

# Board's Report

## Dear Shareholders,

The Board of Directors present the 22<sup>nd</sup> Annual Report together with the audited financial statements of the Company for the financial year (FY) ended March 31, 2018.

Your Company, GMR Infrastructure Limited ("GIL"), operates in Airports, Energy, Transportation and Urban Infrastructure business sectors in India and few other countries through various subsidiaries, associates and jointly controlled entities. The Company has an Engineering, Procurement and Construction (EPC) business focusing on execution of projects of Group SPVs and external customers like Railways. The Group has acquired a prominent space in airports sector with more than 27.17% of total country's passenger traffic being routed through the two airports managed by the Group, in addition to its presence in Philippines with an operating airport and has a noticeable presence in Energy sector, with its operations in thermal, solar sectors and project under development in hydro.

### Performance highlights - FY 2017-18

Performance Highlights of your Company on consolidated basis for the FY 2017-18:

- Stellar Performance of GMR Hyderabad International Airport Limited

(GHIAL), Joint Ventures (JVs) of Delhi International Airport Limited (DIAL) contributing significantly to the bottom line. DIAL profit declined on account of implementation of tariff order of Airport Economic Regulatory Authority of India (AERA), however through better operations DIAL could end in positive bottom line;

- Goa airport achieved financial closure and commenced construction of airport;
- Signed share purchase agreement to increase stake in GHIAL from 63% to 74%;
- Energy Sector registers turnaround - GMR Warora Energy Limited achieves net profit of ₹ 193 Crore with positive trend in settlement of regulatory dues;
- EBITDA for the year decreased by 32.36% to ₹ 2,185.90 Crore from ₹ 3,231.48 Crore of the previous year;
- Setting up an 'Aerospace & Defence Manufacturing Hub' in Krishnagiri SIR on 600 acres of land in JV with Tamil Nadu Industrial Development Corporation (TIDCO);
- Improvement in international coal prices resulted in improved realisation;
- Bajoli Holi project is in advanced stage of construction with 70% completed by March 2018.

### Financial results - FY 2017-18

Analysis of the Company's audited Ind AS consolidated and standalone financial results is given below:

#### a) Consolidated financial results

Particulars	(₹ in Crore)	
	March 31, 2018	March 31, 2017
<b>Continuing operations</b>		
<b>Income</b>		
<b>Revenue from operations:</b>		
Sales / income from operations (including other operating income)	8,721.21	9,556.82
Other income	553.04	482.28
<b>Total Income</b>	<b>9,274.25</b>	<b>10,039.10</b>
<b>Expenses</b>		
Revenue share paid / payable to concessionaire grantors	1,911.50	2,762.93
Operating and other administrative expenditure	4,623.81	3,562.41
Depreciation and amortization expenses	1,028.40	1,018.65
Finance costs	2,316.34	2,128.00
<b>Total expenses</b>	<b>9,880.05</b>	<b>9,471.99</b>
<b>(Loss) / profit before share of (loss) / profit of associate and joint ventures, exceptional items and tax from continuing operations</b>	<b>(605.80)</b>	<b>567.11</b>
Share of (loss) / profit of associates and joint ventures (net of dividend distribution tax)	(431.36)	(68.40)
<b>(Loss) / profit before exceptional items and tax from continuing operations</b>	<b>(1,037.16)</b>	<b>498.71</b>
Exceptional items - (loss) / gains (net)	-	(385.70)

<b>(Loss) / profit before tax from continuing operations</b>	<b>(1,037.16)</b>	<b>113.01</b>
Tax expenses / (credit)	45.49	744.85
<b>(Loss) / profit after tax from continuing operations</b>	<b>(1,082.65)</b>	<b>(631.84)</b>
EBITDA from continuing Operations (sales / income from operations - Revenue share - Operating and other admin expenses)	2,185.90	3,231.48
<b>Discontinued operations</b>		
<b>(Loss) / profit from discontinued operations before tax expenses</b>	<b>(31.96)</b>	<b>283.25</b>
Tax expenses / (credit)	(0.02)	(1.13)
<b>(Loss) / profit after tax from discontinued operations</b>	<b>(31.94)</b>	<b>284.38</b>
<b>(Loss) / profit after tax for the year</b>	<b>(1,114.59)</b>	<b>(347.46)</b>
<b>Other comprehensive income</b>		
<b>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</b>		
Exchange differences on translation of foreign operations (Net of taxes)	(134.68)	27.54
Net movement on cash flow hedges (Net of taxes)	27.09	(16.84)
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>		
Re-measurement gains (losses) on defined benefit plans (Net of taxes)	(3.10)	(5.29)
<b>Other comprehensive income for the year, net of tax</b>	<b>(110.69)</b>	<b>5.41</b>
<b>Total comprehensive income for the year, net of tax</b>	<b>(1,225.28)</b>	<b>(342.05)</b>
(Loss) / profit for the year attributable to	(1,114.59)	(347.46)
a) Equity holders of the parent	(1,363.86)	(564.38)
b) Non-controlling interests	249.27	216.92
Total comprehensive income attributable to	(1,225.28)	(342.05)
a) Equity holders of the parent	(1,482.23)	(552.34)
b) Non-controlling interests	256.95	210.29
Earnings per equity share (₹) from continuing operations	(2.24)	(1.24)
Earnings per equity share (₹) from discontinued operations	(0.03)	0.30
Earnings per equity share (₹) from continuing and discontinued operations	(2.27)	(0.94)

FY 2017-18 saw a mixed performance in both operating and financial parameters of the airport sector and EPC division. Airport sector overall performance declined due to reduction in aero revenue in DIAL on account of implementation of tariff order from AERA, while EPC revenues increased significantly on account of pick up in execution of Dedicated Freight Corridor (DFCC) project. There was very good growth in energy revenues, but highways revenue remained stagnant. Consolidated Revenues do not include the revenues of entities which were assessed as jointly controlled entities / JVs under Ind AS, including, GMR Energy Limited (GEL), GMR Kamalanga Energy Limited (GKEL), GMR Warora Energy Limited (GWEL) and Delhi Duty Free Services Private Limited (DDFS). Airport, Energy, Highways, EPC and other segments contributed ₹ 5418.74 Crore (62.13%), ₹ 1,533.53 Crore (17.58%), ₹ 589.70 Crore (6.76%), ₹ 931.12 Crore (10.68%) and ₹ 248.14 Crore (2.85%) respectively to the consolidated revenue from operations.

Decrease in revenue share paid / payable to concessionaire grantors was on account of lower revenue from DIAL. Increase in subcontracting expenses is mainly on account of EPC works.

#### b) Standalone financial results

(₹ in Crore)

Particulars	March 31, 2018	March 31, 2017
Revenue from operations	1,106.01	1,179.77
Operating and administrative expenditure	(811.06)	(451.41)
Other Income	52.35	2.65
Finance Costs	(821.61)	(744.74)
Depreciation and amortisation expenses	(19.06)	(16.13)
<b>(Loss)/profit before exceptional items and tax expenses</b>	<b>(493.37)</b>	<b>(29.86)</b>
Exceptional Items:		
Provision for diminution in value of investments / advances in subsidiaries / associate	(1,437.29)	(3,654.16)

<b>(Loss)/profit before tax expenses</b>	<b>(1,930.66)</b>	<b>(3,684.02)</b>
Tax expenses / (credit)	(0.09)	(0.09)
<b>(Loss)/profit for the year</b>	<b>(1,930.75)</b>	<b>(3,684.11)</b>
Net (deficit) / surplus in the statement of profit and loss - Balance as per last financial statements	(4,472.77)	(786.07)
Transfer from / (to) debenture redemption reserve	-	(1.76)
Re-measurement gains (losses) on defined benefit plans (Net of taxes)	0.49	(0.83)
<b>Surplus / (Deficit) available for appropriation</b>	<b>(6,403.03)</b>	<b>(4,472.77)</b>
Appropriations	-	-
<b>Net deficit in the statement of profit or loss</b>	<b>(6,403.03)</b>	<b>(4,472.77)</b>
Earnings per equity share (₹) - Basic and diluted (per equity share of Rs. 1 each)	(3.21)	(6.12)

During the year ended March 31, 2018, the revenue from EPC segment has increased by 87.42% from ₹ 392.77 Crore to ₹ 736.13 Crore, which was mainly on account of contribution by the ongoing DFCC (Railways) project. Other operating income of the company came down to ₹ 369.88 Crore from ₹ 787.00 Crore on account of reduction in interest income and on account of conversion of loans given to its subsidiaries / joint ventures / associates as they were into equity.

During the year ended March 31, 2018, based on an internal assessment, the Company has made a provision of ₹ 1,437.29 Crore (March 31, 2017: ₹ 3,654.16 Crore) towards diminution in value of its investment in GMR Highways Limited (GHWL), GMR Generation Assets Limited (GGAL) and GMR Aviation Private Limited (GAPL), primarily on account of their accumulated losses and diminution in value of investments/advances in their subsidiaries. The same has been disclosed as an exceptional item in the financial statements.

## Dividend / Appropriation to Reserves

Your Directors have not recommended any dividend on equity shares for the FY 2017-18.

## Reserves

The net movement in the major reserves of the Company on standalone basis for FY 2017-18 and the previous year is as follows:

(₹ in Crore)

Particulars	March 31, 2018	March 31, 2017
Equity component of compound financial instruments	-	133.94
Treasury Shares	(101.54)	(101.54)
General Reserve	174.56	40.62
Securities Premium Account	10,010.98	10,010.98
Surplus in Statement of Profit and Loss	(6,403.03)	(4,472.77)
Debenture Redemption Reserve	127.20	127.20
Capital Reserve	141.75	141.75
Foreign currency monetary translation difference account	40.40	33.43
Other comprehensive income	-	-
	<b>3,990.32</b>	<b>5,913.61</b>

## Management Discussion and Analysis Report (MDA)

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

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

### Airport Sector

Your Company's airport business comprises of 3 operating airports viz., Indira Gandhi International Airport at Delhi and Rajeev Gandhi International Airport at Hyderabad in India and Mactan Cebu International Airport in Philippines and one asset under development viz., Greenfield airport at Mopa, Goa. GMR, along with its Greek partner, was also awarded Provisional Contractor status at Heraklion Airport in Greece and now is in process of completing the documentation. The Indian airports are owned by your Company's subsidiary GMR Airports Limited (GAL) while the 40% stake in GMR Megawide Cebu Airport Corporation (GMCAC) is held through another subsidiary GMR Infrastructure (Singapore) Pte. Limited.

Your Company's aviation business comprises of GAPL, a 100% subsidiary of the Company, which is operating in the general aviation space.

An overview of these assets during the year is briefly given below:

### Delhi International Airport Limited (DIAL)

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

### Highlights of FY 2017-18:

DIAL surpassed the 65 million passenger mark in FY 2017-18, witnessing a growth of ~14% in traffic over previous year with double digit growth in domestic & international traffic at 14.5% and 12.2% respectively. Delhi airport consistently crossed the 5 million passenger per month mark during the year while the maximum Air Traffic Movements (ATMs) handled per day

reached 1,364. Strong growth in domestic cargo segment propelled DIAL to retain its number one position in cargo traffic in India with a 12.3% overall growth in FY 2017-18 over the previous year. During the financial year of the reporting period, the tariff for the second control period was implemented from July, 2017.

The non-aeronautical revenues continued its double digit growth led by commercial non-aero sales and DIAL was able to ramp up ~80 new outlets in retail and hospitality. DIAL launched its own Airport magazine "DIALogue" during the year.

Strong focus on developing organizational culture based on operational excellence and customer focused initiatives helped DIAL emerge as the best airport in the World among the group of airports which handle 40+ million passengers per annum (mppa) category.

DIAL is also in the process of awarding development rights for the country's first Terminal Hotel.

**Key Awards and Accolades received in FY 2017-18:**

- World's best airport in the 40 million+ pax category for Airport Service Quality (ASQ) as rated by Airports Council International (ACI).
- Golden Peacock Award for Corporate Ethics.
- Golden Peacock Award for Occupational Health and Safety.
- Silver recognition in the ACI Asia Pacific Green Airports Award.
- Most Sustainable and Green Airport Award at Wings India.
- Network 18 and Honeywell Smart Building award for:
  - Smartest Building in India
  - Smartest Large Airport In India
  - Greenest Building in India
  - Safest Building in India
  - Most Productive Building in India
- Quality Excellence Award for Best Airport Security and Best Airport Community Development at the World Quality Congress held in Mumbai.
- CII National Lean Award 2017
  - Winners in Service Sector for "Deployment of Lean Practices across the Organization"
  - First Runners up in the category "Deployment of Lean at Supplier's Place"
- Winners in six categories at the Public Relations Council of India Communication Awards.

**GMR Hyderabad International Airport Limited (GHIAL)**

GHIAL is a JV between GAL (63%), AAI (13%), Government of Telangana (13%) and MAHB (Mauritius) Private Limited (11%) and has entered into a long-term agreement to operate, manage and develop the Rajiv Gandhi International Airport (RGIA), Hyderabad.

**Highlights of FY 2017-18:**

Serving 56 destinations (18 international and 38 domestic) with 17 foreign carriers and 9 domestic carriers, Hyderabad Airport has been among the fastest growing major airports in the country during 2017-18.

During the year, the strong growth momentum continued at Hyderabad Airport, with the annual passenger traffic crossing 18.3 million passengers between April 2017 - March 2018 period. Overall passenger traffic growth has been over 20% year-on-year (Y-o-Y), with domestic traffic increasing by 23% and international by 9% over the prior fiscal year. Cargo tonnage totaled 137,822 tons in fiscal year 2017-18, resulting in a Y-o-Y increase of 11%.

On the International connectivity front, new services/frequencies were added to Washington (Air India), Doha and Sharjah (IndiGo). On the domestic front several new destinations were linked, which include Trivandrum, Nagpur, Calicut, Guwahati, Surat, Patna, Shirdi etc.

FY 2017-18 also saw the airport continue its focus and leadership in the area of passenger experience and service quality, with groundbreaking new initiatives first of its kind Express Security Check for domestic passengers traveling only with hand baggage, deployment of Automated Tray Retrieval System (ATRS) for enhanced throughput at security check lanes and a host of new and improved facilities for Passengers with Reduced Mobility (PRM), senior citizens and women traveling with infants.

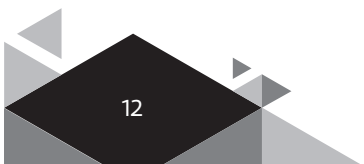
Hyderabad Airport was once again ranked as World Number One in ASQ survey by ACI for the calendar year 2017 in 5-15 million passenger category, marking the 9<sup>th</sup> consecutive year of Global top 3 ranking and second consecutive year of World #1 ranking in the size category.

In October 2017, GHIAL successfully raised USD-350 million bond from overseas investors at a very attractive pricing. With this, GMR Group has adopted alternate source of funding at both the operating airports in a view to rationalize borrowing costs.

