

Consolidated Financial Statements

Auditor's Report to the Board of Directors of GMR Infrastructure Limited

1. We have audited the attached Consolidated Balance Sheet of GMR Infrastructure Limited ("the Company") and its subsidiaries, Joint Ventures and an associate (hereinafter together referred to as 'consolidated entities') as at March 31, 2009, the related Consolidated Profit and Loss Account and the Consolidated Cash Flow statement for the year ended on that date, which we have signed under reference to this report. These Consolidated Financial Statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of Rs. 4,558.65 Crore as at March 31, 2009, total revenues of Rs. 745.06 Crore for the year ended on that date and net cash inflows of Rs. 45.85 Crore for the year ended on that date. Further, we did not audit the financial statements of Joint Ventures whose financial statements reflect the consolidated entities' share of revenues of Rs. 506.95 Crore for the year ended March 31, 2009 and consolidated entities' share of total assets of Rs. 350.47 Crore as at March 31, 2009 and net cash inflows of Rs. 77.33 Crore for the year ended March 31, 2009. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of such subsidiaries and joint ventures, is based solely on the report of the other auditors.
4. We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard 21, 'Consolidated Financial Statements', Accounting Standard 27, 'Financial Reporting of Interests in Joint Ventures' and Accounting Standard 23, 'Accounting for Investments in Associates in Consolidated Financial Statements' as referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 and on the basis of the separate audited financial statements of the Company and its subsidiaries and Joint ventures and an associate included in the Consolidated Financial Statements.
5. On the basis of the information and explanations given to us and on consideration of the separate audit reports on individual audited financial statements of the Company and its aforesaid consolidated entities, in our opinion, the Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Company and its consolidated entities as at March 31, 2009;
 - b. in the case of the Consolidated Profit and Loss Account, of the consolidated results of operations of the Company and its consolidated entities for the year ended March 31, 2009; and
 - c. in the case of the consolidated cash flow statement, of the consolidated cash flows of the Company and its consolidated entities for the year ended March 31, 2009.

Thomas Mathew

Partner

Membership No. 50087

For and on behalf of

Price Waterhouse

Chartered Accountants

Place: Bangalore

Date: June 04, 2009