DRAFT RED HERRING PROSPECTUS
Dated: April 30, 2018
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

G R INFRAPROJECTS LIMITED

Our Company was incorporated as 'G. R. Agarwal Builders and Developers Limited' on December 22, 1995 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the Registrar of Companies, Rajasthan at Jaipur ("**RoC Rajasthan**") on January 3, 1996. The name of our Company was changed to 'G R Infraprojects Limited' vide a resolution passed by our Shareholders on August 24, 2007. A fresh certificate of incorporation pursuant to change of name was issued by the RoC Rajasthan on August 31, 2007. For further details of change in name and registered office of our Company, see "*History and Corporate Structure*" on page 216.

Registered Office: Revenue Block No.-223, Old survey No. 384/1, 384/2, Paiki and 384/3, Khata No.-464, Kochariya, Ahmedabad, Gujarat – 382 220, India
Corporate Office: Novus Tower, Second Floor, Plot No. 18, Sector 18, Gurugram, Haryana - 122 015, India
Contact Person: Sudhir Mutha, Company Secretary and Compliance Officer; **Tel**: +91 294 248 7370; **Fax**: +91 294 248 7749
Email: cs@grinfra.com; **Website**: www.grinfra.com
Corporate Identity Number: U45201GJ1995PLC098652

OUR PROMOTERS: VINOD KUMAR AGARWAL, AJENDRA AGARWAL, PURSHOTTAM AGARWAL AND LOKESH BUILDERS PRIVATE LIMITED

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (THE "EQUITY SHARES") OF G R INFRAPROJECTS LIMITED, (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹ 5,000 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 11,225,343 EQUITY SHARES CONSISTING OF UP TO 745,860 EQUITY SHARES BY VINOD KUMAR AGARWAL AND 745,860 EQUITY SHARES BY LOKESH BUILDERS PRIVATE LIMITED (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS"), 6,597,080 EQUITY SHARES BY INDIA BUSINESS EXCELLENCE FUND I AND 2,144,543 EQUITY SHARES BY INDIA BUSINESS EXCELLENCE FUND, (THE "INVESTOR SELLING SHAREHOLDERS") AND 992,000 EQUITY SHARES BY THE OTHER SELLING SHAREHOLDERS (AS DEFINED HEREINAFTER) (THE INVESTOR SELLING SHAREHOLDERS, THE PROMOTER SELLING SHAREHOLDER AND THE OTHER SELLING SHAREHOLDERS COLLECTIVELY, THE "SELLING SHAREHOLDERS"), AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"). THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES (CONSTITUTING UP TO [●]% OF OUR POST-OFFER PAID-UP SHARE CAPITAL) FOR PURCHASE BY ELIGIBLE EMPLOYEES (AS DEFINED IN "DEFINITION AND ABBREVIATIONS") (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER", AGGREGATING UP TO [●] EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]% RESPECTIVELY, OF THE FULLY DILUTED POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND WILL BE DECIDED BY OUR COMPANY AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED AT LEAST FIVE (5) WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN [●] EDITION OF ENGLISH NATIONAL DAILY NEWSPAPER [●], [●] EDITION OF THE HINDI NATIONAL DAILY NEWSPAPER [●], AND [●] EDITION OF THE GUJARATI DAILY NEWSPAPER [●], GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED, EACH OF WIDE CIRCULATION, AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED ("SEBI ICDR REGULATIONS").

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

In case of revision in the Price Band, the Bid/Offer Period will be extended by at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the Book Running Lead Managers ("**BRLMs**") and at the terminals of the Syndicate Members.

In terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), the Net Offer shall be for at least 10% of the post-Offer paid-up equity share capital of our Company. The Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations wherein 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer will be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"), to participate in the Offer. For details, see "*Offer Procedure*" on page 530.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there is no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Offer Price (determined and justified by our Company and the Investor Selling Shareholders in consultation with the BRLMs as stated under "*Basis for Offer Price*" on page 132) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of investors is invited to see "*Risk Factors*" beginning on page 19.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each Selling Shareholder accepts responsibility only for statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus with respect to itself and the Equity Shares offered by it in the Offer for Sale, and that such statements are true, complete and correct in all material respects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company or the other Selling Shareholders in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received an 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to the letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 634.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
HDFC BANK We understand your world	IDFC IDFC BANK	MOTILAL OSWAL Investment Banking	YES SECURITIES	KARVY Computershare
HDFC BANK LIMITED Investment Banking Group Unit No 401 & 402, 4th Floor Tower B Peninsula Business Park Lower Parel, Mumbai - 400 013 Maharashtra, India **Tel**: +91 22 3395 8021 **Fax**: +91 22 3078 8584 **Email**: gril.ipo@hdfcbank.com **Investor grievance email**: investor.redressal@hdfcbank.com **Website**: www.hdfcbank.com **Contact** Person: Rakesh Bhunatar/ Sakshi Jain **SEBI Registration No.**: INM000011252	**IDFC BANK LIMITED** Naman Chambers, C-32 G Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 Maharashtra, India **Tel**: +91 22 7132 5500 **Fax**: +91 22 4222 2088 **E-mail**: grinfra.ipo@idfcbank.com **Investor grievance E-mail**: mb.ig@idfcbank.com **Website**: www.idfcbank.com **Contact Person**: Gaurav Goyal **SEBI Registration No.**: MB/INM000012250	**MOTILAL OSWAL INVESTMENT ADVISORS LIMITED**[(1)] Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot Prabhadevi, Mumbai - 400 025 Maharashtra, India **Tel**: +91 22 3846 5541 **Fax**: +91 22 3980 4315 **Email**: gril.ipo@motilaloswal.com **Investor grievance email**: moiaplredressal@motilaloswal.com **Website**: www.motilaloswalgroup.com **Contact Person**: Keyur Desai/Kristina Dias **SEBI Registration No.**: INM000011005	**YES SECURITIES (INDIA) LIMITED** IFC, Tower 1 & 2, Unit no. 602 A 6th Floor, Senapati Bapat Marg Elphinstone (West), Mumbai – 400 013 Maharashtra, India **Tel:** +91 22 3012 6919 **Fax:** +91 22 2421 4508 **E-mail**: grinfraipo@yessecuritiesltd.in **Investor grievance email**: igc@yessecuritiesltd.in **Website**: www.yesinvest.in **Contact Person**: Pratik Pednekar **SEBI Registration No**: MB/INM000012227	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India **Tel:** +91 40 6716 2222 **Fax:** +91 40 2343 1551 **Email:** einward.ris@karvy.com **Investor grievance email:** gril.ipo@karvy.com **Website:** www.karisma.karvy.com **Contact Person:** M Murali Krishna **SEBI Registration No:** INR000000221

BID /OFFER PERIOD

BID/OFFER OPENS ON:	[●][(2)]	**BID/OFFER CLOSES ON:**	[●][(3)]

(1) *In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in the marketing of the Offer.*

(2) *Our Company and the Investor Selling Shareholders may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one (1) Working Day prior to the Bid/ Offer Opening Date.*

(3) *Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Red Herring Prospectus, and references to any statute or regulations or acts or policies shall include amendments thereto, from time to time. The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

General Terms

Term	Description
Company/our Company/GRIL/ Issuer	G R Infraprojects Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Revenue Block No.-223, Old survey No. 384/1, 384/2, Paiki and 384/3, Khata No.-464, Kochariya, Ahmedabad – 382 220
We/us/our	Unless the context otherwise indicates or implies, refers to our Company on a consolidated basis together with the Subsidiaries and Joint Ventures