On March 23, 2018, Hyderabad Airport successfully completed a decade of operations and on the same day, the foundation stone was laid for expanding the Airport's capacity from 12 MPPA to 34MPPA in a phased manner to cater to the rapid growth of passengers travelling via Hyderabad Airport. The expansion works are presently underway and are progressing on schedule.

**Awards and Accolades received in FY 2017-18:**

- CAPA Chairman's Order of Merit for Environment Sustainability.
- Golden Peacock Business Excellence Award 2017.
- 'Excellent Energy Efficient Unit' by CII.
- CII '5S Excellence Award' for 2017.
- HMTV Business Excellence Award.
- India Travel Award - South 2017 for Destination Marketing efforts.
- CSR Excellence Award 2017 jointly by Indywood and Government of Telangana for responsible and sustainable CSR practices.
- Smart Air Cargo Port by Maritime Gateway.
- 'Cold Chain Team of the Year' at Cold Chain Strategy Summit & Industry Awards 2017.



- Recognized among 'Top 26 Innovative Companies' in CII Industrial Innovation Awards 2017.
- 'Active Customer Engagement Award' in the inaugural edition of CII Customer Obsession Awards 2017.
- Great Indian Workplace Award for Customer Obsession.
- First Prize for its garden maintenance in 3<sup>rd</sup> Garden Festival of Govt. of Telangana.
- ACI - Asia Pacific Green Airports Recognition under 'Gold' category.
- Retained ACI Airport Carbon Accreditation Level 3+ (Carbon Neutral) status in the year 2017-18.

#### **GMR Megawide Cebu Airport Corporation (GMCAC)**

GMCAC, a JV between GMR group (40%) and Megawide Corporation (60%), entered into a concession agreement with Mactan Cebu International Airport Authority for development and operation of Mactan Cebu International Airport (Cebu airport) for a period of 25 years. GMCAC took operational responsibility of the airport in November 2014 and has now been successfully operating the airport for nearly 42 months.

#### **Highlights of FY 2017-18:**

GMCAC has laid great emphasis on boosting traffic at Cebu airport, both domestic and international.

In a bid to boost international tourism, GMCAC has been working with the tourism body of Cebu and Philippines, as well as with travel agents to boost tourist traffic from China, Japan, Australia, United States and the Middle East. As a result, GMCAC has seen international traffic grow by 24% while the domestic traffic has also grown at 8%. In terms of international connectivity, GMCAC has added some key routes viz., Cebu - Dubai, Cebu - Los Angeles, Cebu- Taipei, Cebu- Xiamen, Cebu- Guangzhou, Cebu - Hangzhou, Cebu - Chengdu, Cebu- Muan and Cebu-Shenzhen.

GMCAC is also steadily working towards successful operations of the new terminal. To mitigate the delay in handover of land which was under occupation of the Philippines Air Force, GMCAC had started work on the land parcels made available to it in June 2015. The structural works for the new terminal building were completed and specialized systems like Baggage handling system, Passenger Boarding bridges, Elevators and escalators had already been installed and Operation trials were completed. GMCAC was able to comply with the timelines specified in the concession agreement despite many challenges and commissioned the new terminal T2 on July 1, 2018.

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

GGIAL has been granted exclusive right, license and authority to develop, operate and maintain the Mopa airport at Goa for 40 years with extension option for another 20 years. GGIAL has secured Rs.1,330 Crore loan through consortium of banks for development of First Phase of the airport at Mopa. September 4, 2017 has been set as the Appointed Date as per the Concession norms. Government of Goa (GoG) has already provided vacant access and Right of Way (RoW) to GGIAL for more than 99% of the land identified for the project. Megawide Construction Corporation (MCC) of Philippines has been selected as the EPC contractor for the project. The construction and development has commenced and the first phase of airport is expected to be operational by September 2020.

#### **GMR Aviation Private Limited (GAPL)**

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

#### **Energy Sector**

The Energy Sector companies are operating around 4,425 MWs of Coal, Gas, Liquid fuel and Renewable power plants in India and around 2,205 MWs of power projects are under various stages of construction and development, besides a pipeline of other projects. The Energy Sector has a diversified portfolio of thermal and hydro projects with a mix of merchant and long term Power Purchase Agreements (PPA).

Following are the major highlights of the Energy Sector:

#### **A. Operational Assets:**

##### **I. Generation:**

#### **1. GMR Warora Energy Limited (GWEL) - 600 MW:**

- The Plant consists of 2 x 300 MW coal fired units with all associated auxiliaries and Balance of Plant Systems. GWEL has a Coal supply Agreement with South Eastern Coalfields Limited (SECL) for a total Annual Contracted Quantity (ACQ) of 2.6 Million Tonnes per annum.
- During the year, the Plant has achieved availability of 72% and Gross Plant Load Factor (PLF) of 71%.
- Plant achieved lower plant availability and PLF due to severe coal supply shortage across the industry.
- We expect the coal supply levels will increase during the year and more coal will be taken through alternative modes like e-auction of coal.
- Regulatory orders for Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) Power Purchase Agreement (PPA) for "change in law" was received during the year. GWEL has started billing for Change in Law to TANGEDCO.
- Weir for water availability by Maharashtra Industrial Development Corporation (MIDC) was commissioned during the year.
- Plant was awarded with many prestigious awards during the year, some of them are as below:
  - "National Energy Conservation Award 2017" by Bureau of Energy Efficiency, Govt. of India & Ministry of Power.
  - "IMC Ramakrishna Bajaj National Quality Award 2017 " in service category.

- “Shrestha Suraksha Puraskar Award 2017” for effective implementation of Occupational Safety and Health management system by Hon’ble Minister of Labour and Employment, Govt. of India.
- “National Award for Excellence in Water management” by Confederation of Indian Industry.

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

- GKEL, subsidiary of GMR Energy Limited, has developed 1,050 MW (3x 350) coal fired power plant at Kamalanga Village, Odisha.
- The plant is supplying power to Haryana through PTC India Limited, to Odisha through GRIDCO Limited and to Bihar through Bihar State Power Holding Company Limited.
- 85% of the capacity is tied-up in long term PPAs.
- GKEL has Fuel Supply Agreement (FSA) for 2.14 MTPA firm linkage from Mahanadi Coalfields Limited (MCL). GKEL secured another 1.5 MTPA long-term FSA under SHAKTI linkage auction during the year.
- CERC issued favorable order in bill dispute petition filed against Haryana and directed to release overdue claims to GKEL. This will help in easing of cash flows.
- During this period, GKEL achieved availability of 75% and PLF of 61%. Lower Availability & PLF was due to discontinuation of tapering linkage of 550 MW in FY 2017, however, now based on the new SHAKTI linkage of 1.5 MTPA availability and PLF will improve significantly.

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

- GCEL is a 1,370 MW (2 x 685 MW) pulverized coal- fired super critical technology based plant in Raipur district in the State of Chhattisgarh.
- During the year GCEL supplied 500 MW to Gujarat discom (GUVNL) under short-term case 4 bid PPA. We expect the same to be extended during FY 2019 also.
- Lenders have invoked Strategic Debt Restructuring (SDR) for GCEL. As per the SDR scheme, out of the total outstanding debt (including accrued interest) of ₹ 8,800 Crore, debt to the extent of ₹ 2,992 Crore has been converted into equity by which the consortium lenders have 52.4% shareholding and balance 47.6% is held by GMR Group.
- A process for divestment of controlling stake in GCEL initiated by the lenders under the RBI Circular dated February 12, 2018 is currently underway.

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

- GVPGL, a wholly owned subsidiary of GEL, operates a 370 MW natural gas-fired combined cycle power plant at Rajahmundry, Andhra Pradesh.
- GVPGL which operated at a PLF of 9% in FY 2017 under E-RLNG scheme, did not operate in the last financial year due to scarcity of gas, lack of government initiatives and no demand from DISCOMs.
- Due to unfavorable decision in RLNG matter, other avenues for gas

supply in this scenario are being explored continuously.

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

- GREL is a 768 MW (2 x 384 MW) combined cycle gas based power project at Rajahmundry, Andhra Pradesh.
- Lenders have invoked SDR. As a consequence, outstanding debt of ₹ 1,413.99 Crore (₹ 1,308.57 Crore of principal and ₹ 105.42 Crore of interest accrued thereon) was converted into equity amounting to 55% shareholding in GREL. The balance is being held by the GMR Group.
- GREL has submitted a resolution plan to the lenders for the outstanding debt of ₹ 2,352.00 Crore which is under active consideration by the lenders.

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

- GEL owns the 220 MW combined cycle barge mounted power plant at Kakinada, Andhra Pradesh. There was no generation of power by the barge mounted power plant during the year ended March 31, 2018 on account of non- availability of gas.
- Plant is kept under preservation since March 2013. Preservation methods were adopted based on Original Equipment Manufacturers’ (OEM) procedures.

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

- GPCL, a subsidiary of GEL, owns the 200 MW diesel powered power plant and was selling power to TAGENDCO.
- Plant had long term PPA with TANGEDCO for 15 years, which was extended for additional period of one year. PPA has since expired. The plant was in preservation mode.
- The group has decided to dismantle the plant, which is presently in progress.

**8. GMR Gujarat Solar Power Limited (GG SPL), Charanka Village, Gujarat:**

GG SPL, a wholly owned subsidiary of GEL, operates 25 MW Solar power project at Charanka village, Patan district, Gujarat. GG SPL has entered into 25 year PPA with Gujarat Urja Vikas Nigam Limited for supply of entire power generation. GG SPL has achieved commercial operation on March 4, 2012 and received certificate of commissioning from M/s. Gujarat Energy Development Agency (“GEDA”). M/s. Solarig Gensol has been awarded O&M contract for the Plant for subsequent period of 5 years. Plant has achieved a Gross DC PLF of 18% for FY 2017-18 and recorded revenue of ₹ 38 Crore for the FY 2017-18. Plant has maintained ISO 9001, 14001, 18001 certifications since June 2015.

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

GRSPPL, a wholly owned subsidiary of GEL, commissioned a 1 MW Solar power project in Rajam, Andhra Pradesh in January 2016. The Company has signed a 25 year PPA with both GMR Institute of

Technology (700KW) and GMR Varalakshmi Care Hospital (300KW) for the sale of power generated. M/s Enerpac has been awarded O&M contract for the Plant for a period of 5 years. Plant has achieved PLF of 14% for FY 2017-18 and recorded revenue of ₹ 0.85 Crore for the FY 2017-18.

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

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

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

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

**B. Projects:**

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

- GBHHPL, a subsidiary of GEL, is implementing 180 MW hydro power plant on the river Ravi at Chamba District, Himachal Pradesh.
- GBHHPL has already achieved financial closure and tied-up the debt requirement of ₹ 1,380 Crore.
- GBHHPL had also executed the Connectivity Agreement with HP Power Transmission Corporation Limited and Long Term Access Agreement with Power Grid Corporation of India Limited (PGCIL) for evacuating power outside Himachal Pradesh.
- The construction works of the project including HRT excavation, Dam Concreting and Power House Concreting along with E&M works are in full swing. Majority of the underground works like Surge/Pressure Shaft, Tunneling etc. have been completed or are in advanced stage of completion. Overall progress of 70% has been achieved till end of FY 2017-18.

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

- GUKPL, a subsidiary of GEL, is developing 900 MW Upper Karnali Hydroelectric Project (HEP) located on river Karnali in Dailekh, Surkhet and Achham Districts of Nepal.
- Post execution of Project Development Agreement (PDA), several key activities have been completed. Technical design of the Project has been finalized post detailed technical appraisal by a seven member Panel of Experts (empaneled with IFC) and Hydraulic model studies.
- MoU for sale of power to Bangladesh executed in April 2017, in

the presence of Hon'ble PM of Bangladesh and Cabinet Minister of Government of India (GoI). PPA negotiations with Bangladesh is in advanced stage.

- EPC Bids have been received and first round technical discussions have been completed.
  - Total land identified for the Project comprises of forest land and private land. As for private land, negotiation has been completed and MoU has been executed with Rehabilitation Action Plan (RAP) committees for acquisition and approx. 6 Ha of private land has been acquired till March 2018. Whereas for forest land, Deed of Agreement for forest land was executed with Department of Forest (DoF), Government of Nepal (GoN) in October 2017 post cabinet approval and tree cutting process initiated. Already acquired 12.45 Ha of forest land for infra works and tree cutting work completed.
  - Power Evacuation is proposed through 400KV D/C transmission line from Bus bar of project to Bareilly Pooling point of PGCIL in Uttar Pradesh, India. Nepal portion transmission line (from project's Bus bar up to Indo-Nepal border) to be developed by Karnali Transmission Company Pvt. Ltd. (KTCPL), a GMR Group Company and Indian portion up to Bareilly will be developed by GoI. Post execution of the Power Trade Agreement (PTA) between GoI and GoN and the SAARC energy pact between SAARC nations, cross border policy has been notified by GoI on December 5, 2016 and cross border regulations are under formulation by CERC.
- 3. GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL) - Badrinath - 300 MW:**
- GBHPL, a subsidiary of GEL, is in the process of developing a 300 MW hydroelectric power plant on Alaknanda river in the Chamoli District of Uttarakhand State. The project has received all major statutory clearances like Environmental and Techno economic concurrence from Central Electricity Authority (CEA).
  - Implementation Agreement has been executed with the Government of Uttarakhand. However, the project construction is under hold on account of stay order dated May 7, 2014 by the Hon'ble Supreme Court on 24 Hydro Electric Projects (HEPs) in Uttarakhand which includes our 300 MW Alaknanda HEP.
- 4. Himtal Hydropower Company Private Limited (HHCL) - 600 MW:**
- HHCL, a subsidiary of GEL, is developing a 600 MW Upper Marsyangdi-2 Hydroelectric Power Project on the river Marsyangdi in Lamjung and Manang Districts of Nepal.
  - Binding term sheet has been executed for 100% stake sale with Chinese and Nepalese investors on an Enterprise Value basis for which Share Purchase Agreement (SPA) has been signed on May 5, 2018.
  - The whole transaction is expected to be closed by September 2018.

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

GLHPPL, a subsidiary of GGAL, is developing a 225 MW project in

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

**C. Mining Assets:**

**1. PT Barasentosa Lestari, (PTBSL):**

Group holds 100% stake in PTBSL which has coal mine in South Sumatra Province with more than 393 MT Coal Resources in ~23,300 Hectares and total mineable reserves of about 195 Million Metric Ton (MMT). Trial coal production and sales have commenced in FY 2015, however the operations were suspended because of the limitations of transportation of coal by barging and distressed market conditions. A conditional share purchase agreement (CSPA) was signed with PT GEMS on May 12, 2017 for sale of PTBSL. The transaction is subject to the regulatory approvals by both the parties. The parties have obtained all the major approvals and the transaction is expected to be closed by August 2018.

