory Commission ('MERC'), wherein MERC directed the Company to construct separate lines for evacuation of power through State Transmission Utility ('STU') though the Company was connected to Central Transmission Utility ('CTU'). Aggrieved by the MERC Order, the Company preferred an appeal with Appellate Tribunal for Electricity ('APTEL'). APTEL vide its interim Order dated February 11, 2014 directed the Company to start scheduling the power from the Company's bus bar and bear transmission charges of inter-state transmission system towards supply of power. The Company in terms of the interim order scheduled the power from its bus bar from March 17, 2014 and paid inter-state transmission charges. APTEL vide its final Order dated May 8, 2015 upheld the Company's contention of scheduling the power from bus bar and directed MSEDCL to reimburse the inter-state transmission charges hitherto borne by the Company as per its interim order. MSEDCL preferred an appeal with Hon'ble Supreme Court of India and the matter is pending conclusion. The Company has raised claim of Rs 6,163.31 million towards reimbursement of transmission charges from March 17, 2014 till the Notification No. L-1/250/2019/CERC whereby the transmission charges are being directly billed to the respective customers (DISCOMS) by Power Grid Corporation of India Limited and accordingly the Company has not received transmission charges related invoices for the period December'2020 to March'2023. Though there is a change in the invoicing mechanism, the final obligation towards the transmission charges will be decided based on the order of the Hon'ble Supreme Court of India as stated above.

In view of the favourable Order from APTEL, receipt of substantial amounts towards reimbursement of transmission charges and legal expert advice, the Company has recognized the reimbursement of transmission charges of Rs. 6,163.31 million from March 17, 2014 to March 31, 2023 as reduction in the cost of transmission in the Statement of profit and loss. Further the cost of transmission charges as stated with effect from December 2020 is directly invoiced by Power Grid Corporation of India Limited to DISCOMS and has been disclosed as contingent liability pending the final outcome of the matter in the Hon'ble Supreme Court of India.

27 Other expenses

	March 31, 2023	(Rs. in million) March 31, 2022
Repairs and maintenance (refer note 30)	534.13	433.63
Legal and professional fees (includes payment to auditor (refer details below) and (refer note 30))	132.94	190.84
Consumption of stores and spares	185.37	152.74
Insurance	56.92	53.80
Rates and taxes	17.65	10.61
Impairment allowance (including trade advances written off Rs. nil (March 31, 2022: 16.43 million)) (refer note 30)	125.27	209.06
Corporate social responsibility expenses (refer notes 30 and 36)	-	7.90
Electricity and water expenses	24.17	19.81
Loss on account of foreign exchange fluctuations (net)	34.09	14.69
Loss on disposal / sale of property, plant and equipment (net)	35.28	0.04
Miscellaneous expenses (refer note 30)	66.47	35.32
Total other expenses	**1,212.29**	**1,128.44**

a) Payment to auditors (exclusive of applicable taxes)

	March 31, 2023	(Rs. in million) March 31, 2022
As auditor:		
Audit fee (including fees for internal controls over financial reporting and quarterly limited reviews)	3.50	3.50
In other capacity		
Other services (including certification fees)	0.80	-
Reimbursement of expenses	0.23	0.14
	4.53	**3.64**

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28. Earnings per share (EPS)

Basic EPS is calculated by dividing the profit / (loss) for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. Further, equity shares that will be issued upon mandatory conversion of CCPS are included in the calculation of basic EPS from the date the contract is entered into.

Diluted EPS is calculated by dividing the profit / (loss) attributable to equity shareholders 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 ordinary shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Face value of equity shares (Rs. per share)	10	10
Profit / (loss) attributable to equity shareholders (Rs. in million)	1,678.74	(486.95)
Weighted average number of equity shares (including CCPS) for calculation of:		
Basic EPS (Numbers in million)	1,096.45	1,040.01
Diluted EPS (Numbers in million)	1,096.45	1,040.01
Earning per share (EPS)		
(a) Basic EPS (in Rs. per share)	1.53	(0.47)
(b) Diluted EPS (in Rs. per share)	1.53	(0.47)

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29. 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 amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities Actual results could differ from those estimates Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods

The estimates and the underlying assumptions are reviewed on an ongoing basis Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected

Significant judgements and estimates relating to the carrying values of assets and liabilities include impairment of non-financial assets including property, plant and equipment, provision for employee benefits and other provisions, recoverability of deferred tax assets, revenue recognition from change in law and coal pass through and realisation thereof, commitments and contingencies, useful life of property, plant and equipment