Company Related Terms

Term	Description
Articles/ Articles of Association	Articles of association of our Company, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013
Auditor/Statutory Auditor	The statutory auditor of our Company, B S R & Associates LLP, Chartered Accountants
Board / Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Compliance Officer	Our company secretary who has been appointed as the compliance officer of our Company
Corporate Office	Our corporate office located at Novus Tower, Second Floor, Plot no 18, Sector 18, Gurugram, Haryana, 122 015
Corporate Social Responsibility Committee	The committee of the Board of Directors constituted as our Company's corporate social responsibility committee in accordance with the Companies Act, 2013
Debt Listing Agreement	The listing agreements entered into by our Company with the NSE in relation to the listed NCDs
Director(s)	The director(s) on the Board of our Company, unless otherwise specified
EPC Business	The revenue from our civil construction business
Equity Shares	Equity shares of our Company of face value of ₹ 5 each
ESOP Plan	The employee stock option plan of our Company, namely 'Employee Stock Option Plan 2016'.
GASHPL	One of our Subsidiaries,GR Akkalkot Solapur Highway Private Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
GDHPL	One of our Subsidiaries, GR Gundugolanu Devarapalli Highway Private Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
GPEL	One of our Subsidiaries, GR Phagwara Expressway Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
GRBC	GR Building and Construction Nigeria Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
GRIL(N)	G R Infrastructure Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
GRIPL	G R Infratech Private Limited.
Group	G R Infraprojects Limited, its subsidiaries and joint ventures, on a consolidated basis
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see "*Our Group Companies*" on page 254
GSSHPL	One of our Subsdiaries, GR Sangli Solapur Highway Private Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
IPO Committee	The committee of the Board of Directors as described in "*Our Management*" on page 231
Jodhpur Pokaran Project	Two laning with paved shoulders of Jodhpur – Pokharan section of NH-114 from Km. 11.000 to Km. 101.400 and from Km.126.500 ro Km. 175.433 in the state of Rajasthan on EPC Mode under Phase IV.

Term	Description
Joint Venture(s)	The joint ventures of our Company. For details, see "*Our Subsidiaries and Joint Ventures*" on page 223
Key Management Personnel/KMP	Those individuals described in "*Our Management – Key Management Personnel*" on page 244
LBPL	Our corporate Promoter, Lokesh Builders Private Limited. For further details, see "*Our Promoters and Promoter Group*" on page 248
Listed 2015 NCDs	The secured, rated, listed, redeemable, non-convertible debentures of our Company of face value of ₹ 1.00 million, bearing a coupon rate of 11.40% per annum
Listed 2016 NCDs	The listed, senior, secured, redeemable non-convertible debentures of our Company of face value of ₹ 1.00 million, bearing a coupon rate of 10.50% per annum
Memorandum/ Memorandum of Association	Memorandum of association of our Company, as amended from time to time
NCDs	Collectively, the Listed 2015 NCDs, Listed 2016 NCDs and Unlisted 2018 NCDs.
NCLT Order	Order dated February 22, 2018 of the NCLT, Ahmedabad for approval of the Scheme
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as our Company's nomination and remuneration committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013
NMHPL	One of our Subsidiaries, Nagaur Mukundgarh Highways Private Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
Order Book	Our Company's order book as of a particular date comprises the estimated revenues from the unexecuted portions of all our existing contracts.
PDEPL	One of our Subsidiaries, Porbandar Dwarka Expressway Private Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
Promoters	The promoters of our Company, namely, Vinod Kumar Agarwal, Ajendra Agarwal, Purshottam Agarwal and Lokesh Builders Private Limited
Promoter Group	The persons and entities constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations. For details of our Company's Promoter Group, see "*Our Promoters and Promoter Group*" on page 251
Reengus Sikar Project	Four laning of Reengus to Sikar section from km 298.075 near Madhopura Junction to km 341.047 (after Sikar Town) of NH – 11 (proposed chainage being km. 298.075 to km. 341.962 design length being 43.887 km.) in the state of Rajasthan on BOT (Annuity) project on DBFOT pattern under NHDP Phase III. For further details, see "*Our Business*" on page 190
Registered Office	The registered office of our Company, situated at Revenue Block No.-223, Old survey No. 384/1, 384/2, Paiki and 384/3, Khata No.-464, Kochariya, Ahmedabad – 382 220, Gujarat, India
RoC	Registrar of Companies, Gujarat, located at Ahmedabad
RoC Rajasthan	Registrar of Companies, Rajasthan, located at Jaipur
Restated Consolidated Financial Statements	Restated consolidated summary statement of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and December 31, 2017 and restated consolidated summary statement of profit and loss (including other comprehensive income, as applicable), restated consolidated summary statement of changes in equity and restated consolidated summary statement of cash flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the nine months period ended December 31, 2017 of our Company, its subsidiaries and its joint ventures read along with all the notes thereto and included in "*Financial Statements*" on page 346
Restated Financial Statements	Collectively, the Restated Standalone Financial Statements and Restated Consolidated Financial Statements
Restated Standalone Financial Statements	Restated standalone summary statement of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and December 31, 2017 and restated standalone summary statement of profit and loss (including other comprehensive income, as applicable), restated standalone summary statement of changes in equity and restated standalone summary statement of cash flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the nine months period ended December 31, 2017 of our Company and its joint operations and read along with all the notes thereto and included in "*Financial Statements*" beginning on page 261
RSEL	One of our Subsidiaries, Reengus Sikar Expressway Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
Scheme	Scheme for amalgamation of GRIPL into our Company. For details, see "*History and Corporate Structure*" on page 221
SEL	One of our erstwhile Subsidiaries, Shillong Expressway Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223
Shareholders	Shareholders of our Company, from time to time
Shillong Bypass Project	Two laning of Shillong bypass connecting NH-40 and NH-44 from km. 61.80 of

Term	Description
	NH-40 to km. 34.85 of NH-44 in the state of Meghalaya on DBFOT pattern under the SARDP-NE on annuity basis. For further details, see "*Our Business*" on page 190
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations
Subsidiaries	The subsidiaries of our Company namely, Reengus Sikar Expressway Limited, GR Phagwara Expressway Limited, Nagaur Mukundgarh Highways Private Limited, Varanasi Sangam Expressway Private Limited, Porbandar Dwarka Expressway Private Limited, GR Gundugolanu Devarapalli Highway Private Limited, GR Akkalkot Solapur Highway Private Limited, GR Sangli Solapur Highway Private Limited, GR Building and Construction Nigeria Limited and G R Infrastructure Limited. For details, see "*Our Subsidiaries and Joint Ventures*" beginning on page 223
Unlisted 2018 NCDs	The senior, secured, redeemable non-convertible debentures of our Company of face value of ₹ 1.00 million, bearing a coupon rate of 7.85% per annum
VSEPL	One of our Subsidiaries, Varanasi Sangam Expressway Private Limited. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223

Offer Related Terms

Term	Description
Allot/Allotment/Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, with a minimum Bid of ₹ 100.00 million, in accordance with the SEBI ICDR Regulations
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investor in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs on the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Offer Period	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any bids from Anchor investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price, but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Portion, consisting of [●] Equity Shares, which may be allocated by our Company and Investor Selling Shareholders in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
ASBA Bidder	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the

Term	Description
	Offer and which is described in "*Offer Procedure- Allotment Procedure and Basis of Allotment*" on page 565
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than Anchor Investor) pursuant to submission of the Bid cum Application Form, or during the Anchor Investor Bid/Offer Period by the Anchor Investors, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder/blocked in the ASBA Account on submission of a bid in the Offer.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper and [●] edition of the Gujarati daily newspaper [●] (Gujarati being the regional language of the State where our Registered Office is located), each with wide circulation and in case of any revision
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting ASBA Bids for the Offer, which shall be notified in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Gujarati daily newspaper [●] (Gujarati being the regional language of the State where our Registered Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective investors can submit their Bids, including any revisions thereof. Our Company in consultation with the BRLMS, may consider closing the Bid/Offer Period for QIBs one (1) Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
Bid Lot	[●] Equity Shares. The minimum Bid Lot for the Offer will be decided by our Company in consultation with the Book Running Lead Managers and will be advertised, at least five (5) Working Days prior to the Bid/Offer Opening Date, in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Gujarati daily newspaper [●] (Gujarati being the regional language of the State where our Registered Office is located), each with wide circulation
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com)
BRLMs/Book Running Lead Managers	The book running lead managers to the Offer, being HDFC Bank Limited, IDFC Bank Limited, Motilal Oswal Investment Advisors Limited and YES Securities (India) Limited. In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in the marketing of the Offer
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above