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

Group through its overseas subsidiary, GMR Coal Resources Pte. Limited, holds 30% stake in PT GEMS, a group company of Sinarmas Group, Indonesia. PT GEMS, a limited liability company, is listed on the Indonesia Stock Exchange. PT GEMS is carrying out mining operations in Indonesia through its subsidiaries which own coal mining concessions in South Kalimantan, Central Kalimantan and Sumatra. PT GEMS is also involved in coal trading through its subsidiaries. Coal mines owned by PT GEMS and its subsidiaries have total resources of more than 2.0 billion tons and Joint Ore Reserves Committee (JORC) certified reserves of more than 620 MT of thermal coal. GMR Group has a Coal off take Agreement with PT GEMS which entitles GMR to off take coal for 25 years. GEMS earned a record profit after tax of USD 120 million, during 2017. Out of 2017 profits, GEMS has declared the interim dividend of USD75 million in 2017 and the final dividend of USD40 million in 2018 of which GMR share is USD 34.5 million. The Coal Supply Agreement (CSA) with GEMS became operational from November 2017, pursuant to the SGX approval in August 2017.

**Transportation**

**Highways**

GMR Highways Limited, a subsidiary of your Company, is one of the leading highways developers in India with 7 operating highways including minority stake (36.01%) in GMR OSE Hungud Hospet Highways Private Limited (GOHHPL). The Group is looking at ways to consolidate its presence in the sector progressively. After divestment of 14.99% stake in GOHHPL,

remaining stake sale of 36.01% is underway and shall be completed post approvals from NHAI and lenders. During FY 2018, the focus was on cash flow improvement and resolving the pending arbitration claims and filing the new ones to contest undue policy factors which have impacted the projects adversely. Sufficient progress was made in this regard.

**Urban Infrastructure**

The Group is developing a 2,100 acre multi product Special Investment Region (SIR) at Krishnagiri, near Hosur in Tamil Nadu and 10,000 acre Port-based multi-product SIR at Kakinada, Andhra Pradesh.

**Krishnagiri SIR**

GMR Group, with an objective of building world class industrial infrastructure in India, is setting up an SIR at Hosur, Tamil Nadu, just 45 kms from Electronic City, Bengaluru. The location provides unique advantage of multi-modal connectivity with National and State Highways and a railway line running alongside. Krishnagiri SIR is planned to be developed as an integrated city spread across 2,100 acres in the influence area of proposed Chennai-Bangalore Industrial Corridor. Krishnagiri SIR is being planned to house the following manufacturing clusters:

- Automotive & Ancillary
- Defence and Aerospace
- Precision Engineering
- Machine tools
- Electronics Product Manufacturing

Designed to encompass a complete ecosystem, Phase 1A of Krishnagiri SIR spread over 275 acres will contain all that are essential for a large industrial city center. Krishnagiri SIR has following key offerings to its clientele:

- Shovel ready developed plot with road, drainage, water supply, Water Treatment Plants (WTP), Sewage Treatment Plants (STP) and other similar facilities;
- Water - Potable water;
- Power -33 kV level dedicated sub-station with a Solar power plant.

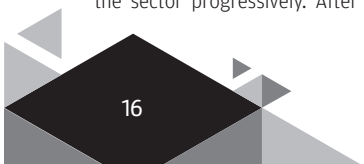
The entire infrastructure is being developed and maintained by GMR Group underscoring its commitment to quality, service and timelines. The “integrated” design would endeavor to provide first world standard residential, social and commercial amenities making this zone, truly “self-contained”.

**Project Progress:**

The company made good progress in securing the clearances and is aggressively marketing the SIR for client tie-ups. During the year, the group, in a JV with TIDCO, has approached Government to consider GMR Krishnagiri SIR as a defence corridor at Hosur under the nodes recognized by the Government.

**Kakinada SEZ/ SIR**

GMR Group owns 51% in Kakinada SEZ Limited (KSEZ), which is developing Kakinada SEZ / SIR in the State of Andhra Pradesh in proximity to the cities of Kakinada and Visakhapatnam. With an area spanning over 10,000 acres,





Kakinada SEZ / SIR will be a self-contained Port-based Industrial park with ideally designed core infrastructure, industrial common infrastructure, business facilitation infrastructure and social infrastructure across varied dedicated areas such as housing, lifestyle and high-end expat friendly zones. Kakinada SEZ / SIR is designed for balancing the sensitivity to culture and heritage of the region with the economic development of the region.

#### Project Progress:

- Six companies (Grasim, Standard, OWS, Pals Plush, Nekkanti & Petropath) have evinced interest in establishing their manufacturing units in Kakinada and have signed MoUs with Govt. of Andhra Pradesh stating that they have chosen KSEZ's project area for the same. Cumulatively 195 acres of land is envisaged to be used with an investment of over ₹ 3,000 Crore, generating employment opportunities for ~6,000 people.
- Nekkanti Sea Foods Limited has signed a lease deed and started construction of its sea food processing factory in an area of 5 acres.
- M/s Devi Fisheries signed an agreement for establishing its sea food processing unit in an area of 6 acres.
- Kakinada SEZ Limited has been declared as a selected bidder for development of commercial port from the earlier permit to develop a captive port. Received Environmental Clearance Approval from MoEF for Port development. The port will have capacity of 16 MTPA containing 4 berths - 1 coal, 2 general cargo and 1 port craft berth.
- Kakinada SEZ project area has been declared as Industrial Area Local Authority, which will enable focused and seamless approvals for infrastructure & building permits.
- The Eastern Power Distribution Company of Andhra Pradesh Limited (APEPDCL) has constructed a 33/11 KV in-zone sub-station and the same is operational.
- A site administrative office building has been constructed and the project personnel are operating out of it.
- Developed the necessary infrastructure at site like road network, power lines etc.,

#### EPC

Pursuant to the strategic decision taken to pursue EPC opportunities outside GMR Group and consequent to the Group's entry into Railway Projects during FY 2014, the Group has started construction of 2 Dedicated Freight Corridor Corporation (DFCC) projects (201 and 202) in the State of Uttar Pradesh and package 301 and 302 in the states of Haryana, Uttar Pradesh and Punjab. The construction work is in full swing and significant progress has been achieved. Further, track laying work also commenced in 201 and 202. The Company also achieved substantial completion of two other smaller Rail Vikas Nigam Limited (RVNL) projects in the States of Andhra Pradesh and Uttar Pradesh that were awarded in FY 2014.

#### RAXA

Raxa Security Services Ltd., an ISO 9001: 2008 certified company, provides

Integrated Security solution, man guarding solutions and technical security to industrial and business establishments. Raxa was established in July 2005 keeping the above requirements in view, with a mission to provide world class safety and security to Industrial and Business establishments. To enable delivery of quality services, a state-of-art security training academy was established with best in class training and administrative infrastructure on the outskirts of Bangalore. Raxa employs over 5,000 personnel and has operations across 18 states. Raxa bagged some prestigious contracts such as with British School and Tirumala Tirupathi Devasthanam (TTD), Alipiri in FY 2018. It also provided security services to important events held at Pragati Maidan and at Hyderabad.

#### Consolidated Financial Statement

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

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

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

As on March 31, 2018, the Company has 118 subsidiary companies apart from 33 joint ventures and associate companies. During the year under review, the entities listed below have become or ceased to be Company's subsidiaries or associate companies/ JVs. The Policy for determining material subsidiaries may be accessed on the Company's website at the link: <http://investor.gmrgroup.in/investors/GIL-Policies.html>. The complete list of subsidiary companies and associate companies (including joint ventures) as on March 31, 2018 is provided in "Annexure - F" to this Report.

GMR Infrastructure Airports (Mauritius) Limited (GIAML) became subsidiary of the Company during the year under review. However, GIAML was amalgamated into GMR Infrastructure (Mauritius) Limited in the month of March 2018. GMR Hosur EMC Limited was amalgamated into GMR Krishnagiri SIR Limited in the month of July 2017.

The status of Asia Pacific Flight Training Academy Limited was changed to subsidiary from associate whereas the status of GMR Mining and Energy Private Limited was changed to associate from subsidiary during the FY 2017-18 .

During the year under review, East Delhi Waste Processing Company Limited ceased to be associate. Further, during FY 2017-18, PT Kuansing Intis Sejahtera and PT Bungo Bara Makmur became associates of the Company and Shanghai Jingguang Energy Co. Ltd ceased to be associate.

Report on the highlights of performance of subsidiaries, associates and joint ventures and their contribution to the overall performance of the Company has been provided in Form AOC-1 as "Annexure A" to this Report.

#### Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following

statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Note no. 2 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the loss of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and are operating effectively;
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## Corporate Governance

The Company continues to follow the Business Excellence framework, based on the Malcolm Baldrige Model, for continuous improvement in all spheres of its activities. Your Company works towards continuous improvement in governance practices and processes, in compliance with the statutory requirements.

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

## Business Responsibility Report

As stipulated under Regulation 34(2)(f) of SEBI LODR, the Business Responsibility Report describing the initiatives taken by the Company from environmental, social and governance perspective is attached as part of the Annual Report.

## Contracts and arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the FY 2018 with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Since all the related party

transactions were in ordinary course of business and at arm's length basis, Form AOC-2 is not applicable.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://investor.gmrgroup.in/investors/GIL-Policies.html>. Your Directors draw attention of the members to Note no. 33 to the standalone financial statement which sets out related party disclosures.

## Corporate Social Responsibility (CSR)

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

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

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

The Company, as per the approved policy, may undertake other need based initiatives in compliance with Schedule VII to the Companies Act, 2013. During the year, the Company was not required to spend any amount on CSR as it did not have any profits. Accordingly, it has not spent any amount on CSR activities, directly. However, the Company, through its subsidiaries/ associate companies and group companies, spent an amount of ₹ 31.24 Crore during the year. The details of such activities carried out with the support of GMR Varalakshmi Foundation (GMRVF), Corporate Social Responsibility arm of the GMR Group, have been highlighted in Business Responsibility Report. The Annual Report on CSR activities is annexed as "Annexure B" to this Report.

## Risk Management

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

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

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

Significant developments during the year under review are as follows:

- Risk assessment was carried out in detail at bid stage for Bhogapuram International Airport (Andhra Pradesh), Belgrade International Airport (Serbia), Clark International Airport (Philippines), Bijwasan Railway Station Development (New Delhi), Hybrid-Annuity Highway

projects (NHAI). The ERM made a comprehensive risk assessment on key business assumptions for the bid for enabling informed decision-making;

- ERM also carried out risk analysis for select business operations. The risk management function is also being established at the sectors with expert advice from outsourced partners.
- For the ongoing railway projects under DFCC and the new projects, ERM leads the project risk assessment in coordination with the project teams. The deployment of Project Risk Management (PRM) framework has enabled effective control over project costs.

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

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

With rapidly changing business environment, the Group feels the need for a measurable approach to decide the amount of risks it can take in achieving its business objectives. A draft Risk Appetite Framework for the Group is under development and review with an objective to establish thresholds for quantum of risks that the Group can accept. The Physical Risk Benchmarking framework developed earlier, is under implementation at Airport and Energy assets.

Updates on ERM activities are shared on a regular basis with Management Assurance Group (MAG), the Internal Audit function of the Group.

The Company has in place the Risk Management Policy duly approved by the Board of Directors.

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

### Internal Financial Controls

Internal financial control systems of the Company have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards.

The Company has a well-defined and documented delegation of powers (DOP) manual with specified limits for approval of expenditure, both capital and revenue. The Company has a state-of-the-art Shared Services Centre (SSC) which centrally handles payments made by the Company. While compliance with the policies are well integrated with the underlying processes, SSC acts as a second line of defence to ensure adherence to certain laid down policies.

The Company uses an established ERP system to record day to day transactions for accounting and financial reporting. The ERP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of accounts.

The Company periodically conducts physical verification of inventory, fixed assets and cash on hand and matches them with the books of account. Explanations are sought for any variances noticed from the respective functional heads.

The Company has a robust financial closure self-certification mechanism wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates. There are adequate policies, authorization matrices governing financial transactions and approvals.

The Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with Statutory Auditors.

The Company in preparing financial statements makes judgements and estimates based on sound policies and uses external agencies to verify/validate them as and when appropriate. The basis of such judgements and estimates are also audited by Statutory Auditors and reviewed by the Audit Committee.

For each major element in the financial statement, the inherent reporting risks have been identified by the Company. Controls have been put to mitigate these risks. The risks and mitigation controls are revisited periodically. Corporate Integration Group (CIG) function of the Group is actively involved in designing large process changes as well as validating changes to IT systems that have a bearing on the books of account.

During 2017-18, the limited review of Company's quarterly standalone financial statements and the year-end audit of consolidated financial statements were undertaken by its Statutory Auditors. The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of the Company as well. The accounts of the subsidiary and joint venture companies were audited by their respective Statutory Auditors for consolidation.

### Directors and Key Managerial Personnel

During the year under review, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on November 14, 2017, appointed Mr. Vikas Deep Gupta as an Additional Director with effect from November 14, 2017 to hold office upto the date of ensuing Annual General Meeting of the Company. Accordingly, the resolution for regularization of appointment of Mr. Vikas Deep Gupta is recommended by the Board to the shareholders and forms part of notice of ensuing AGM.

During the year under review, Mr. T. Venkat Ramana was appointed as Company Secretary of the Company with effect from November 15, 2017 in place of Mr. Adi Seshavataram Cherukupalli.

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

Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018, a listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement shall indicate the justification for appointing such person. Accordingly, the special resolution(s) for obtaining members' approval for continuation of Mr. R.S.S.L.N. Bhaskarudu, Mr. N.C. Sarabeswaran and Mr. S. Rajagopal as independent directors beyond the age of 75 years form part of notice of ensuing AGM.

The brief resume and details of directors to be re-appointed/ regularized are furnished in the Notice to the ensuing Annual General Meeting.

Mr. S Sandilya, Independent Director of the Company was named (during September 2017) in the Ministry of Corporate Affairs (MCA) list of disqualified directors for being a director in a Section 8 Company, Association of Indian Automobile Manufactures (AIAM) and for AIAM not having filed annual returns continuously for three years.

The petitioners had filed a petition in the Hon'ble High Court of Delhi challenging the MCA order which was heard on December 19, 2017. The petitioners chose to withdraw the petition based on the Condonation of Delay Scheme, 2018 ("CODS 2018" or "the Scheme") offered by the Ministry of Corporate Affairs in the interest of speedy resolution of the matter without any consequence and the Hon'ble High Court ordered stay on the disqualification.

Since AIAM had already filed all its overdue documents and had in terms of the Scheme, applied for condonation of delay by filing e-form CODS with MCA, the DIN of Mr. Sandilya had been activated and his disqualification stands withdrawn permanently. Mr. S Sandilya had also resigned from AIAM Board w.e.f. March 16, 2018.

Further, the Registrar of Companies, Delhi & Haryana has confirmed that the disqualification of Mr. S Sandilya has been removed and his name would be removed from the list of disqualified Directors, as and when the same is updated by the MCA.

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

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

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management is annexed as "Annexure C" to the Board's Report.

## Declaration of independence

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI LODR.