(i) Significant judgements

a. Going concern assessment
The Company has accumulated losses which has resulted in substantial erosion of the Company's net worth For the reasons stated in note 1 1, the Ind AS financial statements continues to be prepared on a going concern basis

b. Impairment of non-financial assets
At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any)
Recoverable amount of property, plant and equipment is higher of its fair value less costs of disposal and value in use Value in use is usually determined on the basis of discounted estimated future cash flows The valuation assessment includes certain key assumptions such as fully utilizing the capacity of 200 MW after expiry of existing medium term PPA with one of the customers in January 2024 at higher rate per unit, conclusion and timely realisation of claims with Discoms currently under dispute for various change in law events as detailed in note 10(c) and 10(d), enhancement in the operational performance of the plant including ramp up in generation and availability of coal with higher gross calorific value at competitive rates, compliance with the terms of the resolution plan as detailed in note 14 Any subsequent changes to cash flow due to changes in the above mentioned factors could impact the carrying value of the assets Also refer note 3

c. Revenue recognition and receivables thereof
The Company is eligible for claims under various Change in Law events and coal cost pass through which are having cost implications on generation and supply of power such as duties and taxes, incremental cost of power generation, etc , due to purchase of alternative coal in terms of frame work of Power Purchase Agreements entered by the Company with various Discoms or pursuant to directions issued by Ministry of Power ('MOP') and carrying cost thereof. Such claims are accounted by the Company based on best estimates including orders / reports of Regulatory Authorities, which may be subject to adjustments on receipt of final orders of the respective Regulatory Authorities or final closure of the matter with the customers
The recognition and measurement of such claims on account of change in law events, coal cost pass through and carrying costs thereof, involves management judgement and estimation of operational / cost parameters based on qualitative parameters and are subject to final acceptance of the claims by the respective Discoms

The Company estimates the credit allowance as per practical expedient based on historical credit loss experience as enumerated in note 33

ii) Estimates and assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company Such changes are reflected in the assumptions when they occur

a. Taxes
Deferred tax assets for unutilised tax losses and tax depreciation are recognised to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies Deferred tax asset is recognised to the extent of the corresponding deferred tax liability. Refer note 7 for further disclosures

b. Defined benefit plans (gratuity benefits)
The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations An actuarial valuation involves making various assumptions that may differ from actual developments in the future These include determination of the discount rate, future salary increases and mortality rates Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date

The parameter most subject to change is the discount rate In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 31

c. Contingencies
Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and contractual claims By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur The assessment of the existence and potential quantum of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events

d. Useful lives of property, plant and equipment
In case of the power plant assets, useful life of the components of property, plant and equipment take into account the nature of the assets, the estimated usage of the asset, the operating condition of the asset, anticipated technological changes, manufacturer warranties and maintenance support Further, depreciation on components is provided based on the useful life of each such component based on technical assessment, if materially different from that of the main asset

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30. Related parties

a) Names of related parties and description of relationship

Description of relationship	Name of the related parties
Enterprises that control the Company	
Ultimate Holding Company	GMR Enterprises Private Limited [GEPL]
Holding Company	GMR Energy Limited [GEL]
Transactions with enterprises that control the Holding Company and its subsidiaries and joint ventures / associates where transactions have taken place during the current year / previous year	GMR Power and Urban Infra Limited [GPUIL] (Parent of Holding Company from January 01, 2022) (refer notes below) GMR Airports Infrastructure Limited [GIL] (Formerly known as GMR Infrastructure Limited) (Parent of Holding Company until December 31, 2021) (refer notes below) Raxa Security Services Limited [RSSL] GMR Corporate Affairs Private Limited [GCAPL] GMR Energy Trading Limited [GETL] GMR Coal Resources PTE Limited [GCRPL] Delhi International Airport Limited [DIAL] GMR Infrastructure (Singapore) PTE Limited [GISPL] GMR Generation Assets Limited [GGAL] GMR Pochanpalli Expressways Limited [GPEL]
Enterprise where key management personnel or their relative exercise significant influence and where transactions have taken place during the year / previous year	GMR Varalakshmi Foundation [GVF]
Key management personnel and their relatives	Mr. Srinivas Bommidala - Managing Director [resigned w.e.f. January 05, 2022] Mr. Ashis Basu - Whole Time Director Mr. Sanjay Narayan Barde - Whole Time Director Mr. Dhananjay Vasantrao Deshpande - Whole Time Director Mrs. Kavitha Gudapati - Director Mr. Subodh Kumar Goel - Independent Director Dr. Mundayat Ramachandran - Independent Director Mr. Srinivasachari Rajagopal - Director Mr. Ashish Vinay Deshpande - Chief Financial Officer Mr. Nirjhar Sarkar - Group Chief Financial Controller [resigned w.e.f. August 31, 2021] Mr. Nikhil Dujari - Group Chief Financial Officer [appointed w.e.f. May 11, 2021] Mr. Sanjay Kumar Babu - Company Secretary

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30. Related parties (Contd.)