Term	Description
	which no Bids will be accepted
Cash Escrow Agreement	Agreement to be entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Refund Banker and the Public Offer Bank(s) for collection of the Bid Amounts from the Anchor Investors, transfer of funds from the Escrow Account to the Public Offer Account and where applicable, refunds of the amounts collected from the Bidders, on the terms and conditions thereof
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Offer with the BRLMs, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www/sebi.gov.in
Cut-off Price	The Offer Price, finalised by our Company and the Investor Selling Shareholders in consultation with BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders and Eligible Employees bidding under the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 200,000) are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation and bank account details
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by SCSBs as the case may be, to the Public Offer Account or the Refund Account, as appropriate in terms of the Red Herring Prospectus and the Prospectus, and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries	Syndicate, sub-syndicate, SCSBs, Registered Brokers, the CDPs and RTAs, who are authorised to collect ASBA Forms from the Bidders, in relation to the Offer
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm)
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable =6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated April 30, 2018 issued in accordance with the SEBI ICDR Regulations
Eligible Employee(s)	A permanent and full-time employee of our Company or its Subsidiaries (excluding such employee not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of registration of the Red Herring Prospectus with the RoC, who are Indian nationals and are based, working and present in India and continued to be on the rolls of our Company or its Subsidiaries as on the date of submission of their ASBA Form and Allotment
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating to [●] million, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	Account(s) opened for the Offer with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue or transfer money through direct

Term	Description
	credit/NECS/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●]
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchanges in relation to our Equity Shares
First Bidder	The Bidder whose name appears first in the Bid cum Application Form in case of a joint Bid and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of up to [●] Equity Shares aggregating up to ₹ 5,000 million by our Company
General Information Document/GID	The General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circulars (CIR/CFD/POLICYCELL/III/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, suitably modified and included in "*Offer Procedure*" on page 544
India Business Excellence Fund/IBEF	A unit scheme of Business Excellence Trust, a venture capital fund registered under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 and represented by its trustee, Vistra ITCL (India) Limited), having its registered office at IL&FS Financial Center, 7th Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India
India Business Excellence Fund I/IBEF I	A public limited life company organised under the laws of the Republic of Mauritius and having its registered office at Suite 304, Third Floor, NG Tower, Cyber City, Ebene, Mauritius
Investor Selling Shareholders	Shall collectively mean: (i) India Business Excellence Fund I; and (ii) India Business Excellence Fund
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	At least 5% of the QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of Offer related expenses. For further information about the Offer related expenses, see "*Objects of the Offer*" on page 119
Net Offer	The Offer less the Employee Reservation Portion
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for the Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Net Offer being not less than 15% of the Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Offer	Public issue of up to [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale. Offer comprises the Net Offer and the Employee Reservation Portion
Offer Agreement	The agreement dated April April 30, 2018 between our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price at which the Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs, on the Pricing Date. Unless otherwise stated or the context otherwise implies, the term Offer Price refers to the Offer Price applicable to investors other than Anchor Investors
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to the Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 119
Offer for Sale	The offer for sale of up to 11,225,343 Equity Shares by the Selling Shareholders aggregating to up to ₹ [●] million, comprising of such number of Equity Shares by each of the Selling Shareholders as set out in "*The Offer*" on page 93

Term	Description
Other Selling Shareholders	Shall collectively mean: (i) Kandoi Fabrics Private Limited, a private limited company incorporated under Companies Act, 1956, having its registered office at 406, 4th Floor, 33-A, Lotus House, New Marine Lines, Mumbai, Maharashtra 400 020, India; and (ii) Pradeep Kumar Agarwal.
Price Band	Price Band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price), including any revisions thereof. The Price Band will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs and will be advertised, at least five (5) Working Days prior to the Bid/Offer Opening Date, in [●] edition of English national daily newspaper [●], [●] edition of Hindi national daily newspaper and [●] edition of Gujarati daily newspaper [●], Gujarati being the regional language of Gujarat, where our Registered Office is located, each of wide circulation
Pricing Date	The date on which our Company and the Investor Selling Shareholders, in consultation with BRLMs will finalise the Offer Price
Promoter Selling Shareholders	Lokesh Builders Private Limited and Vinod Kumar Agarwal
Prospectus	The Prospectus to be filed with the RoC in accordance with section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined through the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Account opened with the Public Offer Bank(s) to receive monies from the Escrow Account(s) and to which the funds shall be transferred by the SCSBs from the ASBA Accounts of the successful Allottees, on or after the Designated Date
Public Offer Bank(s)	Bank(s) with whom the Public Offer Account for collection of bidding amount from Escrow Account(s) and ASBA Accounts of the successful Allottees will be opened
QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) amounting to 50% of the Offer being [●] Equity Shares, which shall be available for allocation to QIBs, including the Anchor Investors
Qualified Institutional Buyers/QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations. FVCIs registered with SEBI and multilateral and bilateral development financial institutions are not permitted to participate in the Offer
Red Herring Prospectus/RHP	The Red Herring Prospectus to be issued in accordance with section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, and includes any addenda and corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three (3) Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Banker, from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Banker	[●]
Refunds through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Brokers	Stock brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar Agreement	The agreement dated April 26, 2018 between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents/RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Offer/Registrar	Registrar to the Offer, in this case being, Karvy Computershare Private Limited
Retail Individual Bidder(s)	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Net Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidder(s) subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Retail Individual Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Forms or any previous revision

Term	Description
	form(s) before closure of the Offer. Kindly note that QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bid (in terms of quality of Equity Shares or the Bid Amount) at any stage, once submitted
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from, time to time
Share Escrow Agent	[●]
Share Escrow Agreement	Agreement to be entered into amongst the Selling Shareholders, our Company, the BRLMs and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Selling Shareholders	The Promoter Selling Shareholders, the Investor Selling Shareholders and Other Selling Shareholders
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Stock Exchanges	BSE and NSE
Syndicate Agreement	The agreement to be entered into amongst the BRLMs, the Syndicate Members, the Registrar to the Offer, our Company and the Selling Shareholders in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate/ members of the Syndicate	BRLMs and the Syndicate Members
Systemically Important Non-Banking Financial Companies	A non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹ 5,000 million as per its last audited financial statements
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	BRLMs and the Syndicate Members
Underwriting Agreement	The agreement amongst the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date
Working Days	"Working Day", with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Industry Related Terms

Term	Description
ACP	Aluminium Composite Panel
AVVNL	Ajmer Vidyut Vitran Nigam Limited
BOQ	Bill of Quantities
BOT	Build, operate and transfer
BTKM	Billion-tonne-km
BTLO	Build-transfer-lease-operate
BOO	Build-operate-own
BSRDC	Bihar State Road Development Corporation
CARE	Credit Analysis and Research Limited
CCEA	Cabinet Committee on Economic Affairs
CRF	Central Road Fund
CRMB	Crumb Rubber Modified Bitumen
COD	Commerical Operation Date
DBFOT	Design, Build, Finance, Operate and Transfer
DBM	Dense bituminous macadam
DFC	Dedicated Freight Corridor
EPC	Engineering, procurement and construction
ERP	Enterprise Resource Planning
GoR	Government of Rajasthan
GPS	Global Positioning System
GQ	Golden Quadrilateral
HAM	Hybrid Annuity Model
HAM Payments	The (i) annuity payments, (ii) interest payments; and (iii) operation and maintenance