## Auditors and Auditors' Report

### Statutory Auditors

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 21<sup>st</sup> AGM upto the conclusion of 23<sup>rd</sup> AGM of the Company subject to ratification of the appointment by the members at 22<sup>nd</sup> AGM.

At the 21<sup>st</sup> Annual General Meeting (AGM) of the Company held on September 29, 2017, the members approved appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W) as Statutory Auditors of the Company to hold office for a period from the conclusion of the 21<sup>st</sup> AGM of the Company till the conclusion of 23<sup>rd</sup> AGM, subject to ratification of their appointment by members at the 22<sup>nd</sup> Annual General Meeting. The Ministry of Corporate Affairs, vide its notification dated May 7, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 22<sup>nd</sup> Annual General Meeting of the Company.

### Statutory Auditors' Qualification / Comment on the Company's standalone financial statement

- 1) GMR Generation Assets Limited ("GGAL") along with its subsidiaries/ joint ventures and associates have been incurring losses. Based on the valuation assessment carried out by an independent expert during the year ended March 31, 2018, there is a diminution in the value of the Company's investment in GGAL as at March 31, 2018 of ₹ 2,830 crore. The Company has not accounted for the aforesaid diminution in the value of investment in the accompanying standalone Ind AS financial results for the quarter and year ended March 31, 2018. In the opinion of the Statutory Auditor, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management provided for the aforesaid diminution, the loss after tax for the quarter and year ended March 31, 2018 would have been higher by ₹ 2,830 crore with a consequent impact on the reserves as at March 31, 2018.

### Management's response to the Statutory Auditors' Qualification / Comment on the Company's standalone financial statement

Considering that GCEL and GREL were under Strategic Debt Restructuring with consortium of banks acquiring majority stake, the management of the Group is not in a position to precisely assess the impact of the uncertainties on the carrying costs of various projects, though valuation assessment was done which placed the diminution at ₹ 2,830 Crore. Management is of the view, considering that the

lenders of some of these projects are actively pursuing resolution plans to make these projects viable in the near future, the assessed diminution may significantly come down on successful implementation of resolution plans. Further in case of some of the projects, the diminution may not be permanent and significant improvements in the viability of these projects are likely in the near future. Taking in account the above factors, management is of the view that the assessed diminution need not be provided for in the standalone Ind AS financial statements for the year ended March 31, 2018.

**Statutory Auditors' Qualification / Comment on the Company's standalone financial statement**

- 2) GMR Energy Limited ('GEL') and GMR Vemagiri Power Generation Limited ('GVPG'), joint ventures of the Company have ceased operations and have been incurring losses with a consequent erosion of net worth resulting from the unavailability of adequate supply of natural gas. GMR Rajahmundry Energy Limited ('GREL'), a joint venture of the Company have rescheduled the repayment of project loans with the consequent implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and to undertake flexible structuring of balance debt for improving viability and revival of the project pending linkage of natural gas supply. Continued uncertainty exists as to the availability of adequate supply of natural gas which is necessary to conduct operations in these entities at varying levels of capacity in the future and the appropriateness of the going concern assumption of these entities is dependent on the ability of the aforesaid entities to establish consistent profitable operations as well as raising adequate finance to meet short term and long term obligations and accordingly the statutory auditors are unable to comment on the carrying value of the Company's investment (including advances) in these entities as at March 31, 2018.

**Management's response to the Statutory Auditors' Qualification / Comment on the Company's standalone financial statement**

The Management along with various stakeholders, including Central and State Governments have formulated schemes for efficient utilisation of these facilities, though these efforts have not brought in permanent resolutions to the operations. The management and the Association of Power Producers continue to monitor the macro situation and are evaluating various approaches / alternatives to deal with the situation and the management of the Group is confident that Government of India ('GoI') would take further necessary steps / initiatives in this regard to improve the situation regarding availability of natural gas from alternate sources in the foreseeable future. Currently the lenders for GREL are actively pursuing the resolution plan as per the directives of RBI and management is confident that suitable plans would be implemented in the near future which would improve the profitability and consequently the carrying cost of these companies. Taking into account the uncertainties associated with the efforts of various stakeholders, management is not in a position to assess the impact of these measures on the carrying values.

**Statutory Auditors' Qualification / Comment on the Company's standalone financial statement**

- 3) The Company's internal financial control with regard to assessment of carrying value of investments in certain subsidiaries/ joint ventures as more fully explained in notes 5(4) and 5(7) to the standalone Ind AS financial statements were not operating effectively and could potentially result in the Company not providing for adjustments that may be required to be made to the carrying value of such investments.

**Management's response to the Statutory Auditors' Qualification / Comment on the Company's standalone financial statement**

Qualification in the report on internal financial controls over financial reporting regarding assessment of carrying value of investments in GGAL & GEL - The Group has a robust system in place to assess the appropriateness of the carrying value of its investments, including testing for impairments. Management's view on the instant cases are explained in the paras 1 and 2 above.

**Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

- 1) GMR Chhattisgarh Energy Limited ('GCEL') and certain other entities, have been incurring losses. Based on the valuation assessment carried out by an independent expert during the year ended March 31, 2018, there exists an impairment as at March 31, 2018 of ₹ 2,250 crore. The Group has not accounted for the aforesaid impairment loss in the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2018. In the opinion of statutory auditor, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management provided for the aforesaid impairment loss, the loss after tax and minority interest for the quarter and year ended March 31, 2018 would have been higher by ₹ 2,250 crore with a consequent impact on the consolidated reserves as at March 31, 2018.

**Management's response to the Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

Considering that GCEL and GREL were under Strategic Debt Restructuring with consortium of banks acquiring majority stake, the management of the Group is not in a position to precisely assess the impact of the uncertainties on the carrying costs of various projects, though valuation assessment was done which placed the diminution at ₹ 2,250 crore. The management of the Group, including the lenders who also collectively are the majority shareholders, have initiated a process for 'change of control' of GMR Chhattisgarh Energy Limited ('GCEL'), which entails sale of up to 100% equity stake of GCEL. The process is in an advanced stage and is expected that the process of change in control would be completed by August 2018. Management is of the view, considering that the lenders of some of these projects are actively pursuing resolution plans to make these projects viable in the near future, the assessed diminution, which is based on some critical assumptions made by current management, may significantly come down on successful implementation of resolution plans.

Further in case of some of the projects, the diminution may not be permanent and significant improvements in the viability of these projects are likely in the near future with various policy initiatives of the government taking shape. Taking in account the above factors, management is of the view that the assessed diminution need not be provided for in the consolidated Ind AS financial statements for the year ended March 31, 2018.

**Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

- 2) GMR Energy Limited ('GEL') and GMR Vemagiri Power Generation Limited ('GVPGI'), joint ventures of the Group have ceased operations and have been incurring losses with a consequent erosion of net worth resulting from the unavailability of adequate supply of natural gas. GMR Rajahmundry Energy Limited ('GREL'), a joint venture of the Group have rescheduled the repayment of project loans with the consequent implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and to undertake flexible structuring of balance debt for improving viability and revival of the project pending linkage of natural gas supply. Continued uncertainty exists as to the availability of adequate supply of natural gas which is necessary to conduct operations in these entities at varying levels of capacity in the future and the appropriateness of the going concern assumption of these entities is dependent on the ability of the aforesaid entities to establish consistent profitable operations as well as raising adequate finance to meet short term and long term obligations and accordingly the Statutory Auditor are unable to comment on the carrying value of the Group's assets (including advances) in these gas based entities as at March 31, 2018.

**Management's response to the Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

The Management of the Group along with various stakeholders, including Central and State Governments have formulated schemes for efficient utilisation of these facilities, though these efforts have not brought in permanent resolutions to the operations. The management of the Group and the Association of Power Producers continue to monitor the macro situation and are evaluating various approaches / alternatives to deal with the situation and the management of the Group is confident that Government of India ('GoI') would take further necessary steps / initiatives in this regard to improve the situation regarding availability of natural gas from alternate sources in the foreseeable future. Currently the lenders for GREL are actively pursuing the resolution plan as per the directives of RBI and management is confident that suitable plans would be implemented in the near future which would improve the profitability and consequently the carrying cost of these companies. Taking into account the uncertainties associated with the efforts of various stakeholders, management is of the view that carrying values of these projects do not require any adjustment as of date.

**Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

- 3) The tax authorities of Maldives have disputed certain transactions not considered by the management of GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company, in the computation of business profit taxes and withholding tax during the period 1st April, 2013 to 31st May, 2017 and during the year ended December 31, 2017 and have issued notice of tax assessments on business profit taxes and withholding tax together with the applicable fines and penalties. The management of the Group is of the view that such disputes from the tax authorities are not tenable and have disclosed the tax exposures as a contingent liability in the accompanying consolidated Ind AS financial statements for the year ended March 31, 2018. In the absence of comprehensive analysis on the above tax exposures, the Statutory Auditor are unable to determine whether any adjustments might be necessary to the accompanying consolidated financial results for the quarter and year ended March 31, 2018. The auditors of GMIAL have qualified their audit report issued for the year ended March 31, 2018 with regard to the aforesaid matter.

**Management's response to the Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company entered into an agreement on June 28, 2010 with Maldives Airports Company Limited ('MACL') and Ministry of Finance and Treasury ('MoFT'), Republic of Maldives, for the Rehabilitation, Expansion, Modernization, Operation and Maintenance of Male International Airport ('MIA') for a period of 25 years ("the Concession Agreement"). On November 27, 2012, MACL and MoFT issued notices to GMIAL stating that the Concession Agreement was void ab initio and that neither MoFT nor MACL had authority under the laws of Maldives to enter into the agreement and MACL took over the possession and control of the MIA and GMIAL vacated the airport effective December 8, 2012. The matter was under arbitration. During the year ended March 31, 2017, the arbitration tribunal delivered its final award in favour of GMIAL, pursuant to which GMIAL received USD 27.10 Crore from MACL, in view of which GMIAL has recognised the difference between the claims received and the amount recorded as claims recoverable by GMIAL with regard to the aforesaid takeover. The arbitration award has clearly mentioned that the award is net of any tax applicable and GMIAL is entitled to receive the entire award amount.

During the current year, Maldives Inland Revenue Authority ('MIRA') has issued tax audit reports and notice of tax assessments on business profit tax computations and the withholding tax computations of GMIAL for the periods 1st April 2013 to 31st May 2017 and for the year ended March 31, 2017. However, management of the Group is of the view that the notice issued by MIRA is not tenable. Accordingly, no adjustments have been made to the accompanying consolidated financial results of the Group for the quarter and the year ended

March 31, 2018. The statutory auditor of the GMIAL have modified their Audit Report in this regard which has been continued by the auditor of the GMR Infrastructure Limited in their audit report on the consolidated financial statements.

**Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

- 4) The Holding Company's internal financial control with regard to assessment of carrying value of investments in certain joint ventures and associates as more fully explained in notes 9(b)(13)(ii), 9(b)(13)(iv) and 9(b)(13)(v) to the consolidated Ind AS financial statements were not operating effectively and could potentially result in the Group not providing for adjustments that may be required to be made to the carrying value of such investments.

**Management's response to the Statutory Auditors' Qualification / Comment on the Company's consolidated financial statement**

Qualification in the report on internal financial controls over financial reporting regarding assessment of carrying value of investments in certain joint ventures and associates - The Group has a robust system in place to assess the appropriateness of the carrying value of its investments, including testing for impairments. Management's view on the instant cases are explained in the paras 1 and 2 above.

**Cost Auditors**

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

Your Company is maintaining all the cost records referred above and M/s. Rao, Murthy & Associates, Cost Auditors, have issued a cost audit report for FY 2017-18 which does not contain any qualification, reservation or adverse remark.

The Board, on the recommendation of the Audit Committee, has appointed M/s. Rao, Murthy & Associates, Cost Accountants, as cost auditors for conducting the audit of cost records of the Company for the FY 2018-19.

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

**Secretarial Auditor**

The Board has appointed M/s. V. Sreedharan & Associates, Company Secretaries, a firm of Company Secretaries in Practice, to conduct Secretarial Audit for the FY 2017-18. The Secretarial Audit Report for the FY ended March 31, 2018 is annexed herewith as "Annexure D" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**Disclosures:**

**CSR Committee**

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

**Audit Committee**

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

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

**Vigil Mechanism**

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

**Meetings of the Board**

A calendar of Board and Committee Meetings is prepared and circulated in advance to the Directors. During the year, five (5) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between two consecutive board meetings was within the period prescribed under the Companies Act, 2013.

**Particulars of Loans, Guarantees and Investments**

Details of Loans/ Guarantees given and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

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

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

**Annual Return**

Pursuant to Section 134 of the Companies Act, 2013, as amended vide the Companies Act, 2017, the Extract of Annual Return/ Annual Return of the Company shall be placed at the website of the Company at the following link: <http://investor.gmrgroup.in/Investors/annual-report.html>.

**Particulars of Employees and related disclosures**

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

The information required under Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including amendments thereof), is provided in the Annexure forming part of this Report. In terms of the first proviso to Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the members excluding the aforesaid Annexure. Any member interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. None of the employees listed in the said Annexure, other than the Executive Chairman and Managing Director, is related to any Director of the Company.

### Dividend Distribution Policy

The Board has adopted Dividend Distribution Policy in terms of Regulation 43A of the SEBI LODR. The Dividend Distribution Policy is provided as "Annexure H" and is disclosed on the website of the Company at the link: <http://investor.gmrgroup.in/Investors/GIL-Policies.html>.

### Developments in Human Resources and Organization Development

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

### Changes in Share capital

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

### Environmental Protection and Sustainability

Since inception, sustainability has remained at the core of our business strategy. Besides economic performance, safe operations, environment conservation and social well-being have always been at the core of our philosophy of sustainable business. The details of initiatives/activities on environmental protection and sustainability are described in Business Responsibility Report forming part of Annual Report.

### Events subsequent to the date of financial statements

There are no material changes and commitments affecting financial position of the Company between March 31, 2018 and Board's Report dated August 14, 2018.

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

There is no change in the nature of business of the Company.

### Significant and Material Orders passed by the Regulators

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

### Deposits

During the year under review, the Company has not accepted any deposit from the public.

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

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

The following is a summary of sexual harassment complaints received and disposed of during the FY ended March 31, 2018:

Number of complaints received	:	NIL
Number of complaints disposed of	:	NIL

### Secretarial Standards

The Company confirms compliance with the requirements of Secretarial Standards 1 and 2.