30 b) Summary of transactions and outstanding balances with above related parties are as follows:

(Rs. in million)

Particulars	March 31, 2023	March 31, 2022
i) Delayed payment surcharge on overdue trade receivables		
- GETL	289.03	637.36
ii) Repairs and maintenance (including coal handling expenses)		
- GEL	259.16	235.40
iii) Legal and professional fees		
- GIL	-	52.25
- GPUIL	67.94	25.28
iv) Income from sale of electrical energy		
- GETL	6,660.35	6,108.46
v) Corporate social responsibility expenses (refer note 36)		
- GVF	-	6.85
vi) Reimbursement of expenses to		
- GETL (transmission charges on open exchange sales)	70.53	114.96
vii) Proceeds from borrowings		
- GPUIL	-	59.20
viii) Reclassification of borrowings to Capital Contribution (refer 13)		
- GPUIL	59.20	-
ix) Refund of security deposits		
- GCAPL	21.88	-
x) Capital Contribution		
- GPUIL	47.21	-
- GEL	600.00	-
xi) Payments made by related parties on behalf of the Company		
- GETL (logo fees payment to GEPL)	-	128.56
- GETL (servicing of principal and interest on loan)	-	118.00
- DIAL (Travel expenses)	0.69	-
- GVF (Donation expenses)	7.77	-
xii) Reimbursement of transmission charges from		
- GETL (transmission charges on PPA sales)	-	26.20
xiv) Security service charges		
- RSSL	63.15	52.91
xv) Impairment allowance / (reversal)		
- GETL	52.62	176.06
- GCAPL	(11.88)	5.21
xvi) Interest expenses		
- GPUIL	-	1.26
xvii) Corporate Guarantee received from		
- GPUIL	1,600.00	-
xviii) Expenses include the following remuneration to the Key Management Personnel		
a) Remuneration to key managerial personnel (short-term employee benefits)		
Mr. Srinivas Bommidala	-	32.61
Mr. Ashis Basu	29.38	23.72
Mr. Sanjay Narayan Barde	33.87	28.18
Mr. Dhananjay Vasantrao Deshpande	12.28	9.70
Mr. Nirjhar Sarkar	-	5.64
Mr. Nikhil Dujari	12.40	9.02
Mr. Ashish Vinay Deshpande	5.17	4.19
b) Sitting fees to Directors:		
Mr. Subodh Kumar Goel	0.19	0.18
Mr. Srinivasachari Rajagopal	0.09	0.09
Dr. Mundayat Ramachandran	0.19	0.19
Mrs. Kavitha Gudapati	0.04	0.02

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30. Related parties (Contd.)

30 c) Outstanding balances as at the year ended:

(Rs. in million)

Particulars	March 31, 2023	March 31, 2022
i) Security deposits (net of impairment allowance)		
- GCAPL	-	10.00
- RSSL	3.39	3.39
- GETL	2.73	2.73
ii) Trade receivables (net of impairment allowance)		
- GETL	4,108.75	2,863.92
iii) Payable towards capital goods and retention money		
- GEL	-	19.57
- GIL	-	13.96
- GPUIL (refer note below)	13.96	-
iv) Transmission and other receivables (including other advances) (net of impairment allowance)		
- GETL	32.33	35.82
- GISPL	1.01	1.01
v) Trade payables		
- GEL	113.58	76.40
- GVF	1.27	3.92
- GIL	237.13	289.85
- GPUIL	62.50	25.28
- RSSL	15.80	60.90
- GGAL	0.16	0.16
- DIAL	47.93	47.24
- GCRPL	2.90	2.72
- GREL	-	0.33
- GPEL (Rs. 1,149 (March 31, 2022: Rs. 1,149))	0.00	0.00
vi) Borrowings		
- GPUIL	-	59.20
vii) Capital Contribution		
- GPUIL	106.41	-
- GEL	600.00	-
viii) Interest accrued on borrowings		
- GPUIL	1.26	1.26
ix) Corporate Guarantees received from		
- GEL	750.00	750.00
- GPUIL	1,600.00	-
x) Equity share capital		
- GEL	8,700.00	8,700.00
xi) CCPS		
- GEL	1,700.08	1,700.08
xii) Payable to key managerial personnel		
Mr. Srinivas Bomiddala	19.40	19.40
Mr. GBS Raju	16.59	16.59
xiii) Accrued salaries and benefits		
Mr. Ashis Basu	1.80	1.80
Mr. Sanjay Narayan Barde	1.80	1.80
Mr. Dhananjay Vasantrao Deshpande	1.92	1.29
Mr. Ashish Vinay Deshpande	0.63	0.51
Mr. Nikhil Dujari	1.98	-

Notes:

a. Remuneration to key managerial personal does not include provision for gratuity, leave encashment expenses, superannuation and premium for personal accidental policy, as the same are determined for the Company as a whole.

b. Certain assets and shares of related parties have been pledged against borrowings of the Company. Refer note 14.

c. Refer note 31 for details of transfer of defined benefit obligation and plan assets by the Company to certain related parties on account of transfer of certain employees.

d. The Board of Directors of GIL and GMR Power Infra Limited ('GPIL') approved a Composite Scheme of Amalgamation and Arrangement for demerger of Engineering Procurement and Construction (EPC), urban infrastructure and energy business of GIL into GPUIL. The aforesaid scheme was approved by the Hon'ble National Company Law Tribunal on December 24, 2021 and was filed with the Registrar of Companies on December 31, 2021. As a result of aforesaid restructuring GPUIL becomes immediate parent of GEL, the Holding Company.