Term	Description
	payments made pursuant to a HAM project.
HCL	Hydrochloric Acid
HSR	High Speed Rail
INVIT	Infrastructure Investment Trust
ISA	Indian Standard Equal/Unequal Angle
ISMC	Indian Standard Medium Channel
JBIC	Japanese Bank of International Cooperation
LSTK	Lump Sum Turnkey
MCA	Model Concession Agreement
MIS	Management Information System
MPRDC	Madhya Pradesh Road Development Corporation
MoRD	Ministry of Rural Development
MoRTH	Ministry of Road, Transport and Highways
MS	Mild Steel
NH	National Highway
NHAI	National Highways Authority of India
NHDP	National Highway Development Program
NHIDCL	National Highways and Infrastructure Development Corporation
NITI	National Institution for Transforming India
O&M	Operations and Maintenance
OEM	Original Equipment Manufacturer
OMT	Operate, Maintain and Transfer
PMB	Polymer Modified Bitumen
PMGSY	Pradhan Mantri Gram Sadak Yojana
PMT	Project Management team
PPP	Public Private Partnership
PWD	Public Works Department
RFP	Request for Proposal
ROB	Road Over Bridge
RRP-I	Road Requirement Plan-I
RSRDC	Rajasthan State Road Development Corporation
SAP-ERP	SAP - Enterprise Resource Planning
SARDP-NE	Special Accelerated Development Programme for North-Eastern region
SBS	Styrene-Butadiene-Styrene
SH	State Highway
SPV	Special Purpose Vehicle
TOT	Toll, operate and Transfer
UNCITRAL	United Nations Commission on International Trade Law
VG	Viscosity Grade
y-o-y	Year Over Year
WIM	Weigh-in-motion
WMM	Wet mix macadam

Conventional Terms/ Abbreviations and Reference to Other Business Entities

Term	Description
A/c	Account
ADB	Asian Development Bank
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/Accounting Standards	Accounting Standards issued by the ICAI
AY	Assessment Year
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year	Unless the context requires, shall refer to the 12 month period ending December 31, of the year
Category III foreign portfolio investor(s)/ Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited

Term	Description
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate identity number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Bidder's beneficiary account
Companies Act/Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections
CRISIL	CRISIL Limited
CRISIL Report	Report titled "Industry Report on Infrastructure" dated March 2018, issued by CRISIL Research
CRISIL Research	A division of CRISIL
CSO	Central Statistics Office
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
EBITDA	Profit (loss) before tax plus depreciation and amortization expenses plus finance costs
ECS	Electronic Clearing Service
EGM	Extraordinary General Meeting
Electricity Act	Electricity Act, 2003
EPS	Earnings Per Share i.e., profit after tax for a Fiscal divided by the outstanding number of equity shares at the end of that Fiscal
ESOP	Employee Stock Option Plan
FCNR	Foreign currency non-resident
Factories Act	Factories Act, 1948
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIFO	First in first out
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal/ fiscal/ FY	Period of twelve months ended March 31 of that particular year
FVCI	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods and Services Tax
HNI	High Networth Individual
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards issued by International Accounting Standards Board
Ind AS	The Indian Accounting Standards referred to in and notified by the Ind AS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IT	Information Technology
I.T. Act	The Income Tax Act, 1961
ITAT	Income Tax Appellate Tribunal
km	Kilometre
kWh	Kilowatt hour
LC	Letter of Credit
LLP Act	Limited Liability Partnership Act, 2008
LWE	Left-Wing Extremism
MCLR	Marginal Cost of Funds based Lending Rate
Mn / mn	Million
mm	Millimetre
MOEF	Ministry of Environment and Forests

Term	Description
MICR	Magnetic ink character recognition
MoU	Memorandum of Understanding
MT	Metric ton
MW	Megawatt
N.A.	Not applicable
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net Asset Value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued equity shares
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NGO	Non-Governmental Organisation
Notified Sections	The sections of the Companies Act, 2013 that have been notified as having come into effect prior to the date of this Draft Red Herring Prospectus
NOC	No Objection Certificate
NR/Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI.
NRE Account	Non Resident External Account
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OHSAS	Occupational Health and Safety Advisory Services
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	Per annum
P&L	Profit and loss
P/E Ratio	Price/earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
PAT	Profit after tax
PIO	Persons of Indian Origin
QE	Quarter ended
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
RONW	Return on Net Worth
Rupees / Rs. / ₹ / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SBI	State Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations

Term	Description
Securities Act	United States Securities Act of 1933
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SIDBI	Small Industries Development Bank of India
Sq. Ft./sq. ft.	Square feet
State Government	The Government of a state in India
Sec.	Section
SEZ	Special Economic Zone
Stamp Act	The Indian Stamp Act, 1899
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
T.P. Act	Transfer of Property Act, 1882
UIN	Unique Identification Number
US / USA	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD / US$	United States Dollars
VCF(s)	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

Notwithstanding the foregoing, terms in "*Statement of Tax Benefits*", "*Financial Statements*", "*Outstanding Litigation and Material Developments",* "*Offer Procedure – Part B - General Information Document for Investing in Public Issues*" and "*Main Provisions of Articles of Association*" on pages 136, 260, 488, 544 and 576, respectively, shall have the meaning given to such terms in such sections.

CERTAIN CONVENTIONS: PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India, all references to the "U.S.", "U.S.A." or the "United States" are to the United States of America. All references to "Nigeria" are to the Federal Republic of Nigeria.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise, financial data included in this Draft Red Herring Prospectus is derived from the Restated Financial Statements of our Company, prepared in accordance with Ind AS and the Companies Act, 1956 and / or Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations, as stated in the report of the Auditors. Certain other financial information pertaining to our Group Companies is derived from their respective financial statements. The Restated Financial Statements have been included in "*Financial Statements*" beginning on page 260.

Our Company's financial year commences on April 1 and ends on March 31 of the next year, so all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

There are significant differences between Ind AS, U.S. GAAP and IFRS. The reconciliation of the financial information to IFRS or U.S. GAAP financial information has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act, the SEBI ICDR Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 19, 190 and 439 respectively, have been calculated on the basis of the Restated Financial Statements prepared in accordance with Ind AS and the Companies Act, 1956 to the extent applicable and the Companies Act, 2013 to the extent enforced and restated in accordance with the SEBI ICDR Regulations. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points. However, certain figures in percentage and certain figures not derived from our Restated Financial Statements (including in "*Summary of Industry*", "*Industry Overview*" and "*Our Business*") have been rounded off to one decimal point. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Our Company's Order Book as of a particular date comprises the estimated revenues from the unexecuted portions of all our existing contracts. Our Company's Order Book is not audited and does not necessarily indicate our future earnings.

EBITDA is calculated as our profit (loss) before tax plus depreciation and amortization expenses plus finance costs. EBITDA is included as supplemental disclosure because we believe it is a useful indicator of our operating performance. Derivations of EBITDA are well-recognized performance measurements that are frequently used by companies, investors, securities analysts and other interested parties in comparing the operating performance of companies in our industry. We also believe EBITDA is useful for evaluating performance of our senior management team.

However, because derivations of EBITDA is not determined in accordance with Ind AS, such measures are susceptible to varying calculations, and not all companies calculate the measures in the same manner. As a result, derivations of EBITDA as presented may not be directly comparable to similarly titled measures presented by other companies.

This non-Ind AS GAAP financial measure has limitations as an analytical tool. Some of these limitations are: they do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments; they do not reflect changes in, or cash requirements for, our working capital needs; they do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; although depreciation and amortization are noncash charges, the assets being depreciated and amortized will often have to be replaced in the future, and these measures do not reflect any cash requirements for such replacements; and other companies in our industry may calculate EBITDA differently than we do, limiting their usefulness as a comparative measure. Because of these limitations, EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with Ind AS.

Industry and Market Data

The sections titled "*Summary of Industry*" and "*Industry Overview*" quotes and otherwise includes information from the CRISIL Report, prepared by CRISIL Research and commissioned by us for the purposes of this Draft Red Herring Prospectus. We commissioned CRISIL Research to provide an independent assessment of the opportunities, dynamics and competitive landscape of the markets in India for the business we are engaged in. CRISIL Research has issued the CRISIL Report with the following disclaimer:

CRISIL Research, a division of CRISIL Limited (CRISIL), has taken due care and caution in preparing the CRISIL Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / CRISIL Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / CRISIL Report. The CRISIL Report is not a recommendation to invest / disinvest in any entity covered in the CRISIL Report and no part of the CRISIL Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of the CRISIL Report. Without limiting the generality of the foregoing, nothing in the CRISIL Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Our Company will be responsible for ensuring compliances and consequences of non-compliances for use of the CRISIL Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in the CRISIL Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of the CRISIL Report may be published / reproduced in any form without CRISIL's prior written approval.