### Acknowledgements

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

For and on behalf of the Board

	Sd/-
Place: New Delhi	G.M. Rao
Date: August 14, 2018	Chairman



**ANNEXURE 'A' TO THE BOARD'S REPORT**  
Form No. AOC - 1

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

**Part 'A': Subsidiaries**

(₹ in crore)

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Investments*	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after tax-provision for taxation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective % of shareholding	Turnover net of eliminations (Revenue from Operations)	% performance of the company to total revenue
1	GMR Krishnagiri SIR Limited #	April 01, 2017 - March 31, 2018	28.09.2007	INR	11750	0.87	587.14	468.78	-	0.00	(2.37)	0.03	(2.40)	-	-	-	(2.40)	-	100.00%	-	0.00%
2	GMR Aviation Private Limited	April 01, 2017 - March 31, 2018	28.05.2007	INR	244.08	(106.08)	197.35	59.34	1.31	51.08	(6.19)	-	(6.19)	0.11	-	0.11	(6.08)	-	100.00%	32.86	0.38%
3	GMR SEZ & Port Holdings Limited (formerly known as GMR-SEZ & Port Holdings Private Limited)	April 01, 2017 - March 31, 2018	31.03.2008	INR	4799	180.06	5157.8	287.74	93.65	0.04	(20.82)	-	(20.82)	-	-	(0.00)	(20.82)	-	100.00%	0.04	0.00%
4	Adivika Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	6.19	722	0.03	-	-	(0.06)	-	(0.06)	-	-	-	(0.06)	-	100.00%	-	0.00%
5	Aklima Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	3.25	428	0.04	-	-	(0.04)	(0.00)	(0.04)	-	-	-	(0.04)	-	100.00%	-	0.00%
6	Amartya Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	6.86	786	0.00	-	-	(0.21)	-	(0.21)	-	-	-	(0.21)	-	100.00%	-	0.00%
7	Baruni Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	5.21	641	0.20	-	-	(0.05)	-	(0.05)	-	-	-	(0.05)	-	100.00%	-	0.00%
8	Bougavillea Properties Private Limited #	April 01, 2017 - March 31, 2018	07.07.2009	INR	1.00	4.72	6.05	0.32	-	-	(0.04)	-	(0.04)	-	-	-	(0.04)	-	100.00%	-	0.00%
9	Camelia Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	4.83	6.11	0.28	-	-	(0.05)	-	(0.05)	-	-	-	(0.05)	-	100.00%	-	0.00%
10	Deepesh Properties Private Limited #	April 01, 2017 - March 31, 2018	11.06.2010	INR	1.00	11.63	14.21	1.59	-	-	(0.11)	-	(0.11)	-	-	-	(0.11)	-	100.00%	-	0.00%
11	Ella Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	7.54	8.87	0.33	-	-	(0.14)	-	(0.14)	-	-	-	(0.14)	-	100.00%	-	0.00%
12	Gerbera Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	5.70	6.91	0.21	-	-	(0.05)	-	(0.05)	-	-	-	(0.05)	-	100.00%	-	0.00%
13	Lakshmi Priya Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	6.16	7.23	0.07	-	-	(0.06)	-	(0.06)	-	-	-	(0.06)	-	100.00%	-	0.00%
14	Larkspur Properties Private Limited #	April 01, 2017 - March 31, 2018	01.02.2011	INR	1.00	5.43	6.44	0.02	-	-	(0.04)	-	(0.04)	-	-	-	(0.04)	-	100.00%	-	0.00%
15	Honeysuckle Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	8.68	9.82	0.14	-	-	(0.07)	-	(0.07)	-	-	-	(0.07)	-	100.00%	-	0.00%
16	Idlika Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	5.48	6.48	0.00	-	-	(0.11)	-	(0.11)	-	-	-	(0.11)	-	100.00%	-	0.00%
17	Krishnapriya Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	5.55	6.55	0.01	-	-	(0.06)	-	(0.06)	-	-	-	(0.06)	-	100.00%	-	0.00%
18	Nadira Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	4.05	5.18	0.13	-	-	(0.10)	-	(0.10)	-	-	-	(0.10)	-	100.00%	-	0.00%
19	Prakalpa Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	5.56	6.56	0.00	-	-	(0.02)	-	(0.02)	-	-	-	(0.02)	-	100.00%	-	0.00%
20	Purnachandra Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	6.53	7.54	0.01	-	-	(0.07)	-	(0.07)	-	-	-	(0.07)	-	100.00%	-	0.00%
21	Padmapriya Properties Private Limited	April 01, 2017 - March 31, 2018	11.06.2010	INR	1.00	(0.55)	19.57	19.12	0.13	0.84	0.09	0.13	(0.03)	-	-	-	(0.03)	-	100.00%	-	0.00%

(₹ in crore)

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Investments*	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after taxation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective % of shareholding	Turnover net of eliminations (Revenue from Operations)	% performance of the company to total revenue
22	Pranesh Properties Private Limited #	April 01, 2017 - March 31, 2018	27.06.2011	INR	1.00	6.35	7.36	0.00	-	-	(0.05)	-	(0.05)	-	-	-	(0.05)	-	100.00%	-	0.00%
23	Radhapriva Properties Private Limited #	April 01, 2017 - March 31, 2018	01.11.2011	INR	1.00	15.93	16.94	0.01	-	-	(0.14)	-	(0.14)	-	-	-	(0.14)	-	100.00%	-	0.00%
24	Shreeradita Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	6.88	7.94	0.06	-	-	(0.12)	-	(0.12)	-	-	-	(0.12)	-	100.00%	-	0.00%
25	Sreepa Properties Private Limited #	April 01, 2017 - March 31, 2018	31.03.2009	INR	1.00	5.36	6.41	0.05	-	-	(0.07)	-	(0.07)	-	-	-	(0.07)	-	100.00%	-	0.00%
26	Asteria Real Estates Private Limited #	April 01, 2017 - March 31, 2018	28.04.2012	INR	0.03	5.06	5.11	0.02	-	-	(0.08)	-	(0.08)	-	-	-	(0.08)	-	100.00%	-	0.00%
27	Lantana Properties Private Limited (formerly known as GMR Hosur Industrial City Private Limited) #	April 01, 2017 - March 31, 2018	28.08.2012	INR	0.01	9.57	9.62	0.04	-	-	(0.17)	-	(0.17)	-	-	-	(0.17)	-	100.00%	-	0.00%
28	Namitha Real Estates Private Limited #	April 01, 2017 - March 31, 2018	27.03.2014	INR	0.01	(1.37)	14.72	16.08	-	-	(0.12)	-	(0.12)	-	-	-	(0.12)	-	100.00%	-	0.00%
29	Honeyflower Estates Private Limited	April 01, 2017 - March 31, 2018	27.03.2014	INR	4.76	32.38	40.51	3.37	4.98	4.98	3.26	0.40	2.86	-	-	-	2.86	-	100.00%	-	0.00%
30	GMR Hosur EMC Limited #	April 01, 2017 - March 31, 2018	05.03.2014	INR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.00%	-	0.00%
31	East Godavari Power Distribution Company Private Limited #	April 01, 2017 - March 31, 2018	15.07.2014	INR	0.02	(0.01)	0.01	0.00	-	-	(0.00)	-	(0.00)	-	-	-	(0.00)	-	100.00%	-	0.00%
32	Suzonne Properties Private Limited #	April 01, 2017 - March 31, 2018	15.07.2014	INR	0.01	4.58	10.58	5.99	-	-	(0.79)	-	(0.79)	-	-	-	(0.79)	-	100.00%	-	0.00%
33	Lilliam Properties Private Limited #	April 01, 2017 - March 31, 2018	15.07.2014	INR	0.01	2.52	6.35	3.82	-	-	(0.51)	-	(0.51)	-	-	-	(0.51)	-	100.00%	-	0.00%
34	GMR Utilities Private Limited #	April 01, 2017 - March 31, 2018	08.12.2014	INR	0.02	(0.01)	0.01	0.00	-	-	(0.00)	-	(0.00)	-	-	-	(0.00)	-	100.00%	-	0.00%
35	GMR Corporate Affairs Private Limited	April 01, 2017 - March 31, 2018	22.12.2006	INR	5.00	(11.39)	84.27	90.66	33.82	0.24	(6.38)	0.09	(6.47)	-	-	-	(6.47)	-	100.00%	0.21	0.00%
36	GMR Hospitality and Retail Limited (formerly known as GMR Hotels and Resorts Limited)	April 01, 2017 - March 31, 2018	08.09.2008	INR	126.61	(138.65)	203.82	215.87	32.82	187.83	4.85	-	4.85	(0.01)	-	(0.01)	4.84	-	63.00%	184.94	2.12%
37	Kaknada SEZ Limited (formerly known as Kaknada SEZ Private Limited)	April 01, 2017 - March 31, 2018	15.01.2011	INR	93.99	(14.26)	2,250.23	2,170.50	-	2.12	(4.32)	-	(4.32)	(0.15)	-	(0.15)	(4.46)	-	51.00%	-	0.00%
38	Dhruvi Securities Private Limited	April 01, 2017 - March 31, 2018	23.02.2010	INR	168.06	170.34	741.44	403.04	-	66.92	(5.27)	(0.66)	(4.61)	-	-	-	(4.61)	-	100.00%	22.17	0.25%
39	GMR Business Process and Services Private Limited	April 01, 2017 - March 31, 2018	19.08.2011	INR	0.01	(8.99)	16.78	25.76	12.05	0.15	(2.04)	-	(2.04)	-	-	-	(2.04)	-	100.00%	0.15	0.00%
40	GMR Airport Developer's Limited	April 01, 2017 - March 31, 2018	22.01.2011	INR	10.20	42.10	133.87	81.57	18.05	100.57	13.32	4.80	8.52	0.10	0.03	0.07	8.59	-	100.00%	3.72	0.04%
41	Rava Security Services Limited	April 01, 2017 - March 31, 2018	20.10.2015	INR	36.44	13.99	354.31	303.88	-	163.16	6.12	1.96	4.16	(3.67)	-	(3.67)	0.49	-	100.00%	94.21	1.08%
42	GMR Hyderabad International Airport Limited	April 01, 2017 - March 31, 2018	29.10.2003	INR	378.00	744.42	4,509.71	3,387.30	826.22	1,252.03	637.50	34.79	602.71	14.92	-	14.92	617.63	-	63.00%	1,182.80	13.56%
43	Hyderabad Airport Security Services Limited #	April 01, 2017 - March 31, 2018	20.07.2007	INR	12.50	0.72	13.35	0.14	0.35	-	0.01	0.00	0.01	-	-	-	0.01	-	63.00%	-	0.00%

(₹ in crore)

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Investments	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after taxation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective % of shareholding	Turnover net of eliminations (Revenue from Operations)	% performance of the company to total revenue
44	GMR Aerostructure Services Limited (formerly known as GMR Hyderabad Airport Resource Management Limited) #	April 01, 2017 - March 31, 2018	18.07.2007	INR	0.05	(23.44)	402.44	425.84	-	(23.38)	(23.38)	-	(23.38)	-	-	(23.38)	(23.38)	-	100.00%	-	0.00%
45	GMR Hyderabad Aerotropolis Limited	April 01, 2017 - March 31, 2018	18.07.2007	INR	57.50	(6.67)	103.12	52.29	9.27	5.81	(3.04)	-	(3.04)	-	-	(3.04)	(3.04)	-	63.00%	5.81	0.07%
46	Hyderabad Menzies Air Cargo Private Limited	April 01, 2017 - March 31, 2018	07.02.2007	INR	1.02	98.60	124.88	25.26	49.79	31.91	6.42	6.42	25.49	(0.05)	(0.01)	(0.04)	25.45	-	32.13%	92.45	1.06%
47	GMR Hyderabad Aviation SEZ Limited	April 01, 2017 - March 31, 2018	04.12.2007	INR	51.60	3.84	168.66	113.23	20.89	14.52	(3.43)	0.65	(4.08)	-	-	(4.08)	(4.08)	-	63.00%	5.57	0.06%
48	Gateways for India Airports Private Limited	April 01, 2017 - March 31, 2018	12.01.2005	INR	0.01	2.42	3.13	0.70	2.84	0.11	0.02	0.02	0.09	-	-	0.09	0.09	-	86.49%	-	0.00%
49	Delhi International Airport Limited	April 01, 2017 - March 31, 2018	19.04.2006	INR	2,450.00	418.12	11,492.40	8,624.28	2,584.47	3,680.97	(40.59)	(78.85)	38.26	19.65	6.80	12.85	51.11	-	64.00%	3,650.19	41.85%
50	Delhi Aerotropolis Private Limited #	April 01, 2017 - March 31, 2018	22.05.2007	INR	0.10	(0.16)	0.00	0.06	-	(0.00)	(0.00)	-	(0.00)	-	-	(0.00)	(0.00)	-	64.00%	-	0.00%
51	Delhi Airport Parking Services Private Limited	April 01, 2017 - March 31, 2018	03.03.2010	INR	81.44	16.26	224.45	126.76	14.77	123.93	40.07	10.12	29.95	(0.27)	(0.08)	(0.19)	29.76	-	72.04%	123.88	1.42%
52	GMR Hyderabad Airport Power Distribution Limited #	April 01, 2017 - March 31, 2018	18.09.2012	INR	0.05	(0.03)	0.03	0.00	-	(0.00)	(0.00)	-	(0.00)	-	-	(0.00)	(0.00)	-	63.00%	-	0.00%
53	GMR Aero Technic Limited	April 01, 2017 - March 31, 2018	12.12.2014	INR	25.00	(283.65)	90.43	349.08	-	104.56	(32.81)	24.66	(57.47)	(0.31)	-	(0.31)	(57.79)	-	63.00%	104.42	1.20%
54	GMR Aerospace Engineering Company Limited	April 01, 2017 - March 31, 2018	12.12.2014	INR	324.90	(8.48)	442.41	125.99	-	28.62	(6.00)	-	(6.00)	(0.00)	-	(0.00)	(6.00)	-	63.00%	-	0.00%
55	GMR Airports Limited	April 01, 2017 - March 31, 2018	31.03.2009	INR	350.87	1,954.47	2,690.82	385.48	31.15	350.41	217.76	2.29	215.47	0.05	0.02	0.03	215.50	-	97.15%	130.76	15.0%
56	Asia Pacific Flight Training Academy Limited	October 09, 2017 - March 31, 2018	09.10.2017	INR	8.89	(13.68)	4.89	9.68	1.73	4.00	(0.77)	-	(0.77)	0.01	-	0.01	(0.76)	-	63.00%	4.00	0.05%
57	GMR Power Corporation Limited	April 01, 2017 - March 31, 2018	30.03.2004	INR	247.50	24.67	892.93	620.76	-	-	24.05	(3.47)	27.52	0.05	0.02	0.03	27.55	-	51.00%	-	0.00%
58	GMR Energy Trading Limited	April 01, 2017 - March 31, 2018	09.03.2010	INR	74.00	(8.49)	1,302.97	1,237.46	14.46	1,731.00	2.93	0.47	2.46	0.01	-	0.01	2.47	-	90.83%	1,268.26	14.54%
59	GMR Coastal Energy Private Limited #	April 01, 2017 - March 31, 2018	24.07.2008	INR	0.01	(0.15)	3.08	3.23	-	(0.02)	(0.02)	-	(0.02)	-	-	(0.02)	(0.02)	-	100.00%	-	0.00%
60	GMR Londa Hydro Power Private Limited #	April 01, 2017 - March 31, 2018	11.11.2008	INR	0.01	(10.74)	59.78	70.51	-	(5.73)	(5.73)	-	(5.73)	0.00	-	0.00	(5.73)	-	100.00%	-	0.00%
61	GMR Kaknada Energy Private Limited #	April 01, 2017 - March 31, 2018	02.06.2010	INR	0.01	(0.10)	0.78	0.87	-	(0.02)	(0.02)	-	(0.02)	-	-	(0.02)	(0.02)	-	100.00%	-	0.00%
62	SIK Powergen Limited #	April 01, 2017 - March 31, 2018	14.12.2009	INR	0.50	(206.77)	608.86	815.13	-	(3.80)	(3.80)	0.75	(4.56)	0.00	-	0.00	(4.56)	-	70.00%	-	0.00%
63	GMR Genco Assets Limited (formerly known as GMR Hosur Energy Limited) #	April 01, 2017 - March 31, 2018	22.07.2010	INR	0.05	(5.56)	17.75	23.27	-	(0.83)	(0.83)	-	(0.83)	-	-	(0.83)	(0.83)	-	100.00%	-	0.00%
64	GMR Generation Assets Limited (formerly known as GMR Renewable Energy Limited)	April 01, 2017 - March 31, 2018	03.12.2010	INR	6,323.25	(5,318.69)	2,579.05	1,574.49	-	2.55	(5,226.83)	12.67	(239.50)	-	-	-	(5,239.50)	-	100.00%	2.43	0.02%
65	GMR Power Infra Limited	April 01, 2017 - March 31, 2018	25.02.2011	INR	1.70	(5.22)	16.20	19.72	-	1.15	(1.29)	-	(1.29)	-	-	(1.29)	(1.29)	-	100.00%	1.13	0.01%
66	GMR Tambaram Tindivanam Expressways Private Limited	April 01, 2017 - March 31, 2018	16.05.2002	INR	1.00	216.47	467.13	249.66	-	53.50	21.06	5.64	15.41	(0.03)	-	(0.03)	15.39	-	86.77%	53.50	0.61%

