

INDEPENDENT AUDITORS' REPORT

To The Members of GMR Infrastructure (UK) Limited

Report on the financial statements

We have audited the accompanying Ind AS financial statements of GMR Infrastructure (UK) Limited ("the Company"), which comprises the balance sheet as at March 31, 2017, and the statement of profit and loss including statement of other comprehensive income, the cash Flow statement and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The accompanying Ind AS financial statements have been prepared by the management, based on the audited financial statements of the Company for the financial year ended 31st March, 2017 prepared in accordance with the International Financial Reporting Standards, after making adjustments as were necessary under Ind AS and the Companies Act, 2013.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by The Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement and converted from IFRS to Ind AS.

Our audit involves performing procedures and applying our judgement as were necessary to obtain assurance that the Ind AS financial statements referred above are free from material misstatement and converted from IFRS to Ind AS correctly. We believe that the procedure we performed are sufficient and appropriate to provide a basis for our audit opinion.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Basis for Qualified Opinion

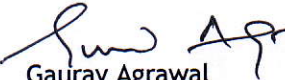
The underlying financial statements of the company for the financial year ended March 31, 2017 prepared in accordance with the applicable corporate law and International Financial Reporting Standards, have not been audited by us. We have relied upon such audited financial statements and statutory auditor report for the year ended March 31, 2017 provided to us by the management, for the purpose of expressing our audit opinion and have not performed detailed verification of the underlying transactions which have been covered by statutory auditor in course of their audit.

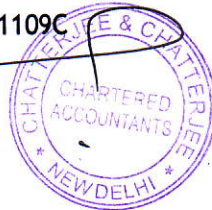
Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us *except for the effects of the matter(s) described in the basis for Qualified Opinion paragraph*, the financial statements give a true and fair view in conformity with accounting principles generally accepted in India:

- a) In the case of the Balance sheet, of the state of the affair of the company as at March 31, 2017.
- b) In case of the statement of the Profit and Loss, of the loss for the year ended on that date and
- c) In the case of the cash flow statement, of the cash flow for the year ended on that date.

For Chatterjee & Chatterjee
Chartered Accountants
Firm Registration Number: 001109C


Gaurav Agrawal
Partner
Membership no: 403788



Place: New Delhi
Date: May 12, 2017

GMR Infrastructure (UK) Limited
Balance sheet as at March 31, 2017 - Ind AS

	Notes	Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs	Ind AS April 1, 2015 Amount in Rs
ASSETS				
Non-current assets				
Property, plant and equipment	1			110,903,338
Non-current investments	2	3,724	4,395	4,256
		3,724	4,395	110,907,594
Current assets				
Financial assets				
Trade receivable	3	195,784	263,409	
Cash and cash equivalents	4	15,359,487	41,817,241	31,764,832
Other current assets	5	33,742,491	43,037,762	76,630,406
		49,297,762	85,118,412	108,395,238
TOTAL ASSETS		49,301,486	85,122,807	219,302,832
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	6	405,321,525	478,317,225	463,274,700
Other Equity	7	(376,359,979)	(394,555,378)	(267,719,550)
Total equity		28,961,546	83,761,847	195,555,150
Share application money pending allotment				
Liabilities				
Current liabilities				
Financial Liabilities				
Trade payables	9	972,853	979,070	13,532,060
Other financial liabilities	8	19,367,088	381,890	10,215,622
		20,339,941	1,360,960	23,747,682
		20,339,941	1,360,960	23,747,682
TOTAL EQUITY AND LIABILITIES		49,301,486	85,122,807	219,302,832

Summary of significant accounting policies

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

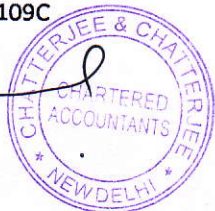
For Chatterjee & Chatterjee
Chartered Accountants
Firm Registration no : 001109C

Gaurav Agarwal

Gaurav Agarwal
Partner

Membership No: 403788

*New Delhi
12-5-2017*



For and behalf of Board of Directors
GMR Infrastructure (UK) Limited

[Signature]