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31. Employee benefits

Defined benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (based on last drawn basic) for each completed year of service.

The fund provides a capital guarantee of the balance accumulated and declares interest periodically that is credited to the fund account. Although we know that the fund manager invests the funds as per products approved by Insurance Regulatory and Development Authority of India and investment guidelines as stipulated under section 101 of Income Tax Act, the exact asset mix is unknown and not publicly available. The scheme is funded with an insurance company in the form of qualifying insurance policy.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for gratuity benefit.

i. Net benefit expenses (recognized in the statement of profit and loss)

(Rs in million)

Particulars	March 31, 2023	March 31, 2022
Current service cost	4.57	4.03
Net interest cost on defined benefit obligations/ (assets)	0.74	0.33
Net benefit expenses	**5.31**	**4.36**

ii. Remeasurement loss / (gains) recognised in other comprehensive income:

(Rs in million)

Particulars	March 31, 2023	March 31, 2022
Actuarial loss / (gain) on obligations arising from changes in experience adjustments	3.44	4.84
Actuarial (gain) / loss on obligations arising from changes in financial assumptions	(0.81)	(1.02)
Actuarial loss / (gain) arising during the year	**2.63**	**3.82**
Return on plan assets less / (greater) than discount rate	(0.19)	1.22
Actuarial loss / (gain) recognised in OCI	**2.44**	**5.04**

iii. Net defined benefit asset/ (liability)

(Rs in million)

Particulars	March 31, 2023	March 31, 2022
Defined benefit obligation	(51.49)	(43.60)
Fair value of plan assets	35.82	30.85
Plan (liability)/ asset	**(15.67)**	**(12.75)**

iv. Changes in the present value of the defined benefit obligation are as follows:

(Rs in million)

Particulars	March 31, 2023	March 31, 2022
Opening defined benefit obligation	43.60	37.92
Current service cost	4.57	4.03
Interest cost on the defined benefit obligation	3.02	2.47
Benefits paid	(2.10)	(3.24)
Acquisition (credit) / cost	(0.23)	(1.40)
Actuarial loss / (gain) on obligations arising from changes in experience adjustments	3.44	4.84
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	(0.81)	(1.02)
Closing defined benefit obligation	**51.49**	**43.60**

v. Changes in the fair value of plan assets are as follows:

(Rs in million)

Particulars	March 31, 2023	March 31, 2022
Opening fair value of plan assets	30.85	33.09
Interest income on plan assets	2.28	2.14
Contributions by employer	4.83	1.48
Benefits paid	(2.10)	(3.24)
Return on plan assets (lesser)/ greater than discount rate	0.19	(1.22)
Acquisition (credit) / cost	(0.23)	(1.40)
Closing fair value of plan assets	**35.82**	**30.85**

The Company expects to contribute Rs. 10.06 million (March 31, 2022: Rs. 6.53 million) towards gratuity fund in FY 2023-24.

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31. Employee benefits (Contd.)

vi. The following pay-outs are expected in future years:

(Rs in million)

Particulars	March 31, 2023	March 31, 2022
Within the next 12 months (next annual reporting period)	10.06	6.53
Between 2 and 5 years	11.67	14.74
Between 5 and 10 years	38.83	30.40

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2022: 10 years)

vii. The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Investments with insurer	100%	100%

viii. The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	March 31, 2023	March 31, 2022
Discount rate (in %)	7.30%	7.10%
Salary escalation (in %)	6.00%	6.00%
Employee turnover	5.00%	5.00%
Mortality rate	Refer note 4 below	Refer note 4 below

Notes:

1. Plan assets are fully represented by balance with the Life Insurance Corporation of India.

2. The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.

3. The estimates of future salary increase in compensation levels, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

4. As per Indian Assured Lives Mortality (2006-08) Ultimate (March 31, 2022: Indian Assured Lives Mortality (2006-08) Ultimate)

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

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

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

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

ix. A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

(Rs in million)

	March 31, 2023	March 31, 2022
Discount rate		
Impact on defined benefit obligation due to 1% increase in discount rate	(3.75)	(3.08)
Impact on defined benefit obligation due to 1% decrease in discount rate	4.34	3.58
Salary escalation rate		
Impact on defined benefit obligation due to 1% increase in salary escalation rate	3.70	3.37
Impact on defined benefit obligation due to 1% decrease in salary escalation rate	(3.55)	(3.01)
Attrition Rate		
Impact on defined benefit obligation due to 1% increase in attrition rate	0.42	0.30
Impact on defined benefit obligation due to 1% decrease in attrition rate	(0.48)	(0.34)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

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32. Lease, commitments and contingencies