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity/Reserves	Total Assets	Total Liabilities	Investments*	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after tax-ation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective % of shareholding	Turnover net of eliminations (Revenue from Operations)	% performance of the company to total revenue
67	GMR Tuni Anakapalli Expressways Private Limited	April 01, 2017 - March 31, 2018	16.05.2002	INR	1.00	112.56	26572	152.16	-	38.61	15.84	2.58	13.25	(0.12)	-	(0.12)	13.13	-	86.77%	38.61	0.44%
68	GMR Ambala Chandigarh Expressways Private Limited	April 01, 2017 - March 31, 2018	09.09.2005	INR	98.24	(185.57)	44973	53706	-	50.92	(50.81)	-	(50.81)	(0.02)	-	(0.02)	(50.82)	-	100.00%	50.92	0.58%
69	GMR Pochampalli Expressways Limited	April 01, 2017 - March 31, 2018	18.11.2005	INR	138.00	80.23	73713	518.90	10.40	79.52	16.55	5.39	11.16	(0.11)	-	(0.11)	11.05	-	100.00%	79.52	0.91%
70	GMR Highways Limited	April 01, 2017 - March 31, 2018	08.01.2009	INR	2,052.93	(929.35)	2,167.29	1,043.71	0.82	32.87	(70.44)	(2.35)	(68.09)	0.04	-	0.04	(68.04)	-	100.00%	-	0.00%
71	GMR Hyderabad Vijayawada Expressways Private Limited	April 01, 2017 - March 31, 2018	31.07.2009	INR	5.00	(344.53)	2,132.87	2,472.39	-	262.39	(195.06)	-	(195.06)	0.08	-	0.08	(194.99)	-	90.00%	262.39	3.01%
72	GMR Chennai Outer Ring Road Private Limited	April 01, 2017 - March 31, 2018	26.03.2010	INR	30.00	42.92	856.22	783.30	-	122.18	(5.04)	(4.92)	(0.12)	(0.01)	-	(0.01)	(0.13)	-	90.00%	104.76	1.20%
73	GMR Kishangarh Udaipur Ahmedabad Expressways Limited	April 01, 2017 - March 31, 2018	24.11.2011	INR	140.00	(8.76)	331.17	199.92	-	-	(0.12)	-	(0.12)	-	-	-	(0.12)	-	100.00%	-	0.00%
74	GMR Infrastructure (Global) Limited (a)	April 01, 2017 - March 31, 2018	28.05.2008	USD	894.72	61.22	957.28	1.34	-	-	(0.31)	-	(0.31)	-	-	-	(0.31)	-	100.00%	-	0.00%
75	GMR Infrastructure (Cyprus) Limited (a)	April 01, 2017 - March 31, 2018	19.11.2007	USD	0.05	(22.38)	186.23	208.56	-	(70.80)	1.45	-	(72.25)	-	-	-	(72.25)	-	100.00%	-	0.00%
76	GMR Energy (Global) Limited (a)	April 01, 2017 - March 31, 2018	27.05.2008	USD	956.92	(957.04)	0.14	0.26	-	(0.18)	-	-	(0.18)	-	-	-	(0.18)	-	100.00%	-	0.00%
77	GMR Infrastructure Overseas Limited, Malta (b)	April 01, 2017 - March 31, 2018	27.03.2013	EURO	0.02	732.33	732.61	0.25	-	(1.69)	-	-	(1.69)	105.46	-	105.46	103.77	-	100.00%	-	0.00%
78	GMR Infrastructure (Mauritius) Limited (a)	April 01, 2017 - March 31, 2018	18.12.2007	USD	-	-	-	190.95	-	-	-	-	-	-	-	-	-	-	100.00%	-	0.00%
79	GMR Infrastructure (UK) Limited (c)	April 01, 2017 - March 31, 2018	03.03.2008	GBP	46.23	(149.78)	6.28	109.83	-	(3.38)	-	-	(3.38)	(18.29)	-	(18.29)	(21.67)	-	100.00%	-	0.00%
80	GADL (Mauritius) Limited (a)	April 01, 2017 - March 31, 2018	22.01.2011	USD	1.08	(1.03)	0.20	0.15	-	(0.21)	-	-	(0.21)	0.00	-	0.00	(0.20)	-	100.00%	-	0.00%
81	GADL International Limited (e)	January 01, 2017 - December 31, 2017	22.01.2011	USD	0.16	(16.62)	135.65	152.10	34.93	16.52	7.45	-	7.45	1.29	-	1.29	8.75	-	100.00%	8.03	0.09%
82	GMR Infrastructure (Overseas) Limited (a)	April 01, 2017 - March 31, 2018	23.06.2010	USD	0.00	1,695.73	2,041.18	345.45	-	0.13	0.13	-	0.13	0.04	-	0.04	0.17	-	100.00%	-	0.00%
83	GMR Male International Airport Private Limited (e)	January 01, 2017 - December 31, 2017	09.08.2010	USD	194.72	439.15	692.06	58.19	-	(24.20)	-	-	(24.20)	(27.33)	-	(27.33)	(51.52)	-	76.87%	-	0.00%
84	GMR Energy (Cyprus) Limited (a)	April 01, 2017 - March 31, 2018	26.08.2008	USD	0.03	(71.62)	280.98	352.57	-	(74.12)	-	-	(74.12)	0.15	-	0.15	(73.98)	-	100.00%	-	0.00%
85	GMR Energy (Netherlands) B.V.(a)	April 01, 2017 - March 31, 2018	27.10.2008	USD	0.16	262.25	742.82	480.41	-	(1.65)	-	-	(1.65)	(2.41)	-	(2.41)	(4.06)	-	100.00%	-	0.00%
86	PT Unsooc (c) #	April 01, 2017 - March 31, 2018	04.08.2009	INR	0.47	0.11	0.58	-	-	0.00	-	-	0.00	-	-	-	0.00	-	100.00%	-	0.00%
87	PT Dwikarya Sejati Utama (a) #	April 01, 2017 - March 31, 2018	24.02.2009	USD	0.71	10.75	646.15	634.69	-	(1.75)	(0.02)	(0.02)	(1.73)	-	-	-	(1.73)	-	100.00%	-	0.00%
88	PT Duta Sarana Internusa (a) #	April 01, 2017 - March 31, 2018	24.02.2009	USD	0.88	(30.98)	642.78	672.88	-	(1.81)	(0.02)	(0.02)	(1.79)	(0.47)	-	(0.47)	(2.26)	-	100.00%	-	0.00%
89	PT Barasenosia Lestari (a) #	April 01, 2017 - March 31, 2018	24.02.2009	USD	6.38	(26.91)	642.43	662.96	-	(1.73)	(0.02)	(0.02)	(1.71)	(0.47)	-	(0.47)	(2.18)	-	100.00%	-	0.00%

(₹ in crore)

( ₹ in crore)

S. No	Name of the Subsidiary	Reporting period	Date since when subsidiary was acquired	Reporting currency	Capital	Other equity / Reserves	Total Assets	Total Liabilities	Investments*	Turnover (Revenue from Operations)	Profit before taxation	Provision for taxation	Profit after taxation	Other comprehensive income (OCI)	Tax impact of OCI	Other comprehensive income (Net)	Total comprehensive income	Proposed dividend	Effective % of shareholding	Turnover net of eliminations (Revenue from Operations)	% performance of the company to total revenue
90	GMR Infrastructure Singapore Pte Limited (a)	April 01, 2017 - March 31, 2018	10.02.2009	USD	378.67	554.59	1,489.67	556.41	1.98	269.83	(2.86)	4.68	(7.55)	-	-	(7.55)	-	100.00%	261.70	3.00%	
91	GMR Energy Projects (Mauritius) Limited (b)	April 01, 2017 - March 31, 2018	23.12.2010	INR	0.07	(1,125.51)	767.50	1,892.95	-	-	(202.41)	-	(202.41)	-	-	(202.41)	-	100.00%	-	0.00%	
92	GMR Coal resources Pte Ltd (b)	April 01, 2017 - March 31, 2018	04.06.2010	INR	657.78	(778.42)	3,323.78	3,444.43	-	-	6.88	17.76	(10.89)	3.04	-	3.04	(785)	100.00%	-	0.00%	
93	GMR Airports (Mauritius) Limited (a)	April 01, 2017 - March 31, 2018	21.01.2013	USD	0.98	2.36	3.47	0.13	-	-	(0.27)	-	(0.27)	(0.01)	-	(0.01)	(0.28)	100.00%	-	0.00%	
94	Indo Tausch Trading DMCC (a) #	January 01, 2017 - December 31, 2017	20.03.2016	USD	1.78	(0.54)	1.26	0.02	-	-	(0.29)	-	(0.29)	0.02	-	0.02	(0.27)	100.00%	-	0.00%	
95	Kakinada Gateway Port Limited	April 01, 2017 - March 31, 2018	13.07.2016	INR	0.01	(0.00)	0.01	0.00	-	-	(0.00)	-	(0.00)	-	-	-	(0.00)	-	51.00%	-	0.00%
96	GMR SEZ Infra Services Limited	April 01, 2017 - March 31, 2018	20.05.2016	INR	0.05	(0.01)	0.05	0.01	0.04	-	(0.00)	-	(0.00)	-	-	-	(0.00)	-	100.00%	-	0.00%
97	GMR Infra Developers Limited	April 01, 2017 - March 31, 2018	28.02.2017	INR	0.05	(0.00)	0.05	0.00	-	-	(0.00)	-	(0.00)	-	-	-	(0.00)	-	100.00%	-	0.00%
98	Megawide - GISPL Construction JV** (d)	January 01, 2017 - December 31, 2017	01.04.2017	PHP	2.89	29.32	153.67	121.46	-	206.00	22.55	-	22.55	(1.37)	-	(1.37)	21.18	50.00%	206.00	2.36%	
99	GMR Goa International Airport Limited	April 01, 2017 - March 31, 2018	14.10.2016	INR	114.00	(5.29)	159.54	50.83	122.12	-	(3.42)	0.60	(4.02)	-	-	-	(4.02)	-	99.99%	-	-

Notes:

- The annual accounts of the Subsidiary Companies and the related detailed information will be made available to the members of the company and the subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any member in the registered office and that of the subsidiary companies concerned.
- \* Investments except investment in Group entities (Subsidiaries / Joint ventures / Associates).
- \*\* MGICV is jointly controlled operation (JCO) consolidated on proportionate basis w.e.f 1st April 2017.
4. Details of reporting currency and the rate used in the preparation of consolidated financial statements.

Reporting Currency Reference	For Conversion	
	Currency	Average Rate (in ₹)
a	USD	65.24
b	Euro	75.06
c	GBP	85.28
d	PHP	1.30
e	USD@	66.06
		Closing Rate (in ₹)
		65.34
		80.81
		92.28
		1.28
		64.80

- # indicates the names of subsidiaries which are yet to commence operations
- @ Rates as at December 31, 2017