Director

[Signature]

Director

GMR Infrastructure (UK) Limited

Statement of profit and loss for the year ended March 31, 2017

	Ind AS March 31, 2017 Amount In Rs	Ind AS March 31, 2016 Amount In Rs
Other Income	473,650	1,204,486
Total Income	473,650	1,204,486
Finance costs	104,169	113,461
Depreciation and amortisation expenses	-	116,269,987
Other expenses	80,890,834	111,795,846
Total Expenses	80,995,003	228,179,295
Profit/(loss) before exceptional items and tax from continuing operations	(80,521,353)	(226,974,809)
Exceptional items	-	-
Profit/(loss) before and tax from continuing operations	(80,521,353)	(226,974,809)
(1) Current tax	-	-
(2) Adjustment of tax relating to earlier periods	-	-
(3) Deferred tax	-	-
Less: Minimum Alternate Tax ('MAT') credit entitlement	-	-
Income tax expense	-	-
Profit/(loss) for the year from continuing operations	(80,521,353)	(226,974,809)
DISCONTINUED OPERATIONS		
Profit/(loss) before tax for the year from discontinued operations	-	(2,057,270)
Tax Income/ (expense) of discontinued operations	-	-
Loss from continuing operations	-	(2,057,270)
Loss for the year	(80,521,353)	(229,032,079)
OTHER COMPREHENSIVE INCOME		
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	(80,521,353)	(229,032,079)
Attributable to:		
Equity holders of the parent	-	-
Non-controlling interests	-	-
Earnings per share for continuing operations		
Basic, profit from continuing operations attributable to equity holders of the parent	-	-
Diluted, profit from continuing operations attributable to equity holders of the parent	-	-
Earnings per share for discontinued operations		
Basic, profit from continuing operations attributable to equity holders of the parent	-	-
Diluted, profit from continuing operations attributable to equity holders of the parent	-	-

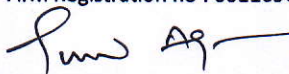
Summary of significant accounting policies

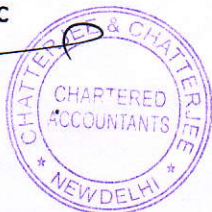
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The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Chatterjee & Chatterjee
Chartered Accountants
Firm Registration no : 001109C


Gaurav Agarwal
Partner
Membership No: 403788



New Delhi
12-5-2017

For and behalf of Board of Directors
GMR Infrastructure (UK) Limited


Director


Director

GMR INFRASTRUCTURE (UK) LIMITED
Cash flow statement for the year ended 31 March 2017

Particulars	Amount in INR	
	31-Mar-17	31 March 2016
Cash flow from/ (used in) operating activities		
Loss before tax from continuing operations	(80,521,353)	(226,974,809)
Loss before tax from discontinuing operations		(2,057,270)
	<u>(80,521,353)</u>	<u>(229,032,079)</u>
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortization expenses		116,269,987
Interest income	(39,272)	(83,921)
Loss/ (profit) on sale of fixed assets		1,637,323
Finance costs	104,169	113,461
Operating profit before working capital changes	<u>(80,456,456)</u>	<u>(111,095,228)</u>
Movements in working capital :		
Increase/ (Decrease) in trade payables, other liabilities and provisions	19,186,676	(23,157,809)
Decrease / (increase) in trade receivables	27,426	(263,409)
Decrease / (increase) short term loans and advances	2,727,304	36,080,833
Cash generated from / (used in) operations	<u>(58,515,050)</u>	<u>(98,435,613)</u>
Tax paid	-	0
Effect of exchange differences	224,348,129	(31,870,891)
Net cash flow from/ (used in) operating activities (A)	<u>165,833,079</u>	<u>(130,306,505)</u>
Cash flows from investing activities		
Purchase of fixed assets		
Proceeds from sale of fixed assets		12,192
Interest received	39,272	83,921
Effect of exchange differences	671	(7,016,303)
Net cash flow from/ (used in) Investing activities (B)	<u>39,942</u>	<u>(6,920,190)</u>
Cash flows from financing activities		
Effect of exchange difference	(230,241,113)	44,168,006
Share application money pending allotment	31,632,802	104,255,963
Interest paid	(104,169)	(113,461)
Net cash flow from/ (used in) in financing activities (C)	<u>(198,712,478)</u>	<u>148,310,508</u>
Net increase/ (decrease) in cash and cash equivalents (A + B + C)	<u>(32,839,457)</u>	<u>11,083,814</u>
Effect of exchange differences	6,381,704	(1,031,406)
Cash and cash equivalents at the beginning of the year	<u>41,817,240</u>	<u>31,764,832</u>
Cash and cash equivalents at the end of the year	<u>15,359,487</u>	<u>41,817,240</u>
Components of cash and cash equivalents		
Cash on hand	2,059.78	
With banks	15,357,427	41,817,241
Total cash and cash equivalents	<u>15,359,487</u>	<u>41,817,241</u>