I Leases

Operating lease: Company as a lessee

The Company has certain non-cancellable lease contracts in respect of leases for land and cancellable operating lease agreement for guest house and office spaces Leases of land have lease term of 95 years The Company's obligations under its leases are secured by the lessor's title to the leased assets There are certain variable lease payments which are further discussed below

The Company also has certain short-term leases for guest houses The Company applies the 'short-term leases' recognition exemptions for these leases

In case of land, the Company had been allotted lands under lease with a term of 95 years with an initial payment equivalent to the fair value of the land The Company further has to pay fixed nominal amount of annual ground rent and service charges in the form of variable payments during the lease tenure The lease can be further renewed for a period of 15 years

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(Rs. in million)

Particulars	Leasehold Land	Total
As at April 01, 2021	339.12	339.12
Depreciation expenses	(4 00)	(4 00)
As at March 31, 2022	335.12	335.12
Depreciation expenses	(4 00)	(4 00)
As at March 31, 2023	331.12	331.12

The following are the amounts recognised in profit or loss:

(Rs. in million)

Particulars	March 31, 2023	March 31, 2022
Depreciation expenses of right-of-use assets	4 00	4 00
Expense relating to short-term leases (included in miscellaneous expenses)	8 02	7 51
Total amount recognised in profit or loss	12.02	11.51

The Company had total cash outflows for leases of Rs. 8 02 million (March 31, 2022 Rs 7 51 million) in the year ended March 31, 2023

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32 Lease, commitments and contingencies (Contd.)

II Contingencies

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

(Rs. in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Bank guarantees outstanding	870.61	1,103.30
Matters relating to direct taxes under dispute[6]	226.07	73.76
Others[2,3]	243.26	243.26

Others in addition to above

1 The Company is subject to legal proceeding and claims relating to acquisition of land and other matters, which have arisen in the ordinary course of business. The Company has reviewed all its pending litigations and proceedings and is not carrying provisions for all the above mentioned amounts in its books of account, as the Company's management is confident of successfully litigating the matters and these are disclosed as contingent liability, where applicable in its Ind AS financial statements. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.

2 The Company had experienced certain delays and incurred cost overruns in the completion of construction of transmission lines during the project phase. During the year ended March 31, 2017, the vendor had invoked arbitration clause under the contract and claimed damages of Rs 100.00 million (approximately). Based on internal legal assessment, the management of the Company is confident that the claims raised by the vendor is not tenable and hence no adjustments have been made in the Ind AS financial statements.

3 During the year ended March 31, 2022, the Company has received a letter from Maharashtra Industrial Development Corporation ('MIDC') demanding recovery of Rs. 143.23 million towards retrospective increase in water rates from financial year 2017-18 to 2020-21. The Company filed a writ petition in the Bombay High Court (Nagpur Bench) against the said letter. The Bombay High Court granted an interim stay on the said matter subject to Company paying water charges at current rates and to pay arrears if the writ petition gets dismissed. The management of the Company based on its internal assessment, legal expert advice, petition filed with High Court is confident that the claims raised by the MIDC is not tenable and accordingly no adjustments have been made in the Ind AS financial statements in this regard.

4 The aforesaid amounts under disputes are as per the demands from various authorities for the respective periods and has not been adjusted to include similar demands for any subsequent years and further interest and penalty leviable, if any, at the time of final outcome of the appeals.

5 The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. The management is of the view that there are interpretative challenges on the application of the judgement retrospectively. In the absence of reliable measurement of the provision for earlier period/ years, the Company has made a provision for provident fund contribution pursuant to the judgement only from the date of Supreme Court Order. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Company does not expect any material impact of the same.

6 Certain demands from the income tax authorities were set off against the brought forward business loss and depreciation of previous years which has not been disclosed above.

7 Refer note 26 with regard to dispute with MSEDCL on transmission charges pending the final outcome of the matter in the Hon'ble Supreme Court of India.

8 The management believes that the ultimate outcome of the above matters will not have any material adverse effect on the Company's financial position and result of operations.

9 Also refer note 18

III Commitments

a. Capital commitments

(Rs. in million)

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	33.04	30.98
Other commitments	343.84	318.84

b. Other commitments

The Company has entered into fuel supply agreement whereby the Company has committed to purchase and supplier has committed to sell contracted quantity of fuel for defined period as defined in the fuel supply agreements.

The Company entered into PPAs with customers, pursuant to which it has committed to sell power of contracted capacity as defined in the respective PPAs, make available minimum PLF over the period of tariff year as defined in the respective PPAs. The PPAs contain provision for disincentives and penalties in case of certain defaults.

In terms of the prescribed new environmental norms notified as per Environment (Protection) Amendment Rules, 2015, GWEL is required to install the Flue Gas Desulphurization Systems (FGD) to control emission from the power plant by 2026.

Refer note 36 for commitments related to Corporate Social Responsibility expenses.