Except for the CRISIL Report, we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that derived from the CRISIL Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 19. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in this Draft Red Herring Prospectus has been obtained or derived from the CRISIL Report which may differ in certain respects from our Restated Consolidated Financial Statements as a result of, *inter alia*, the methodologies used in compiling such data. Accordingly, no investment decision should be made based on such information.

In accordance with the SEBI ICDR Regulations, the section titled "*Basis for the Offer Price*" on page 132 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs have independently verified such information.

Currency and Units of Presentation

All references to "**Rupees**", "**₹**" or "**Rs**." or "**INR**" are to Indian Rupees, the official currency of the Republic of India. All references to "**USD**" or "**$**" or United States Dollars are to the official currency of the United States of America and all reference to "**NGN**" or "**Naira**" are to the official currency of the Federal Republic of Nigeria.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000. All the numbers in the document, have been presented in million or in whole numbers where the numbers have been too small to present in millions.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that those currency amounts could have been, or can be, converted into Indian Rupees at any particular conversion rate.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and various other currencies.

(*In ₹*)

Currency	Exchange rate as on					
	March 31, 2013[(1)]	March 31, 2014[(2)]	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018[(3)]
1 US$	54.39	60.10	62.59	66.334	64.84	65.04
1 NGN	0.34	0.36	0.31	0.33	0.20	0.18

Source: RBI reference rate for US Dollars and www.xe.com for NGN
Note: Exchange rate is rounded off to two decimal places

(1) *Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, Saturday and public holiday respectively.*

(2) *Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.*

(3) *Exchange rate as on March 28, 2018, as RBI Reference Rate is not available for March 31, 2018 which was a Saturday, and March 30, 2018 and March 29, 2018, which were public holidays.*

Such conversions should not be considered as a representation that such currency amounts have been, could have been or could be converted into Rupees at any particular rate, the rates stated above or at all.

Definitions

For definitions, see "*Definitions and Abbreviations*" on page 2.

FORWARD-LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. The investors can generally identify forward looking statements by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “will likely result”, or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in India and our ability to respond to them, our ability to successfully implement our strategy, our development plan, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas, which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- General economic and business conditions and level of investment and activity in the infrastructure development and construction sector in India;
- Inability to identify or acquire new projects or win bids for new projects;
- Changes in Government policies and budgetary allocations for investments in road infrastructure;
- Delays, modifications or cancellations of projects included in our Order Book and our future projects;
- Non-compliance with specific obligations under the financing agreements of our Company and our Subsidiaries;
- Delays in completion of construction of current and future projects leading to termination of concession agreements or leading to cost overruns;
- Lower than expected returns on our investment in BOT projects;
- Ability to obtain financing in order to meet our capital expenditure requirements and pursue our growth strategy;
- Inability to obtain and retain adequate numbers of skilled and qualified employees in addition to other manpower that we require for our projects;
- Failure to commence operations of our projects as expected or failure of our clients to permit us to commence work on these projects;
- Certain inherent construction, financing and operational risks in relation to the projects that we undertake;
- The monetary and interest policies of India, inflation, deflation, unanticipated turbulence in interest rates;
- Foreign exchange rates, equity prices or other rates or prices;
- The performance of the financial markets in India;
- The ability to successfully implement our strategy;
- Changes in political conditions in India;
- Our dependence on our Promoters, Key Management Personnel and Senior Management Personnel;
- Contingent liabilities, environmental problems and uninsured losses;
- Government approvals;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Developments affecting the Indian economy; and

- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion of Financial Condition and Results of Operations*" on pages 19, 190 and 439, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. Our Company, the Selling Shareholders, our Directors, the BRLMs, other members of the Syndicate and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company, the Selling Shareholders (in respect of its own information and information relating to the Equity Shares being offered for sale by the Selling Shareholders included in this Draft Red Herring Prospectus) and the BRLMs will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permissions by the Stock Exchanges.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks and uncertainties described below are not the only ones relevant to us. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 190 and 439, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 17.

Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further details, see "Financial Information" on page 260.

Unless the context otherwise requires, in this section, references to "we", "us", "our" or "Group" refers to G R Infraprojects Limited on a consolidated basis and references to "the Company" or "our Company" refers to G R Infraprojects Limited on a standalone basis.

RISKS RELATING TO OUR BUSINESS

1. *Our inability to meet our obligations, conditions and restrictions imposed by our financing agreements could adversely affect our ability to conduct our business and operations as well as to undertake and consummate the Offer. Further, our Company is required to take prior consent of our lenders under some of our financing agreements for undertaking certain actions, including the Offer.*

Our projects are capital intensive and require us to have significant amounts of long-term loans for capital expenditure and working capital. Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions for infrastructure companies, economic and political conditions in the markets where we operate and our capacity to service debt in what is expected to be a rising interest rate environment. We have had, and expect to continue to have, substantial liquidity and capital resource requirements that will require significant capital expenditure and working capital. As of February 28, 2018, our Company, on a consolidated basis, had (a) secured borrowings which comprised of working capital facilities aggregating to ₹ 160.26 million, term loans aggregating to ₹ 2,194.91 million, NCDs aggregating to ₹ 5,102.00 million and non-fund based facilities aggregating to ₹ 17,514.39 million; and (b) unsecured borrowings aggregating to ₹ 47.11 million.

The level of our indebtedness could have several important consequences, including:

- a substantial portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of cash flows to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favorable to us may be limited;

- fluctuations in market interest rates may affect the cost of our borrowings, as certain of our indebtedness is subject to floating rates of interest;
- we may have difficulty in satisfying repayments and other restrictive covenants under our existing financing arrangements;
- current and future defaults of payment and other obligations under our financing arrangements may result in an event of default, acceleration of our repayment obligations and enforcement of related security interests over our receivables and other assets; and
- we may be limited in our ability to expand our business and therefore, we may be limited in our capability to withstand competitive pressures.

Given the nature of our business, we will continue to incur indebtedness even after the Issue, and we cannot assure you that the aforementioned risks will not have an adverse effect on our cash flows, results of operations and financial condition.

Our secured borrowings are secured by our present and future receivables, movable and immovable assets. A significant number of our financing agreements also include various conditions and covenants that require us to obtain consents from lenders prior to carrying out certain activities and entering into certain transactions such as, initiating and consummating the Offer, altering the Memorandum of Association and Articles of Association, effecting any change in our Company's or our Subsidiaries capital structure and issuing any fresh capital. For further details of the restrictive covenants, see "*Financial Indebtedness*" on page 484.

We have entered into a working capital consortium agreement dated January 12, 2018 with certain lenders (the "**Consortium Agreement**") in addition to also other borrowing with lenders for our other requirements. As on the date of this Draft Red Herring Prospectus, we have made applications for obtaining consents from our working capital lenders to permit the Offer. We are yet to receive this consent from a certain lender who is part of our working capital consortium. While our Company intends to obtain the necessary consents in relation to the Offer from such lender(s) prior to the filing of the Red Herring Prospectus with the RoC, undertaking the Offer without obtaining such lender consents would be in contravention of the conditions contained in the Consortium Agreement and would constitute a default under this agreement. Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities and trigger cross-default provisions under certain of our other financing agreements, and may materially and adversely affect our ability to conduct our business and operations or implement our business plans. Some of our financing arrangements permit our lenders to convert the debt into equity and nominate a director on our board during the subsistence of the credit facility, upon an event of default. Further, we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest. Any default and the consequences thereof may also result in a decline in the trading price of our Equity Shares and you may lose all or part of your investment. Any action initiated by a lender may result in the price of the Equity Shares being adversely affected along with our ability to obtain further financing from banks and financial institutions. Moreover, our ability to borrow and the terms of our borrowings depend on our financial condition, the stability of our cash flows and our capacity to service debt in a fluctuating interest rate environment. For details of our loans, see "*Financial Indebtedness*" and "*Financial Information*" on pages 484 and 260, respectively.