For Chatterjee & Chatterjee
Chartered Accountants
Firm Registration no : 001109C

Gaurav Agarwal
Partner
Membership No: 403788

Place: New Delhi
Date: 12-5-2017



For and on behalf of Board of Directors
GMR Infrastructure (UK) Limited

Director

Director

GMR Infrastructure (UK) Limited
Balance sheet as at March 31, 2017 - Ind AS

1 Property, plant and equipment

Amount in Rs

	Plant & Machinery	Leasehold Improvement	Furnitures	Total
Gross block				
As at 1 April 2015	3,036,251	173,235,517	127,147	176,398,916
Additions				
Disposals	(2,595,156)		(135,190)	(2,730,346)
FCTR adjustments	173,749	5,624,956	8,044	5,806,749
As at March 31, 2016	614,844	178,860,473	1	179,475,318
Depreciation				
As at 1 April, 2015	951,425	64,525,567	18,586	65,495,578
Charge for the year	648,814	115,587,352	33,822	116,269,987
Disposals	(1,027,247)		(53,584)	(1,080,832)
FCTR adjustments	41,852	(1,252,445)	1,177	(1,209,416)
As at March 31, 2016	614,844	178,860,473	1	179,475,318
Net block				
As at 1 April, 2015	2,084,827	108,709,950	108,561	110,903,338
At 31 March 2016	0	0	(0)	0



GMR Infrastructure (UK) Limited
Notes to the financial statements as at March 31, 2017

2 Non current investments

Particulars	Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs	Ind AS April 1, 2015 Amount in Rs
Unquoted equity instruments			
Investment in associates (valued at cost)			
Equity Shares in GMR Infrastructure (Singapore) Pte Limited [SG\$ 100]	3,723.94	4,395.00	4256.3941
	3,723.94	4,395.00	4,256.39



GMR Infrastructure (UK) Limited
Notes to the financial statements as at March 31, 2017

3 Trade receivable

Other receivables

Secured, considered good
 Unsecured, considered good

Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
195,784	263,409
195,784	263,409

4 Cash and short-term deposits

Cash and cash equivalents

Balances with banks:
 – On current accounts
 – Cash on Hand

Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
15,357,427	41,817,241
2,060	
15,359,487	41,817,241

5 Other current assets

Loans and advances - Unsecured considered good
 Prepaid expenses
 Balances with statutory / government authorities

Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
31,291,226	43,037,762
2,451,265	
33,742,491	43,037,762



GMR INFRASTRUCTURE (UK) LIMITED
Notes to the financial statements

	Amount in INR		
	31 March 2017	31 March 2016	31 March 2015
6. Share capital			
Authorized shares (No.)			
5,010,000 equity shares (March 31, 2016: 5,010,000) of GBP 1 each	405,321,525	478,317,225	463,274,700
	<u>405,321,525</u>	<u>478,317,225</u>	<u>463,274,700</u>
Issued, subscribed and fully paid-up shares			
5,010,000 equity shares (March 31, 2016: 5,010,000) of GBP 1 each	405,321,525	478,317,225	463,274,700
	<u>405,321,525</u>	<u>478,317,225</u>	<u>463,274,700</u>
Total Issued, subscribed and fully paid-up share capital	<u>405,321,525</u>	<u>478,317,225</u>	<u>463,274,700</u>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31 March 2017		31 March 2016		31 March 2015	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
At the beginning of the period	5,010,000	478,317,225	5,010,000	463,274,700	5,010,000	499822650
Effect of exchange fluctuation		22,995,700		15,042,525		(36,547,950)
Outstanding at the end of the period	<u>5,010,000</u>	<u>405,321,525</u>	<u>5,010,000</u>	<u>478,317,225</u>		<u>463,274,700</u>