Part "B": Associates and Joint Ventures

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

S No	Name of Associates/Joint Ventures	Code	Latest audited Balance sheet date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Profit / (Loss) for the year (₹ in crore)		OCI for the year (₹ in crore)	
					Number in crore	Amount of investment in Associates/Joint Venture (₹ in crore)	% Extend of Holding			Considered in Consolidation	Not considered in Consolidation	Considered in Consolidation	Not considered in Consolidation
<b>Associates</b>													
1	GMR Chhattisgarh Energy Limited	GCHPEL	March 31, 2018	21.02.2017	272.05	3,368.00	47.62%	Company holds investment which by share ownership is deemed to be an associate company	NA	1,485.25	(544.20)	0.06	-
2	GMR Rajahmundry Energy Limited	GREL	March 31, 2018	12.05.2016	115.70	1,157.00	45.00%		NA	(557.86)	(557.82)	(0.03)	-
3	GMR Mining & Energy Private Limited #	GMEL	March 31, 2018	21.02.2017	0.01	0.05	68.57%		NA	(0.73)	(0.01)	-	-
4	GMR OSE Hungund Hospet Highways Private Limited	GOSEHPL	March 31, 2018	23.03.2016	8.28	82.82	36.01%		No Beneficial Ownership	-	-	-	-
5	East Delhi Waste Processing Company Private Limited	EDWPCPL	March 31, 2018	23.10.2013	0.00	0.01	48.99%		Beneficial Ownership	70.12	-	(27.13)	-
<b>Joint Ventures</b>													
1	GMR Energy Limited	GEL	March 31, 2018	04.11.2016	186.59	5,369.98	51.73%		NA				
2	GMR Vemagiri Power Generation Limited	GVPGL	March 31, 2018	04.11.2016	27.45	295.90	51.73%		NA				
3	GMR (Badrinath) Hydro Power Generation Private Limited #	GBHPL	March 31, 2018	04.11.2016	0.50	5.00	51.73%		NA				
4	GMR Maharashtra Energy Limited #	GMEAL	March 31, 2018	04.11.2016	0.01	0.05	51.73%		NA				
5	GMR Consulting Services Limited	GCSL	March 31, 2018	04.11.2016	0.01	0.05	51.21%		NA				
6	GMR Bajaj Holi Hydro Power Private Limited #	GBHPL	March 31, 2018	04.11.2016	36.41	364.10	54.29%		NA				
7	GMR Warora Energy Limited (formerly EMCO Energy Limited)	GWEL	March 31, 2018	04.11.2016	87.00	998.75	51.73%		NA				
8	GMR Bundeekhand Energy Private Limited #	GBEPL	March 31, 2018	04.11.2016	0.00	0.01	51.73%		NA				
9	GMR Rajam Solar Power Private Limited (Formerly GMR Uttar Pradesh Energy Pvt. Ltd.)	GRSPLL	March 31, 2018	04.11.2016	0.00	0.01	51.73%		NA	3145.66	(12.755)	0.16	-
10	GMR Gujarat Solar Power Limited	GGSPPL	March 31, 2018	04.11.2016	7.36	73.60	51.73%		NA				
11	GMR Indo-Nepal Energy Links Limited #	GINELL	March 31, 2018	04.11.2016	0.01	0.05	51.73%		NA				
12	GMR Indo-Nepal Power Corridor's Limited #	GINPCL	March 31, 2017	04.11.2016	0.01	0.05	51.73%		NA				
13	GMR Energy (Mauritius) Limited (b)	GEMIL	March 31, 2018	04.11.2016	0.00	-	54.14%		NA				
14	GMR Lion Energy Limited (b)	GLEL	March 31, 2018	04.11.2016	0.29	19.30	54.14%		NA				
15	Himtal Hydro Power Co. (P) Limited (a) #	HHPPL	March 31, 2018	04.11.2016	0.16	31.79	42.42%		NA				
16	GMR Upper Karnali Hydro Power Limited (a) #	GUKPL	March 31, 2018	04.11.2016	0.11	0.95	39.52%		NA				
17	Karnali Transmission Company Private Limited (a) #	KTCPL	March 31, 2018	04.11.2016	0.00	0.30	54.14%		NA				
18	Marsyangdi Transmission Co. Pvt. Limited (a) #	MITPL	March 31, 2018	04.11.2016	0.00	0.30	54.14%		NA				
19	GMR Kamalanga Energy Limited	GKEL	March 31, 2018	28.12.2007	187.84	1,887.67	45.22%		NA				
20	Delhi Aviation Services Private Limited	DA SPL	March 31, 2018	30.07.2010	1.25	12.50	32.00%		NA	20.28	5.64	(0.00)	-
21	Travel Food Services (Delhi T3) Private Limited	TFS	March 31, 2018	23.06.2010	0.56	5.60	25.60%		NA	4.41	0.71	(0.00)	-
22	Delhi Aviation Fuel Facility Private Limited	DAFF	March 31, 2018	08.01.2010	4.26	42.64	16.64%		NA	53.30	10.99	(0.01)	-
23	Celebi Delhi Cargo Terminal Management India Private Limited	CDCTM	March 31, 2018	24.08.2009	2.91	29.12	16.64%		NA	52.24	4.96	(0.03)	-
24	TIM Delhi Airport Advertising Private Limited	TIM	March 31, 2018	09.07.2010	0.92	9.22	31.94%		NA	36.90	13.52	(0.04)	-
25	Wipro Airport IT Services Limited	WAISL	March 31, 2018	29.01.2010	0.13	1.30	16.64%		NA	1.43	(2.03)	(0.00)	-
26	Delhi Duty Free Services Private Limited	DDFS	March 31, 2018	07.06.2013	5.35	135.16	48.97%		NA	25.652	74.06	(5.83)	-

S No	Name of Associates/Joint Ventures	Code	Latest audited Balance sheet date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Network Shareholding attributable as per latest audited Balance Sheet	Profit / (Loss) for the year (₹ in crore)		OCI for the year (₹ in crore)	
					Number in crore	Amount of investment in Associates/Joint Venture (₹ in crore)				% Extend of Holding	Considered in Consolidation	Not considered in Consolidation	Considered in Consolidation
27	Asia Pacific Flight Training Academy Limited *	APFT	March 31, 2018	18.02.2011	-	-	NA	NA	-	0.16	-	-	-
28	Lapshya Hyderabad Airport Media Private Limited	LAQSHYA	March 31, 2018	14.05.2011	0.98	9.80	30.87%	NA	14.48	4.03	-	(0.00)	-
29	GMR Megawide Cebu Airport Corporation	GMCAC	December 31, 2017	13.01.2014	202.70	297.92	40.00%	NA	390.25	57.93	-	0.11	-
30	Limak GMR Construction JV	CIV	March 31, 2018	25.03.2008	-	0.12	50.00%	NA	(0.78)	(0.25)	-	-	-
31	Rampia Coal Mine and Energy Private Limited	RCMEPL	March 31, 2018	19.02.2008	2.43	2.44	9.00%	NA	NA	NA	-	NA	-
32	PT Golden Energy Mines Tbk	PTGEMS	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
33	PT Roundhill Capital Indonesia	RCI	December 31, 2017	17.11.2011	-	-	29.70%	-	-	-	-	-	-
34	PT Borneo Indobara	BIB	December 31, 2017	17.11.2011	-	-	29.43%	-	-	-	-	-	-
35	PT Kuansing Inti Makmur	KIM	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
36	PT Karya Cemerlang Persada	KCP	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
37	PT Bungo Bara Utama	BBU	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
38	PT Bara Harmonis Batang Asam	BHBA	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
39	PT Berkat Nusantara Permai	BNP	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
40	PT Tanjung Belt Bara Utama	TBBU	December 31, 2017	17.11.2011	-	-	30.00%	-	-	-	-	-	-
41	PT Trisula Kencana Sakti	TKS	December 31, 2017	17.11.2011	176.47	3,384.71	21.00%	NA	3151.65	233.30	-	(1.83)	-
42	PT Era Mitra Selaras	EMS	December 31, 2017	20.09.2016	-	-	30.00%	-	-	-	-	-	-
43	PT Wahana Rimba	WRL	December 31, 2017	20.09.2016	-	-	30.00%	-	-	-	-	-	-
44	PT Berkat Satira Abadi	BSA	December 31, 2017	20.09.2016	-	-	30.00%	-	-	-	-	-	-
45	PT Gems Energy Indonesia	GEMSENERGY	December 31, 2017	19.03.2015	-	-	30.00%	-	-	-	-	-	-
46	GEMS Trading Resources Pte Limited	GEMSCR	December 31, 2017	13.07.2012	-	-	30.00%	-	-	-	-	-	-
47	Shanghai Jinguang Energy Co. Ltd	SJELC	December 31, 2017	09.04.2015	-	-	30.00%	-	-	-	-	-	-
48	PT Karya Mining Solution (formerly known as PT Bumi Anugerah Semesta)	BAS	December 31, 2017	24.07.2013	-	-	30.00%	-	-	-	-	-	-
49	PT Kuansing Inti Sejahtera	KIS	December 31, 2017	22.11.2017	-	-	30.00%	-	-	-	-	-	-
50	PT Bungo Bara Makmur	BBM	December 31, 2017	22.11.2017	-	-	30.00%	-	-	-	-	-	-

1. # indicates the names of Joint Ventures/Associates which are yet to commence operations

2. \*APFT became subsidiary w.e.f October 9, 2017 on purchase of further stake by Group

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

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

G M Rao  
Chairman  
DIN: 00574243

Madhva Bhimacharya Terdal  
CFO

Place: New Delhi  
Date: August 14, 2018

Grandhi Kiran Kumar  
Managing Director & CEO  
DIN: 00061669

Venkat Ramana Tangirala  
Company Secretary

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

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

CSR Policy of the Company is stated herein below.

**Weblink:** <http://investor.gmrgroup.in/investors/GIL-Policies.html>

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

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

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

Average net loss : ₹ 150.21 Crore

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

Not applicable in view of losses.

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

- (a) Total amount spent for the financial year:

Nil

- (b) Amount unspent, if any:

N.A.

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

N.A.

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

Due to non-availability of profits the Company was not required to spend any amount on CSR activities during the financial year 2017-18.

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

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

Sd/-

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

Sd/-

Grandhi Kiran Kumar  
Managing Director and CEO



## Corporate Social Responsibility (CSR) Policy

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

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

### CSR Policy for GMR Infrastructure Limited

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

#### i) Education:

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

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

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

#### iii) Empowerment & Livelihoods:

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

#### iv) Community Development:

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

#### v) Environmental sustainability:

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

#### vi) Heritage and Culture:

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

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

#### viii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.

#### ix) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief, and funds for the welfare of the Scheduled Castes, Scheduled Tribes, other backward classes, minorities and women.

- x) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.
- xi) Other rural development projects.
- xii) Slum area development.
- xiii) Such other activities included in Schedule VII of the Companies Act, 2013 as may be identified by CSR Committee from time to time, which are not expressly prohibited.

It may be noted that the above activities are indicative and are activities that the company may at any point of time engage but all such activities may not be taken up by the Company during the year.

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

- Activities undertaken in pursuance of the normal course of business;
- Activities undertaken outside India;
- Activities that benefit exclusively the employees of the company or their family members;
- One-off events such as marathons/ awards/ charitable contribution/ advertisement/ sponsorships of TV programmes etc;
- Expenses incurred by companies for the fulfillment of any Act/ Statute of regulations (such as Labour Laws, Land Acquisition Act etc.) Further, the surplus arising out of the CSR activity shall not form part of business profits of the Company.
- One-off events such as marathons/ awards/ charitable contribution/ advertisement/ sponsorships of TV programmes etc;
- Expenses incurred by companies for the fulfillment of any Act/ Statute of regulations (such as Labour Laws, Land Acquisition Act etc.) Further, the surplus arising out of the CSR activity shall not form part of business profits of the Company.

**ANNEXURE 'C' TO BOARD'S REPORT**  
**Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management**

## 1. INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute a Nomination and Remuneration Committee. The Company has constituted a Nomination and Remuneration Committee as required by the Listing Agreement entered into with the Stock Exchanges and the Companies Act, 2013.

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

### 1.1 Purpose of the Policy

The Key Objectives of the Committee are:

- (a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- (b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- (c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

The Policy ensures that:

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
- (c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### 1.2. Definitions

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

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

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

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

**1.2.5.** "Key Managerial Personnel" or "KMP" means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder. (As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:

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

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

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

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

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

### 1.3. Interpretation

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

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

## 2. NOMINATION AND REMUNERATION COMMITTEE

### 2.1. Role of the Committee

- (a) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- (b) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- (c) Formulating the criteria for evaluation of Independent Directors and the Board;
- (d) Devising a policy on Board diversity;
- (e) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;
- (f) All information about the Directors / Managing Directors / Whole time Directors / Key Managerial Personnel i.e. background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to the shareholders, where required;
- (g) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors;
- (h) While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- (i) The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders.

### 2.2. Composition of the Committee

- (a) The Committee shall comprise of atleast three (3) Directors, all of whom shall be non-executive Directors and atleast half shall be Independent;
- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement;
- (c) Minimum two (2) members shall constitute a quorum for the Committee meeting;
- (d) Membership of the Committee shall be disclosed in the Annual Report;
- (e) Term of the Committee shall be continued unless terminated by the Board of Directors.

### 2.3. Chairman of the Committee

- (a) Chairman of the Committee shall be an Independent Director;
- (b) Chairman of the Company may be appointed as a member of the Committee but shall not Chair the Committee;
- (c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman;

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

#### **2.4. Frequency of the Meetings of the Committee**

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

#### **2.5. Committee Member's Interest**

- (a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **2.6. Voting at the Meeting**

- (a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- (b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **2.7. Minutes of the Meeting**

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

### **3. APPLICABILITY**

This Policy is Applicable to:

- (a) Directors (Executive, Non-Executive and Independent);
- (b) Key Managerial Personnel;
- (c) Senior Management Personnel;
- (d) Other employees as may be decided by the Nomination and Remuneration Committee.

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

#### **4.1. Appointment criteria and qualifications**

- (a) Subject to the applicable provisions of the Companies Act, 2013, the Listing Agreement, other applicable laws, if any and GMR Group HR Policy, the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment;
- (b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position;
- (c) The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **4.2. Term / Tenure**

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

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

##### **4.2.2. Independent Director**

- (a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report;
- (b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director:

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

- (c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company;
- (d) The maximum number of public companies in which a person can be appointed as a director shall not exceed ten.

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

#### **4.3. Familiarization Programme for Independent Directors**

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

#### **4.4. Evaluation**

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

#### **4.5. Removal**

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

#### **4.6. Retirement**

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

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

#### **5.1. General**

- (a) The remuneration / compensation / commission etc. to Managerial Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required;
- (b) The remuneration and commission to be paid to the Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force;
- (c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel;
- (d) Where any insurance is taken by a company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

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

##### **5.2.1. Fixed Pay**

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

### **5.2.2. Minimum Remuneration**

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

### **5.2.3. Provisions for excess remuneration**

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

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

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

## **5.3. Remuneration to Non-Executive / Independent Director**

### **5.3.1. Remuneration / Commission**

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

### **5.3.2. Sitting Fees**

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

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

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

### **5.3.3. Limit of Remuneration / Commission**

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

### **5.3.4. Stock Options**

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

## **6. DISCLOSURES**

The Company shall disclose the Policy on Nomination and Remuneration on its website and the web-link shall be provided in the Annual Report.

## **7. AMENDMENT**

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

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

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

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

**FOR THE FINANCIAL YEAR ENDED: 31.03.2018**

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives and during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2018 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2018 according to the provisions of:

- (i) The Companies Act, 1956 to the extent applicable and the Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period)



- (vi) Other laws applicable specifically to the Company, namely:
- (a) Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;
  - (b) Building and other Construction Workers' Welfare Cess Act, 1996;
  - (c) Contract Labor (Regulation and Abolition) Act, 1970 and the Rules thereunder; and
  - (d) Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979.

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

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

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

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

We further report that:

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

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

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

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

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

1. Approval for fund raising for an amount up to ₹ 2500 Crore in one or more tranches.
2. Approval under 179 of the Companies Act, 2013 to infuse up to 150 Million Pounds towards Company's equity for the payment of Upfront Concession fee for Nikola Tesla Airport, in Belgrade, Serbia.

Bengaluru

Date : July 13, 2018

For V. Sreedharan & Associates

Sd/-

V. Sreedharan

Partner

FCS 2347; C. P. No. 833

**ANNEXURE ‘E’ TO THE BOARD’S REPORT**  
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**  
**[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]**

(A) Conservation of energy:

- (i) the steps taken or impact on conservation of energy:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
- (ii) the steps taken by the company for utilising alternate sources of energy:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
- (iii) the capital investment on energy conservation equipments:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

(B) Technology absorption:

- (i) the efforts made towards technology absorption:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):
  - (a) the details of technology imported:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
  - (b) the year of import:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
  - (c) whether the technology been fully absorbed:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*
- (iv) the expenditure incurred on Research and Development:  
Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.\*

\*However, various steps taken by the Group towards energy efficiency, utilising alternative resources and technology absorption are covered under the Business Responsibility Report forming part of the Annual Report 2018.