2. *We derive majority of our revenue from our EPC business and our financial condition would be materially and adversely affected if we fail to obtain new EPC contracts or our current EPC contracts are terminated.*

Our business depends significantly on our EPC Business. In Fiscal 2013, 2014, 2015, 2016 and 2017 and the nine months ended December 31, 2017, our EPC Business contributed 97.34%, 93.98%, 91.80%, 93.20%, 94.19% and 94.52%, respectively, of our total revenue from operations. In line with our EPC business, we bid for projects on an ongoing basis and infrastructure projects are typically awarded by the GoI following a competitive bidding process and satisfaction of prescribed qualification criteria. There can be no assurance that we would be able to meet such criteria, whether independently or together with other joint venture partners. In addition, we cannot assure you that we would bid where we have been qualified to submit a bid or that our bids, when submitted or if already submitted, would be accepted.

Our business, growth prospects and financial performance largely depends on our ability to obtain new EPC contracts, and there can be no assurance that we will be able to procure new contracts for our EPC business. Our future results of operations and cash flows may fluctuate from period to period depending on the timing of our contract. In the event we are unable to obtain new EPC contracts, our business will be materially and adversely affected.

3. *All projects we operate have been awarded primarily through competitive bidding process. Our bids may not always be accepted. We may not be able to qualify for, compete and win projects, which could adversely affect our business and results of operations.*

As a part of our business and operations, we bid for projects on an on-going basis. Projects are awarded following competitive bidding processes and satisfaction of prescribed qualification criteria. While service quality, technological capacity and performance, health and safety records and personnel, as well as reputation and experience and sufficiency of financial resources are important considerations in authority decisions, there can be no assurance that we would be able to meet such qualification criteria, particularly for larger projects, whether independently or together with other joint venture partners or co-sponsors (if any). Further, once the prospective bidders satisfy the qualification requirements of the tender, the project is usually awarded based on the quote by the prospective bidder. We spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we would bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted. If we are not able to qualify in our own right to bid for larger projects, we may be required to partner and collaborate with other companies in bids for such projects. If we are unable to partner with other companies or lack the credentials to be the partner-of-choice for other companies, we may lose the opportunity to bid for large EPC projects, BOT projects and hybrid annuity model projects, which could affect our growth plans.

In addition, the government conducted tender processes may be subject to change in qualification criteria, unexpected delays and uncertainties. There can be no assurance that the projects for which we bid will be tendered within a reasonable time, or at all. In the event that new projects which have been announced and which we plan to bid for are not put up for tender within the announced timeframe, or qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected.

The growth of our business mainly depends on our ability to obtain new hybrid annuity model, EPC and BOT projects. We are not in a position to predict whether and when we will be awarded a new contract. Our future results of operations and cash flows can fluctuate materially depending on the timing of contract awards. Further, all our ongoing projects have been awarded to us for a definite term and the relevant authorities may float tenders for such projects after expiry of the current term. There is no assurance that we will be awarded such projects at the end of the tender process.

Projects awarded to us may be subject to litigation by unsuccessful bidders. Legal proceedings may result in delay in award of the projects and/or notification of appointed dates, for the bids where we have been successful, which may result in us having to retain unallocated resources and as a result, it would adversely affect our results of operations and financial condition. Further, we may be required to incur substantial expenditure, time and resources in defending such litigation. Any unsuccessful outcome in any such proceedings may lead to termination of a contract awarded to us, which could have a material adverse effect on our future revenues and profits.

4. *Our EPC business is primarily dependent on road projects in India undertaken or awarded by governmental authorities and other entities funded by the GoI or state governments and we derive majority our revenues from contracts with a limited number of government entities. Any adverse changes in the central or state government policies may lead to our contracts being foreclosed, terminated, restructured or renegotiated.*

Our business is primarily dependent on road projects in India undertaken or awarded by governmental authorities and other entities funded by the GoI or state governments. We currently derive majority of our revenues from contracts with a limited number of government entities, including NHAI and MoRTH. In Fiscal 2013, 2014, 2015, 2016, 2017 and in the nine months ended December 31, 2017, our top five clients contributed 85.06%, 74.01%, 73.49%, 90.15%, 97.83%, and 93.05%, respectively, of our total income. Larger contracts from few customers may represent a larger part of our portfolio, increasing the potential volatility of our results and exposure to individual contract risks. Such concentration of our business on a few projects or clients may have an adverse effect on our results of operations and result in a significant reduction in the award of contracts which could also adversely affect our business if we do not achieve our expected margins or suffer losses on one or more of these large contracts, from such clients.

Further, there can be no assurance that the GoI or the state governments will continue to place emphasis on the road infrastructure sector. In the event of any adverse change in budgetary allocations for infrastructure development or a downturn in available work in the road infrastructure sector or resulting from any change in government policies or priorities, our business prospects and our financial performance, may be adversely affected. The contracts with government entities may be subject to extensive internal processes, policy changes, government or external budgetary allocation, insufficiency of funds and political pressure, which may lead to lower number of contracts available for bidding or increase in the time gap between invitation for bids and award of the contract or lead to renegotiation of the terms of these contracts which may lead to a delay in our business operations. As long as government entities are responsible for awarding contracts to us and are a critical party to the development and ongoing operations of our projects, our business is directly and significantly dependent on projects awarded by them.

With reference to projects where our bids have been successful, there may be delays in award of the projects and/or notification of appointed dates, which may result in us having to retain resources which remain unallocated, thereby adversely affecting our financial condition and results of operations. Any adverse changes in the GoI or state government policies may lead to our contracts being foreclosed or terminated. In addition, we may be restricted in our ability to, among other things, increase toll rates, sell our interests to third parties, contract with certain customers or assign our rights or obligations under our contracts to any person. These restrictions may limit our flexibility in operating our business, which could have an adverse effect on our business, prospects, results of operations, cash flows and financial condition.

5. *Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.*

Our Company's Order Book as of a particular date is calculated on the basis of the aggregate contract value of our ongoing construction projects as of such date reduced by the value of work executed by us until such date, as certified by the relevant client. For the purposes of calculating the Order Book value, our Company does not take into account any escalation or change in work scope of our ongoing projects as of the relevant date, or the work conducted by us in relation to any such escalation of change in work scope of such projects until such date. The manner in which we calculate and present our Order Book is therefore not comparable to the manner in which our revenue from operations is accounted, which takes into account revenue from work relating to escalation or changes in scope of work of our projects. The manner in which we calculate and present our Company's Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors. The Order Book information included in this Draft Red Herring Prospectus is not audited and does not necessarily indicate our future earnings. Our Order Book should not be considered in isolation or as a substitute for performance measures. As of January 31, 2018, our Company had an Order Book of ₹ 98,895.40 million and comprised 19 road EPC projects and three other projects. For further details on our Order Book, see *"Our Business – Order Book"* on page 199. We may not be able to achieve our expected margins or may even suffer losses on one or more of these contracts or we may not be able to realise the revenues which we anticipated in such projects. In addition, there can be no assurance that we will be awarded the projects that we currently expect or that we will be able to execute agreements for these anticipated projects on terms that are favourable to us or at all. Our completed projects also include those projects for which we have been issued provisional completion certificates by the relevant authority but are operational.

We may encounter problems executing the projects as ordered, or executing it on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone a project or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions, right-of-way, and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of projects, resulting from our clients' discretion or problems we encounter in project execution or reasons outside our control or the control of our clients, we cannot predict with certainty when, if or to what extent, a project forming part of our Order Book will be performed and this could reduce the income and profits we ultimately earn from the contracts. Delays in the completion of a project can lead to clients delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such project. Even relatively short delays or surmountable difficulties in the execution of a project could result in our failure to receive, on a timely basis or at all, all payments otherwise due to us on a project. These payments often represent an important portion of the margin we expect to earn on a project. In addition, even where a project proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. Any delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default in regard to our Order Book projects or any other uncompleted projects, or disputes with clients in respect of any of the foregoing, could materially harm our cash flow position, revenues and earnings.