b) Terms/ rights attached to equity shares

The Company has only class equity shares having a par value of GBP 1 per share.

Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend in GBP. The dividend proposed by the Board of director is subject to the approval of the shareholder in ensuing Annual General meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

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

	31 March 2017	31 March 2016	31 March 2015
	No of Shares	No of Shares	No of Shares
GMR Infrastructure (Mauritius) Limited, the immediate holding company			
5,010,000 (March 31, 2015: 5,010,000) equity shares of GBP 1 each fully paid up	5,010,000	5,010,000	5,010,000

(d) Details of Share Holders Holding more than 5 % Shares in the Company

Name of Shareholders:	31 March 2017		31 March 2016		31 March 2015	
	In number	% holding	In number	% holding	In number	% holding
Equity shares of GBP 1 each fully paid						
GMR Infrastructure (Mauritius) Limited, the immediate holding company	5,010,000	100%	5,010,000	100%	5,010,000	100%



Notes to the financial statements as at March 31, 2017

7 Other equity

Foreign Currency Translation Gain/(Loss)

Exchange fluctuation reserve

Share application money pending allotment

Surplus in the statement of profit and loss

At 1 April 2016

(Loss)/Profit for the year

Net surplus in the statement of profit and loss as at 31st March, 2017

	Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
	63,593,893	(160,735,470)
	63,593,893	(160,735,470)
	904,765,747	1,030,378,357
	(1,264,198,266)	(1,035,166,187)
	(80,521,353)	(229,032,079)
	(1,344,719,618)	(1,264,198,266)
	(376,359,979)	(394,555,378)

8 Other financial liabilities

Current

Other payables

Total current other financial liabilities

	Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
	19,367,088	381,890
	19,367,088	381,890

9 Trade payables

Sundry Creditors

	972,853	979,070
	972,853	979,070

10 Other income

Interest income on

Bank deposits

Gain on account of foreign exchange fluctuations (net)

	Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
	39,272	83,921
	434,378	1,120,565
	473,650	1,204,486

11 Other expenses

Rent

Rates and taxes

Insurance

Repairs and maintenance

Others

Travelling and conveyance

Communication costs

Printing and stationery

Consultancy and professional fees

Exchange Loss

Miscellaneous expenses

	Ind AS March 31, 2017 Amount in Rs	Ind AS March 31, 2016 Amount in Rs
	76,055,236	104,936,355
	-	-
	-	11,110
	-	-
	-	1,434,390
	-	789,805
	268,836	731,501
	6,015	139,909
	3,154,569	2,115,748
	-	-
	1,406,178	1,637,028
	80,890,834	111,795,846



Notes to the financial statements as at March 31, 2017

12 Depreciation and amortization expense

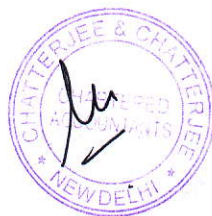
Depreciation of tangible assets

	Ind AS
March 31, 2017	March 31, 2016
Amount in Rs	Amount in Rs
	116,269,987
	116,269,987

13 Finance costs

Bank charges

	Ind AS
March 31, 2017	March 31, 2016
Amount in Rs	Amount in Rs
104,169	113,461
104,169	113,461