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

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

(₹ in Crore)

Particulars	March 31, 2018	March 31, 2017
Interest / Miscellaneous income	21.47	3.37
Profit on sale of Investment	Nil	Nil
Income from Management and other services / Management Consulting Services	Nil	19.87

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

(₹ in Crore)

Particulars	March 31, 2018	March 31, 2017
Other Expenses	12.74	4.06
Interest on FCCB	144.81	151.86

**ANNEXURE 'F' TO THE BOARD'S REPORT**  
**List of Holding, Subsidiary and Associate companies**  
**As on the Financial Year ended on 31.03.2018**

Sl. No	Name <sup>#</sup>	Holding/ Subsidiary/ € Associate
1	GMR Enterprises Private Limited (GEPL)	Holding
2	GMR Energy Limited (GEL)*	Subsidiary
3	GMR Power Corporation Limited (GPCL)	Subsidiary
4	GMR Vemagiri Power Generation Limited (GVPGL)*	Subsidiary
5	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)*	Subsidiary
6	GMR Energy (Mauritius) Limited (GEML)*	Subsidiary
7	GMR Lion Energy Limited (GLEL)*	Subsidiary
8	GMR Energy Trading Limited (GETL)	Subsidiary
9	GMR Consulting Services Limited (GCSL)*	Subsidiary
10	GMR Coastal Energy Private Limited (GCEPL)	Subsidiary
11	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)*	Subsidiary
12	GMR Londa Hydropower Private Limited (GLHPPPL)	Subsidiary
13	GMR Kakinada Energy Private Limited (GKEPL)	Subsidiary
14	GMR Energy (Cyprus) Limited (GECL)	Subsidiary
15	GMR Energy (Netherlands) B.V. (GENBV)	Subsidiary
16	PT Dwikarya Sejati Utma (PTDSU)	Subsidiary
17	PT Duta Sarana Internusa (PTDSI)	Subsidiary
18	PT Barasentosa Lestari (PTBSL)	Subsidiary
19	SJK Powergen Limited (SJK)	Subsidiary
20	PT Unsoco (PTU)	Subsidiary
21	GMR Warora Energy Limited (GWEL)* (Formerly EMCO Energy Limited)	Subsidiary
22	GMR Maharashtra Energy Limited (GMAEL)*	Subsidiary
23	GMR Bundelkhand Energy Private Limited (GBEPL)*	Subsidiary
24	GMR Rajam Solar Power Private Limited (GRSPPL)* (Formerly GMR Uttar Pradesh Energy Private Limited)	Subsidiary
25	GMR Genco Assets Limited (GGEAL) (Formerly GMR Hosur Energy Limited)	Subsidiary
26	GMR Gujarat Solar Power Limited (GGSPPL)*	Subsidiary
27	Karnali Transmission Company Private Limited (KTCPPL)*	Subsidiary
28	Marsyangdi Transmission Company Private Limited (MTCPL)*	Subsidiary
29	GMR Indo-Nepal Energy Links Limited (GINELL)*	Subsidiary
30	GMR Indo-Nepal Power Corridors Limited (GINPCL)*	Subsidiary
31	GMR Generation Assets Limited (Formerly GMR Renewable Energy Limited) (GGAL)	Subsidiary
32	GMR Energy Projects (Mauritius) Limited (GEPML)	Subsidiary
33	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Subsidiary
34	GMR Coal Resources Pte Limited (GCRPL)	Subsidiary
35	GMR Power Infra Limited (GPIL)	Subsidiary
36	GMR Highways Limited (GHL)	Subsidiary
37	GMR Tambaram Tindivanam Expressways Limited (GTTEL)	Subsidiary
38	GMR Tunj-Anakapalli Expressways Limited (GTAEL)	Subsidiary
39	GMR Ambala-Chandigarh Expressways Private Limited (GACEPL)	Subsidiary
40	GMR Pochanpalli Expressways Limited (GPEL)	Subsidiary
41	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	Subsidiary
42	GMR Chennai Outer Ring Road Private Limited (GCORRPL)	Subsidiary
43	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL)	Subsidiary
44	GMR Hyderabad International Airport Limited (GHIAL)	Subsidiary

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

Sl. No	Name#	Holding/ Subsidiary/ € Associate
93	Suzone Properties Private Limited (SUPPL)	Subsidiary
94	GMR Utilities Private Limited (GUPL)	Subsidiary
95	Lilliam Properties Private Limited (LPPL)	Subsidiary
96	GMR Corporate Affairs Private Limited (GCAPL)	Subsidiary
97	Dhruvi Securities Private Limited (DSPL)	Subsidiary
98	Kakinada SEZ Limited (KSL) (Formerly Kakinada SEZ Private Limited)	Subsidiary
99	GMR Business Process and Services Private Limited (GBPSPL)	Subsidiary
100	GMR Infrastructure (Mauritius) Limited (GIML)	Subsidiary
101	GMR Infrastructure (Cyprus) Limited (GICL)	Subsidiary
102	GMR Infrastructure Overseas Limited (GIOSL)	Subsidiary
103	GMR Infrastructure (UK) Limited (GIUL)	Subsidiary
104	GMR Infrastructure (Global) Limited (GIGL)	Subsidiary
105	GMR Energy (Global) Limited (G EGL)	Subsidiary
106	GMR Infrastructure (Overseas) Limited (GIOL)	Subsidiary
107	Raxa Security Services Limited ('Raxa' or 'RSSL')	Subsidiary
108	Indo Tausch Trading DMCC (ITDD)	Subsidiary
109	Kakinada Gateway Port Limited (KGPL)	Subsidiary
110	GMR Goa International Airport Limited (GGIAL)	Subsidiary
111	GMR SEZ Infra Services Limited (GSISL)	Subsidiary
112	GMR Infra Developers Limited (GIDL)	Subsidiary
113	GMR Kamalanga Energy Limited (GKEL)*	Subsidiary
114	Himtal Hydro Power Company Private Limited (HHPPL)*	Subsidiary
115	Delhi Duty Free Services Private Limited (DDFS)*	Subsidiary
116	GMR Upper Karnali Hydropower Limited (GUKPL)*	Subsidiary
117	Hyderabad Menzies Air Cargo Private Limited (HMACPL)	Subsidiary
118	GMR Highways Projects Private Limited (GHPPL)®	Subsidiary
119	Asia Pacific Flight Training Academy Limited (APFT)	Subsidiary
120	GMR OSE Hungund Hospet Highways Private Limited (GOSEHHHPL)	Associate
121	GMR Rajahmundry Energy Limited (GREL)	Associate
122	GMR Chhattisgarh Energy Limited (GCHEL)	Associate
123	GMR Megawide Cebu Airport Corporation (GMCAC)	Associate
124	Travel Food Services (Delhi Terminal 3) Private Limited (TFSP)	Associate
125	Laqshya Hyderabad Airport Media Private Limited (LHAMPL)	Associate
126	Delhi Aviation Services Private Limited (DASPL)	Associate
127	TIM Delhi Airport Advertising Private Limited (TIMDAA)	Associate
128	Rampia Coal Mine and Energy Private Limited (RCMEPL)	Associate
129	PT Golden Energy Mines Tbk (PT GEMS)	Associate
130	PT Roundhill Capital Indonesia (RCI)	Associate
131	PT Borneo Indobara (BIB)	Associate
132	PT Kuansing Inti Makmur (KIM)	Associate
133	PT Karya Cemerlang Persada (KCP)	Associate
134	PT Bungo Bara Utama (BBU)	Associate
135	PT Bara Harmonis Batang Asam (BHBA)	Associate
136	PT Berkat Nusantara Permai (BNP)	Associate
137	PT Tanjung Belit Bara Utama (TBBU)	Associate
138	PT Trisula Kencana Sakti (TKS)	Associate
139	GEMS Trading Resources Pte Limited (GEMSCR) (Formerly GEMS Coal Resources Pte Limited)	Associate
140	PT Karya Mining Solution (KMS) (Formerly PT Bumi Anugerah Semesta)	Associate
141	Delhi Aviation Fuel Facility Private Limited (DAFF)	Associate

Sl. No	Name <sup>#</sup>	Holding/ Subsidiary/ €Associate
142	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	Associate
143	Wipro Airport IT Services Limited (WAISL)	Associate
144	Limak GMR ConstructionJV (CJV)	Associate
145	PT Gems Energy Indonesia (Gems Energy)	Associate
146	Megawide - GISPL Construction Joint Venture (MGCJV)	Associate
147	PT Era Mitra Selaras (EMS)	Associate
148	PT Wahana Rimba (WRL)	Associate
149	PT Berkat Satria Abadi (BSA)	Associate
150	GMR Mining and Energy Private Limited (GMEL)	Associate
151	PT Kuansing Intis Sejahtera (KIS)	Associate
152	PT Bungo Bara Makmur (BBM)	Associate

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

# does not include Company limited by guarantee.

€ Associate include Joint Ventures.

@ Struck off from Register of Companies with effect from August 9 2018.

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

## Disclosure of Managerial Remuneration for Financial Year ended March 31, 2018

(Ref.: Board's Report under the head "Particulars of Employees and related disclosures")

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

Name of the Director (Mr./Mrs.)	Ratio of Director's remuneration to the median remuneration of the employees of the Company for the financial year
G. M. Rao, Executive Chairman <sup>#</sup>	9.11
Grandhi Kiran Kumar, Managing Director and CEO	0.00
Srinivas Bommidala, Group Director	N.A.
B. V. N. Rao, Group Director	N.A.
G. B. S. Raju, Group Director	N.A.
N. C. Sarabeswaran, Independent Director*	0.56
R. S. S. L. N. Bhaskarudu, Independent Director*	0.68
S. Rajagopal, Independent Director*	0.52
S. Sandilya, Independent Director*	0.19
C. R. Muralidharan, Independent Director*	0.23
Vissa Siva Kameswari, Independent Director*	0.52
Vikas Deep Gupta, Additional Director	N.A.

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

Name of the Director and Key Managerial Personnel (Mr./Mrs.)	Percentage increase/ (decrease) in remuneration in the financial year
G.M. Rao, Executive Chairman <sup>#</sup>	9.12
Grandhi Kiran Kumar, Managing Director and CEO	(100.00)
Srinivas Bommidala, Group Director	N.A.
B. V. N. Rao, Group Director	N.A.
G. B. S. Raju, Group Director	N.A.
N. C. Sarabeswaran, Independent Director*	(4.00)
R. S. S. L. N. Bhaskarudu, Independent Director*	(3.33)
S. Rajagopal, Independent Director*	0.00
S. Sandilya, Independent Director*	(33.33)
C. R. Muralidharan, Independent Director*	0.00
Vissa Siva Kameswari, Independent Director*	(8.33)
Vikas Deep Gupta, Additional Director <sup>§</sup>	N.A.
Madhva Bhimacharya Terdal, Chief Financial Officer	21.42
Adi Seshavataram Cherukupalli, Company Secretary (upto November 14, 2017) <sup>^</sup>	(23.69)
T. Venkat Ramana, Company Secretary (from November 15, 2017)	N.A.

\* Sitting fees paid to the Independent Directors

<sup>#</sup>The salary was paid upto the month of October 2017.<sup>§</sup>Appointed as Additional Director w.e.f. November 14, 2017.<sup>^</sup>Compared remuneration paid during previous year 2016-17 with the remuneration paid upto the date of relieving in 2017-18.

- c) The percentage increase/(decrease) in the median remuneration of employees in the financial year: 46.98%
- d) The number of permanent employees on the rolls of the company as on March 31, 2018 : 381
- e) Average percentile/percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentile increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
Average percentile/percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year was 6.20%.  
No remuneration was paid to the Managing Director during the year under review. Remuneration paid to the Executive Chairman was increased/ (decreased) by 9.12%. The % increase in remuneration of the Executive Chairman is on account of the revised limits of remuneration payable in terms of Schedule V of the Companies Act, 2013.
- f) Affirmation that the remuneration is as per the remuneration policy of the Company:  
It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

**ANNEXURE 'H' TO THE BOARD'S REPORT  
DIVIDEND DISTRIBUTION POLICY**

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

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

**EFFECTIVE DATE**

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

**PURPOSE, OBJECTIVES AND SCOPE**

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

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

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

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

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

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

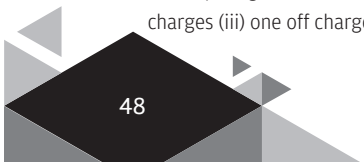
Preference Shareholders shall be entitled and paid dividend at the fixed rate as per the terms of issue. In case of the Cumulative Preference Shares, if the Company is not having distributable profits for any certain financial year or the Company is not able to pay the dividend, then this shall be accumulated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

**B. Financial Parameters**

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

- i) Currents Financial Year's profits:
  - a) after providing for depreciation in accordance with law;
  - b) after transferring to reserve such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.
  - c) After providing for accumulated losses, if any;.
- ii) The Profits for any previous financial year(s):
  - a) after providing for depreciation in accordance with law;
  - b) remaining undistributed; or
- iii) Out of both (i) & (ii) above.

In computing the above, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account





of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or resulting from changes in accounting policies or accounting standards.

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

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

### **C. CONSIDERATIONS RELEVANT FOR DECISION OF DIVIDEND PAY-OUT**

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

#### **C-I External Factors**

##### **C-I.1 Statutory requirements**

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

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

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

##### **C-I.3 Macroeconomic conditions**

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

##### **C-I.4 Taxation and other regulatory concern**

- Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.
- Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

#### **C-II Internal Factors**

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

- a) Profits earned during the year;
- b) Availability of adequate cash flow, after considering all debt servicing requirements;
- c) Present and future capital requirements of the existing businesses;
- d) Business acquisitions;
- e) Expansion/modernisation of existing businesses;
- f) Additional investments in subsidiaries/associates of the Company;
- g) Fresh investments into external businesses;
- h) Uncertainties, if any in the operating performance of business units
- i) Management recommendations, based on any other consideration; and
- j) Any other factor as deemed fit by board.

### **D. MANNER OF UTILISATION OF RETAINED EARNINGS**

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

- a) Expansion plans;

- b) Investment needs of Subsidiary / Associate companies, in view of their respective project implementation / expansions/ modernisation etc.,
- c) Diversification of business;
- d) Funds requirement of business units, owing to uncertain operational performance;
- e) Long term strategic plans;
- f) Replacement of capital assets;
- g) Where the cost of debt is expensive;
- h) Other such criteria as the Board may deem fit from time to time.

**E. PARAMETERS FOR VARIOUS CLASSES OF SHARES**

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

**F. MANNER OF DIVIDEND PAYOUT**

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

**In case of final dividends**

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

**In case of interim dividend**

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

**G. DISCLOSURE**

This Policy, as approved by the board of Directors, at its meeting held on December 7, 2016 shall be disclosed in the Annual Report, and hosted on the website of the Company [www.gmrgroup.in](http://www.gmrgroup.in)

**H. AMENDMENT**

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

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