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33. Disclosures on Financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.2 (b) and 2.2 (o), to the Ind AS financial statements

(a) Financial assets and liabilities

The management assessed that cash and bank balances, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Non-current financial assets and liabilities are discounted using an appropriate discounting rate where the time value of money is material. There are no financial instruments which are measured at fair value through statement of profit and loss or fair value through Other Comprehensive Income as at March 31, 2023 and March 31, 2022

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2023 and March 31, 2022:

(Rs. in million)

Particulars	Carrying value and fair value	
	March 31, 2023	March 31, 2022
Financial assets		
Amortised cost		
(i) Investments (Rs. 2,500 (March 31, 2022 : Rs. 2,500))	0.00	0.00
(ii) Trade receivables	8,822.24	7,621.39
(iii) Cash and cash equivalents	121.07	76.06
(iv) Other financial assets	1,952.36	1,045.05
Total assets	**10,895.67**	**8,742.50**
Financial liabilities		
Amortised cost		
(i) Borrowings	28,115.95	34,686.88
(ii) Trade payables	901.25	888.10
(iii) Other financial liabilities	705.93	735.63
Total liabilities	**29,723.13**	**36,310.61**

(b) Fair value hierarchy

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
At amortised cost				
March 31, 2023				
Non-current financial liabilities				
Borrowings	23,226.62	-	23,226.62	-
Current financial liabilities				
Borrowings	4,889.33	-	4,889.33	-
March 31, 2022				
Non-current financial liabilities				
Borrowings	23,369.47	-	23,369.47	-
Current financial liabilities				
Borrowings	11,317.41	-	11,317.41	-

(i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value

(ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date

(iii) Apart from the above table, there are no Level 1 and Level 2 items. There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2023 and March 31, 2022.

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33. Disclosures on Financial instruments (Contd.)

(c) Financial risk management objectives and policies

In the course of its business, the Company is exposed primarily to financial, market, liquidity and credit risk which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to

(i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan
(ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance

i) Financial risk
The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations towards operations and capital expenditure. The Company's principal financial assets include deposits, trade and other receivables and cash and cash equivalents derived from its operations

The general risk management program of the Company focuses on the unpredictability of the financial markets and attempts to minimize their potential negative influence on the financial performance of the Company. The Company continuously reviews its risk exposures and takes measures to limit it to acceptable levels. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework

ii) Market risk
Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity price risk and liquidity risk. Future specific market movements cannot be normally predicted with reasonable accuracy
The commodity exposure is mainly on account of fuel, a substantial part of which is a pass through cost as per the management, certain favourable court orders and external legal advice and hence the commodity price exposure is not likely to have a material financial impact on the Company

(a) Market risk- Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. Pursuant to implementation of resolution plan, the interest rate has been fixed at 8.50% per annum for Sustainable Debt and 0.01% per annum for unsustainable debt. Also refer note 14

The interest rate profile of the Company's interest-bearing financial instruments as reported by the management of the Company is as follows

(Rs. in million)

Particulars	March 31, 2023	March 31, 2022
Fixed rate instruments:		
Financial liabilities	28,115.95	297.09
Variable rate instruments:		
Financial liabilities	-	34,389.79

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

(Rs. in million)

Particulars	Increase in basis points	Effect on profit before tax
March 31, 2023		
INR	+50	-
	-50	-
March 31, 2022		
INR	+50	(171.95)
	-50	171.95

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment

(b) Market risk- Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's investing activities. The Company's exposure to foreign currency changes from operating and financing activities is not material

The following table shows foreign currency exposure at the end of reporting period

Particulars	Currency	Amount in foreign currency (million)	Amount in Rs. (million)
Trade payables	USD	0.07	5.60
		(0.07)	(5.34)
Other financial liabilities	USD	5.25	431.39
		(5.25)	(397.90)

Notes:
1. Previous year's figures are shown in brackets above.

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33. Disclosures on Financial instruments (Contd.)

Foreign currency sensitivity
The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant The impact on the Company's profit / (loss) before tax is due to changes in the fair value of monetary assets and liabilities The Company's exposure to foreign currency changes for all other currencies is not material

(Rs. in million)

Particulars	Change in USD rate	Effect on profit / (loss) before tax
March 31, 2023	5%	21 85
March 31, 2022	5%	20 16

The sensitivity analysis has been based on the composition of the Company's financial assets and liabilities at March 31, 2023 and March 31, 2022 The period end balances are not necessarily representative of the average debt outstanding during the period

iii) Credit risk
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, cash and cash equivalents and other financial assets of the Company

The carrying value of financial assets represents the maximum credit risk The maximum exposure to credit risk was Rs 10,895 67 million and Rs 8,742 50 million as at March 31, 2023 and March 31, 2022 respectively, being the total carrying value of investments, trade receivables, cash and cash equivalent and other financial assets of the Company

Credit concentration:

As at March 31, 2023, 97 58 % of trade receivables pertain to sales to State Distribution Companies under Long Term and Medium Term Power Purchase Agreement ("PPA") for sale of electrical energy directly or indirectly through a related party