Related Party Transaction Details
For the year ended March 31, 2017

Balance Sheet

GMR Infrastructure (UK) Limited (GIUK)
Code : 66200

A. Loan taken from Group Companies / Share Application money refundable / Other Loans

SI No.	Inter Company	IC Code	Transaction Description	Main Head	Sub Head	Transaction Cl.	ICAAP Amount	Incl AS adjustment Amount	Total (ICAAP + Incl AS Adjustments)	DTL/(DTA) on Incl AS Adjustments
1	GMR Infrastructure (Mauritius) Limited (GIML)	0	Share Application Money	Share Application Money	Share Application Money-Equity	NA	904,765,746.62		904,765,746.62	

B. Share Capital

SI No.	Inter Company	IC Code	Transaction Description	Main Head	Sub Head	Transaction Cl.	ICAAP Amount	Incl AS adjustment Amount	Total (ICAAP + Incl AS Adjustments)	DTL/(DTA) on Incl AS Adjustments
1	GMR Infrastructure (Mauritius) Limited (GIML)	106230	Share Capital	Share capital	Equity issued and Subscribed fully paid-up	NA	405,321,525.00		405,321,525.00	

C. Investments in Group Companies / Share Application Money

SI No.	Inter Company	IC Code	Transaction Description	Main Head	Sub Head	Transaction Cl.	ICAAP Amount	Incl AS adjustment Amount	Total (ICAAP + Incl AS Adjustments)	DTL/(DTA) on Incl AS Adjustments
1	GMR Infrastructure (Singapore) Pte Limited (GISPL)	0	Non Current Investment	Non current investments	Non Current Investments - Groupco	NA	3,723.94		3,723.94	

For Charterjee & Charterjee
Firm registration number: 001109C
Chartered Accountants



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For and on behalf of the Board of Directors

[Handwritten signature]

Director
DIN: 0

Company Secretary
0

Related Party Transaction Details
For the year ended March 31, 2017

Profit & Loss

GMR Infrastructure (UK) Limited (GIUK)
Code : C6200

For Chatterjee & Chatterjee
Firm registration number: 001109C
Chartered Accountants



For and on behalf of the Board of Directors

A handwritten signature in black ink, appearing to be "S. R.", written over a faint circular stamp.

Director
DIN:

Company Secretary

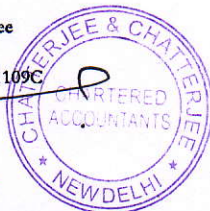
Amount in INR

Statement of Standalone Unaudited / Audited Financial Results for the Year Ended 31/03/2017			
	Particulars (Refer Notes Below)	Year ended	
		31-03-17	31-03-16
		Audited	Audited
1	Income from operations		
	(a) Sales/income from operations		
	(b) Other operating income		
	Total income from operations		
2	Expenses		
	(a) Cost of materials consumed		
	(a) Sub-contracting expenses		
	(c) Purchases of stock-in-trade		
	(d) Changes in inventories of finished goods, work-in-progress and stock-in-trade		
	(e) Employee benefits expense		
	(f) Depreciation and amortisation expense		116,269,987
	(g) Other expenses	80,890,834	113,853,116
	Total expenses	80,890,834	230,123,104
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(80,890,834)	(230,123,104)
4	Other income	473,650	1,204,486
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 ± 4)	(80,417,184)	(228,918,617)
6	Finance costs	104,169	113,461
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)	(80,521,353)	(229,032,079)
8	Exceptional items		
9	Profit / (Loss) from ordinary activities before tax (7 ± 8)	(80,521,353)	(229,032,079)
10	Tax expense / (credit)		
11	Net Profit / (Loss) from ordinary activities after tax (9 ± 10)	(80,521,353)	(229,032,079)
12	Share of profit / (loss) of associates*		
13	Minority interest *		
14	Net Profit / (Loss) after taxes minority interest and share of profit / (loss) of associates (11 ± 12 ± 13)	(80,521,353)	(229,032,079)
15	Other Comprehensive Income/ (expenses) (net of tax)		
16	Total Comprehensive income for the period (14 + 15)	(80,521,353)	(229,032,079)

For Chatterjee & Chatterjee
Chartered Accountants
Firm Registration no : 001109C

Gaurav Agarwal
Partner
Membership No: 403788

12-5-2017



For and behalf of Board of Directors
GMR Infrastructure (UK) Limited

Director

Director