For some of the contracts in our Order Book, our clients are obliged to perform or take certain actions, such as acquiring land, securing the right of way, clearing forests, providing owner supplied material, securing required licenses, authorizations or permits, making advance payments or opening of letters of credit, approving designs, approving supply chain vendors and shifting existing utilities. If a client does not perform such actions in a timely manner, and the possibility of such failure is not provided for in the contract, our projects could be delayed, modified or cancelled. Accordingly, the realization of our Order Book and the effect on our results of operations may vary significantly from reporting period to reporting period depending on the nature of such contracts, actual performance of such contracts, as well as the stage of completion of such contracts as of the relevant reporting date as it is impacted by applicable accounting principles affecting revenue and cost recognition. Furthermore, there are various risks associated with the execution of large-scale projects as larger contracts may represent a larger part of our portfolio, increasing the potential volatility of our results and exposure to individual contract risks. Managing large-scale projects may also increase the potential relative size of cost overruns and negatively affect our operating margins. We believe that our contract portfolio will continue to be relatively concentrated and if we do not achieve our expected margins or suffer losses on one or more of these large contracts, this could have a material adverse effect on our results of operations and financial condition.

6. *If our BOT projects are terminated prematurely, we may not receive payments due to us which may result in a material adverse effect on our financial condition.*

A concession agreement may be revoked by the concessioning authority for reasons set forth in the relevant concession agreement, including:

- failure to comply with operational or maintenance standards;
- failure to replenish performance security upon encashment and appropriation;
- failure to cure the default, within the cure period, for which the performance security was appropriated in terms of the concession agreements;
- failure to achieve project milestones and/or rectify default within the prescribed time;
- abandonment or intention to abandon construction or operation of a project by us without the prior written consent of the concessioning authority;
- failure to complete a project within the prescribed timelines;
- failure to comply with the provisions of the escrow agreements entered into with the regulatory authorities;
- occurrence of a financial default and substitution by the lenders in terms of the substitution agreement;
- creation of encumbrance in breach of our agreements;
- occurrence of a material adverse effect due to a breach of any of the agreements in relation to our projects;
- repudiation of the concession agreements by the relevant Subsidiary;
- change in shareholding beyond the specified thresholds or acquisition of control of the relevant Subsidiary without prior written consent of the concessioning authority;
- transfer of rights, obligations, assets or undertaking or execution of assets that causes a material adverse effect;
- continuation of a force majeure event, such as an act of God, act of war, expropriation or compulsory acquisition of any project assets by the Government, industrial strikes and public agitation, beyond a specified time
- bankruptcy, insolvency, initiation of liquidation, dissolution, winding up, amalgamation or re-constitution of the relevant Subsidiary;
- temporary or permanent halt of operations; and
- failure by the relevant Subsidiary to comply with any other material term of the relevant concession agreement.

Under majority of our concession agreements, if the concession agreement is terminated by the concessioning authority due to a default by a concessionaire, or by the concessionaire due to a default by the concessioning authority, such concessionaire is entitled to receive termination payments from the concessioning authority in accordance with the terms of the relevant concession agreement. There can be no assurance that the concessioning authority will pay such termination payments in time or at all. Further, there can be no assurance that the termination payments from the concessioning authority, if any, will be adequate to enable us to recover our investments made in our Subsidiaries, in such circumstances where it has entered into such concession agreement. Although there have been no instances wherein our BOT projects have been terminated prematurely, if the concession agreements are terminated prematurely, our business, results of operations, cash flows and financial condition may be adversely affected. Further, if there is any delay or pre-mature termination of any project due to our fault, our reputation may be adversely affected and we may also be blacklisted or debarred from participation in similar types of projects.

7. ***We have been awarded projects under the hybrid annuity model for implementing highway projects which are different from the projects we have executed earlier which were on a toll and annuity basis. We cannot assure you if we will be successful in executing these projects or if we will achieve better returns as compared to the projects completed by us in the past which were on toll and annuity basis, or generate any returns at all.***

The introduction 'hybrid annuity' model is a relative new model introduced by the MoRTH. While based on our technical qualifications and financial scores, we have been awarded projects under the 'hybrid annuity' model. However, we have limited experience in the projects under the hybrid annuity model and such limited exposure to these projects may affect our ability to successfully execute such projects, which could hamper our growth prospects and may also damage our reputation. For further details, see "*Our Business – Hybrid Annuity Model Road Projects*" on page 197.

Further, since the hybrid annuity model is a relatively newer mode of implementing highway projects (as compared to toll and annuity based projects which we have constructed and developed in the past), we cannot assure you that we will be able to successfully execute these project or the future projects awarded to us under this mode. Further, we may not be able to procure financing from lenders for such projects as lenders may not be willing to lend to such projects as the risks related to the same may not be ascertainable. We may also be subject to the various risks that arise due to fluctuating interest rate. There can be no assurance that we will be successful in executing such projects or we will achieve better returns as compared to the BOT projects on toll and annuity basis. Any such adverse implications may have a material adverse effect on our financial condition and results of operations.

8. ***Delays in the completion of construction of current and future projects could lead to termination of concession and other EPC agreements or cost overruns, which could have an adverse effect on our cash flows, business, results of operations and financial condition.***

Our projects are required to achieve commercial operation no later than the scheduled commercial operation dates specified under the relevant concession and EPC agreements, or by the end of the extension period, if any is granted by the concessioning authority or an employer in case of our EPC projects. We provide the concessioning authorities and employers of our EPC projects with performance securities for completion of the construction of our projects within a specified timeframe. Subject to certain customary exceptions such as (i) occurrence and continuance of force majeure events that are not within the control of the concessionaire, or (ii) delays that are caused due to reasons solely attributable to the concessioning authority or the EPC employer, failure to adhere to contractually agreed timelines or extended timelines could require us to pay liquidated damages as stipulated in the concession and other EPC agreements or lead to encashment and appropriation of the bank guarantee or performance security. The concessioning authority or the client may also be entitled to terminate the concession or EPC agreement in the event of delay in completion of the work if the delay is not on account of any of the agreed exceptions. In the event of termination of any of our projects for such reasons, we may only receive partial payments under such agreements and such payments may be less than our estimated cash flows from such projects. Further, we may not be able to obtain extensions for projects on which we face delays or time overruns.

In addition to the risk of termination by the concessioning authority, or the employer in case of EPC projects, delays in completion of development may result in cost overruns, lower or no returns on capital and reduced revenue for the concessionaire thus impacting the project's performance, as well as failure to meet scheduled debt service payment dates and increased interest costs from our financing agreements for the projects. We have faced delays in completion of our projects and may continue to face delays in completion for certain of our projects which are under construction. The scheduled completion targets for our projects are estimates and are subject to delays as a result of unforeseen engineering problems, force majeure events, issues arising out of right of way, unavailability of financing, unanticipated cost increases or changes in scope and inability in obtaining certain property rights or government approvals. There can be no assurance that similar delays will not occur in the future and any such delays could have adverse effects on our cash flows, business, results of operations and financial condition.

9. ***There are outstanding legal proceedings against our Company, some of our Directors, some of our Promoters and one of our Subsidiaries and adverse outcomes in such proceedings may negatively affect our business, results of operations and financial condition.***

We are currently, and may in the future be, implicated in lawsuits including lawsuits and arbitrations involving compensation for loss due to various reasons including tax matters, civil disputes, labour and service matters, statutory notices, regulatory petitions and other matters. Litigation or arbitration could result in substantial costs to, and a diversion of effort by, us and/or subject us to significant liabilities to third parties. There are various outstanding legal proceedings against our Company pending at various levels of adjudication before various courts, tribunals, authorities and appellate bodies in India. In addition, we are subject to risks of litigation including public interest litigation, contract, employment related, personal injury and property damage.

We cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of our Company, delay in implementation of our current or future projects and results of operations. There can be no assurance that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that we will be able to recover any losses incurred from third parties, regardless of whether we are at fault. There can be no assurance that losses relating to litigation or arbitration will be covered by insurance or that any such losses would not have a material adverse effect on the results of our operations or financial condition.