Expected Credit Loss (ECL)
The Company is having majority of receivables against sale of electrical energy to State Electricity Distribution Companies which are Government undertakings

The Company is regularly receiving its normal power sale dues from Discoms and in case of any disagreement / amount under dispute, the same is recognised as per the binding regulatory orders which carries interest as per the terms of PPAs Hence they are secured from credit losses in the future Also refer notes 10(c) and 10(d) with regard to delay in receipts from customers and refer note 26 as regards dispute in relation to reimbursement of transmission charges from MSEDCL

With respect to trade receivables (including unbilled revenue) and other financial assets, the Company has constituted the terms to review the said balances on periodic basis and to take necessary mitigations, wherever required The Company creates allowance for all unsecured receivables and receivables without any regulatory order based on lifetime expected credit loss based on a provision matrix The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix

Credit risk from balances with bank and financial institutions is managed by the Company's treasury department in accordance with the Company's policy Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments

The following table summarises the changes in the loss allowance measured using expected credit loss

(Rs. in millions)

Particulars	March 31, 2023	March 31, 2022
Opening balance	**345.66**	**153.03**
Amount provided/(reversed) during the year	125 27	192 63
Closing balance	**470.93**	**345.66**

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33. Disclosures on Financial instruments (Contd.)

iv) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through non-convertible debentures and other debt instruments. The Company invests its surplus funds in bank fixed deposit, which carry no or low market risk.

The Company monitors its risk of shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, acceptances, bank loans, debentures, preference shares, support from the Holding Company etc.

Also refer note 14 as regards resolution process under Prudential Framework for Resolution of Stressed Assets, as prescribed by the Reserve Bank of India (RBI) on June 07, 2019.

The following table shows a maturity analysis of the anticipated cash flows excluding interest obligations for the Company's financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value.

(Rs. in million)

Particulars	0-1 years	1 to 5 years	> 5 years	Total
March 31, 2023				
Borrowings[1,2]	4,889.33	7,458.86	19,235.35	**31,583.54**
Other financial liabilities	705.93	-	-	**705.93**
Trade payables	901.25	-	-	**901.25**
	6,496.51	**7,458.86**	**19,235.35**	**33,190.72**
March 31, 2022				
Borrowings[1,2]	11,317.41	7,685.02	15,758.35	**34,760.78**
Other financial liabilities	735.63	-	-	**735.63**
Trade payables	888.10	-	-	**888.10**
	12,941.14	**7,685.02**	**15,758.35**	**36,384.51**

Notes:

1. The above excludes interest and other finance charges to be paid on the borrowings by the Company.

2. Reconciliation with carrying amounts

(Rs. in million)

	As at March 31, 2023	As at March 31, 2022
Total amount repayable as per repayment terms	31,583.54	34,760.78
Less: Impact of recognition of borrowing at amortised cost using effective interest method	(3,467.59)	(73.90)
Net carrying value	**28,115.95**	**34,686.88**

3. Also refer notes 1.1 and 14

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34. Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term borrowings, issue of non-convertible debt securities.

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the Company.

Also refer note 14.

(Rs. in million)

Particulars	March 31, 2023	March 31, 2022
Borrowings (refer note 14)	28,115.95	34,686.88
Less: Cash and cash equivalents (refer note 11)	(121.07)	(76.06)
Total debts (A)	**27,994.88**	**34,610.82**
Capital components		
Equity share capital (refer note 12)	9,449.10	8,700.00
CCPS (refer note 12(e))	1,700.08	1,700.08
Capital contribution (refer note 13)	706.41	-
Other equity (excluding CCPS and capital contribution stated above) (refer note 13)	(5,860.96)	(7,113.27)
Total capital (B)	**5,994.63**	**3,286.81**
Capital and borrowings C= (A+B)	**33,989.51**	**37,897.63**
Gearing ratio (%) D= (A/C)	**82.36%**	**91.33%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

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35 Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for Variance (March 2023 vs March 2022)
Current ratio	Current Assets	Current Liabilities	1.01	0.69	46.38%	Variance is primarily on account of decrease in current borrowings for reasons as detailed in note 14
Debt- Equity Ratio	Total borrowings (long-term borrowings and short-term borrowings)	Total equity (equity share capital + other equity)	4.69	10.55	(55.56%)	Variance is primarily on account of decrease in borrowings for reasons as detailed in note 14 and increase in total equity
Debt Service Coverage ratio	Earnings before interest, tax, depreciation and amortization expenses (net of interest on bank deposits)	Debt service (finance costs plus principal repayments of long-term borrowings made during the period)	0.93	0.97	(4.12%)	Not applicable
Return on Equity ratio	Net profit after taxes	Average total equity	0.36	(0.14)	362.45%	Variance is primarily on account of increase in net profit after tax on account of increase in operations and fair value gain on restructuring of borrowings and total equity
Inventory Turnover ratio	Consumption of fuel plus consumption of stores and spares	Average of opening and closing balances of inventory	27.95	21.19	31.90%	Variance is primarily on account of increase in consumption of fuel due to increased operations
Trade Receivable Turnover Ratio	Revenue from operations	Average of opening and closing balances of trade receivables	1.99	1.76	13.07%	Not applicable
Trade Payable Turnover Ratio	Consumption of fuel plus transmission charges plus other expenses (net of Impairment allowance (including trade advances written off), loss on account of foreign exchange fluctuations (net), rates and taxes and loss on disposal / sale of property, plant and equipment (net))	Average trade payables	12.75	8.79	44.93%	Variance is primarily on account of increase in consumption of fuel due to increased operations and reduction in average trade payables
Net Capital Turnover Ratio	Revenue from operations	Working capital = Current assets - Current liabilities	182.45	(3.12)	5954.43%	Variance is primarily on account of increase in revenue from operations and change in working capital from negative working capital in previous year to positive working capital in current year primarily on account of restructuring of borrowings
Net Profit ratio	Profit/ (loss) (excluding exceptional items) after tax	Revenue from operations	0.050	(0.038)	234.13%	Variance is primarily on account of increase in net profit after tax
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Net Worth + Total Debt	0.14	0.08	63.95%	Variance is primarily on account of increase in earnings before interest and taxes and decrease in capital employed on account of restructuring of borrowings
Return on Investment	Income generated from invested funds	Average invested funds	5.21%	3.37%	54.44%	Variance is primarily on account of increase in the rate of interest on fixed deposits

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36 Corporate Social Responsibility expenses

(Rs. in million)

	March 31, 2023	March 31, 2022
(a) Gross amount required to be spent by the Company during the year	-	7.90

(b) Amount spent during the year ending on March 31, 2023

	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	-	-	-

(c) Amount spent during the year ending on March 31, 2022

	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	7.90	-	7.90

(d) Details related to spent/ unspent obligations

(Rs. in million)

	March 31, 2023	March 31, 2022
(i) Contribution to related party / third parties	-	7.90
(ii) Unspent amount in relation to		
- Ongoing project	-	-
- Other than ongoing project	-	-
	-	7.90

Details of ongoing project

In case of S. 135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the year	Amount spent during the year		Closing Balance	
With Company	In Separate CSR Unspent A/c		From Company's Bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/C
-	10.19	-	-	9.92	-	0.27

(Rs. in million)

37 Exceptional items

	March 31, 2023	March 31, 2022
(i) Gain / (loss) on account of restructuring of borrowings and interest accrued thereon (Also refer note 14)	5,547.00	-
(ii) Provision for impairment in carrying value of property, plant and equipment (Also refer note 3)	(4,690.20)	-
Total	**856.80**	-

38 The Company has not received any whistle blower complaints during the year ended March 31, 2023. During the year ended March 31, 2022 the Company had received a whistle blower complaint from one of the vendor with an allegation that the bidding process carried out by the Company was unfair. The Company based on the past performance and several recurring statutory and other non-compliances decided against renewing the term of service for the aforesaid vendor. The management based on the aforesaid facts was of the view that the complaint was frivolous in nature.

39 Segment Information:
The Company's activities during the year mainly revolve around power generation and related activities. Considering the nature of Company's business and operations, as well as based on reviews of operating results by the chief operating decision maker to make decisions about resource allocation and performance measurement, there is only one reportable segment in accordance with the requirements of Ind AS 108 "Operating Segments" prescribed under Companies (Indian Accounting standards) Rules, 2015. The Company's operations are mainly confined within India and as such there are no reportable geographical segments.

40 As at March 31, 2023 the amount payable in foreign currency to certain vendors of USD 5.32 million is outstanding for more than 3 years. The Company is in the process of filing necessary documents with the RBI and is confident that such delays will not require any adjustments to the Ind AS financial statements of the Company for the year ended March 31, 2023.

41 Other Statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the years ended March 31, 2023 and March 32, 2022.

(v) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

42 MCA issued notifications dated March 24, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial period starting April 01, 2021.

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ENERGY LIMITED

S.R. Batliboi & Associates LLP
Bengaluru

43 Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in the Ind AS financial statements have been rounded off or truncated as deemed appropriate by the management of the Company.

44 Previous year's figures have been regrouped/reclassified , wherever necessary, to conform to the current year's classification.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI firm registration number: 101049W / E300004

per Sandeep Karnani
Partner
Membership number: 061207

S. R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: May 05, 2023

GMR WARORA ENERGY LIMITED

For and on behalf of the Board of Directors of
GMR Warora Energy Limited

Sanjay Barde Narayan
Director
DIN: 03140784

Dhananjay Vasantrao Deshpande
Whole-time Director
DIN: 07663196

Ashish Vinay Deshpande
Chief Financial Officer

Sanjay Kumar Babu
Company Secretary
Membership Number: F-8649

Place: Warora, Maharashtra, New Delhi
Date: May 05, 2023