A summary of the nature and number of outstanding Material Litigation, as decided by our Board and further detailed "*Outstanding Litigation and Material Developments*" on page 488, against our Company, our Directors, our Promoters, our Subsidiaries and our Group Companies along with the amount involved, to the extent quantifiable, has been set out below:

Nature of Cases	Number of Cases	Total Amount Involved (in ₹ million)
Proceedings against our Company		
Civil	9	47.65*
Criminal	1	Nil
Regulatory	2	5.26
Proceedings by our Company		
Civil	4	407.56*
Criminal	2	0.28
Complaints/FIR	1	Nil
Tax Proceeding involving our Company		
Income Tax	5	206.84
Entry tax	3	28.45
Customs, excise duty and service tax	5	43.30
VAT	6	26.29
Proceedings against our Directors		
Civil	4	Nil*
Criminal	4	Nil*
Proceedings against our Subsidiaries		
Regulatory	1	12.00
Proceedings by our Subsidiaries		
Civil	1	1,003.65

**Includes amounts not quantifiable.*

For further details, see "*Outstanding Litigation and Material Developments*" on page 488.

10. ***If we fail to maintain the roads constructed on a BOT basis pursuant to the relevant contractual requirements, we may be subject to penalties or even termination of our contracts.***

Our BOT road projects require us to carry out repair or maintenance (in accordance with our agreements) for various factors which may include natural disasters, accidents and other factors beyond our control. Further, under the terms of our concession agreements, we have obligations to maintain our BOT road projects in good working order and maintain the roads periodically. The concessioning authorities will periodically carry out tests through one or more engineering firms to assess the quality of roads and their maintenance. If we fail to maintain the roads to the standards set forth in the relevant concession agreements, the concessioning authorities may impose penalties, withhold annuity payments and demand remedies within cure periods. If we fail to cure our defaults within such time as may be prescribed under the concession agreement, our concession agreements may be terminated.

The contracts for our BOT road projects typically specify certain operation and maintenance standards and specifications to be met by us while undertaking our operation and maintenance activities and develop a maintenance manual. These specifications and standards require us to incur operation and maintenance costs on a regular basis. The operation and maintenance costs of our projects may increase due to factors beyond our control, including:

- change in standards of maintenance or road safety applicable to our projects prescribed by the relevant regulatory authorities;
- we may be required to restore our projects in the event of any landslides, floods, road subsidence, other natural disasters accidents or other events causing structural damage or compromising safety;
- unanticipated increases in material and labour costs, traffic volume or environmental stress leading to more extensive or more frequent heavy repairs or maintenance costs. The cost of major repairs may be substantial and repairs may adversely affect traffic flows;
- increase in electricity or fuel costs resulting in an increase in the cost of energy;
- higher interest costs in relation to our borrowings; or
- any other unforeseen operational and maintenance costs.

In addition, our operations may be adversely affected by interruptions or failures in the technology and infrastructure systems that we use to support our operations. Any significant increase in operations and maintenance costs beyond our budget and any failure by us to meet quality standards may reduce our profits and could expose us to regulatory penalties and could adversely affect our business, financial condition and results of operations.

11. *We are required to furnish bank guarantees as part of our EPC and BOT business. Our inability to arrange such guarantees or the invocation of such guarantees may adversely affect our cash flows and financial condition.*

As part of our EPC and BOT business and as is customary, we are required to provide financial and performance bank guarantees in favour of our clients under the respective contracts for our projects. These guarantees are typically required to be furnished within a few days of the signing of a contract and remain valid up to around sixty days after the defect liability period prescribed in that contract. In addition, letters of credit are often required to satisfy payment obligations to suppliers and sub-contractors. We may not be able to continue obtaining new financial and performance bank guarantees in sufficient quantities to match our business requirements. If we are unable to provide sufficient collateral to secure the financial bank guarantees, performance bank guarantees or letters of credit, our ability to enter into new contracts or obtain adequate supplies could be limited and could have a material adverse effect on our business, results of operations and financial condition. Providing security to obtain letters of credit, financial and performance bank guarantees also increases our working capital requirements.

As of December 31, 2017, we had issued bank guarantees amounting to ₹ 10,119.33 million towards securing our financial/ performance obligations under our ongoing projects. We may be unable to fulfil any or all of our obligations under the contracts entered into by us in relation to our ongoing projects due to unforeseen circumstances which may result in a default under our contracts resulting in invocation of the bank guarantees issued by us. If any or all the bank guarantees are invoked, it may result in a material adverse effect on our business and financial condition. Also see, "*Risk Factors - We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.*" on page 40.

12. *Our actual cost in executing an EPC contract or in constructing a BOT project may vary substantially from the assumptions underlying our bid. We may be unable to recover all or some of the additional expenses, which may have a material adverse effect on our results of operations, cash flows and financial condition.*

Under the terms and conditions of agreements for EPC contracts and BOT projects, we generally agree to pay to, or receive from the client awarding the concession an agreed sum of money, subject to contract variations covering changes in the client's project requirements. Our actual expense in executing an EPC contract or in constructing

BOT projects under construction may vary substantially from the assumptions underlying our bid for various reasons, including, unanticipated increases in the cost of construction materials, fuel, labour or other inputs, unforeseen construction conditions, including the inability of the client to obtain requisite environmental and other approvals resulting in delays and increased costs, delays caused by local weather conditions and suppliers' failures to perform.

Our ability to pass on increases in the purchase price or manufacturing cost of raw materials and other inputs may be limited in the case of contracts with limited or no price escalation provisions and we cannot assure you that these variations in cost will not lead to financial losses to us. Further, other risks generally inherent to the development and construction industry may result in our profits from a project being less than as originally estimated or may result in us experiencing losses due to cost and time overruns, which could have a material adverse effect on our cash flows, business, financial condition and results of operations.

13. *Due to the nature of our contracts, we may be subjected to claim and counter-claims including to and from the concessioning authorities among others. Any adverse outcome of any such claim or counter claim may have an adverse effect on our profitability*

Pursuant to the terms of our contracts, government entities are required to acquire or license or secure rights of way over, tracts of land or to hand over unencumbered land, free of encroachments to us. Delays in any of the foregoing may result in delay of project implementation prescribed by the relevant contract and cause consequent delays in commencement of construction or termination of the contract on account of a material default by the concessioning authority. For instance, our Subsidiary, RSEL has submitted a claim of ₹ 1,003.65 million to NHAI in relation to certain disputes in the Reengus Sikar Project on account of, among other things, loss of bonus, escalation in costs due to delay in handing over of land, additional overhead charges, payment of annuity, loss of annuity due to delay in handing over of land and idling charges for manpower and machinery. For further details, see "*Outstanding Litigation and Material Developments*" on page 488. Such events may also lead to disputes and claims and counter claims for losses and damages between us and the relevant government entity in addition to any other claims that may arise in the course of our business. We will continue to face risks associated with implementation of our contracts which could be due to reasons including those beyond our control which can include non-availability of environmental clearances, delay in acquisition of land by the government, or other delays from the concessioning authority. Any such factor could have an adverse effect on our business, results of operations and financial condition.

14. *A significant part of our business transactions are with government or government funded entities or government agencies in India, which may expose us to risk, including additional regulatory scrutiny.*

Our business is primarily dependent on projects in the infrastructure sector which are usually undertaken by government undertakings. We provide EPC services both, on a fixed-sum turnkey basis and on an item rate basis. We also execute projects on BOT basis, operate them during the concession period and subsequently transfer the projects to the concessioning authority. In relation to such contracts, we may be subject to additional regulatory scrutiny associated with commercial transactions with government owned or controlled entities and agencies. Further, in certain instances, we may face delays associated with collection of receivables from government owned or controlled entities.

Our EPC construction services contracts with government authorities are also subject to certain restrictions including technical audits by such government authorities which awarded that particular contract. If we fail to comply with a contractual or any other requirement or if there are any concerns that arise out of the audit conducted by a government entity, a variety of penalties can be imposed including monetary damages and criminal and civil penalties. As a result of this, any or all of our contracts entered into with government entities could be terminated and we could be suspended or debarred from all government contract work, or payment of our costs could be disallowed. The occurrence of any of these actions could harm our reputation and could have a material adverse effect on our business, results of operations and financial condition.

15. *Our business is capital intensive. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, there may be an adverse effect on our operations.*

Our business requires a significant amount of working capital which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements. A significant amount of working capital is required to finance the purchase or manufacturing of materials, mobilization of resources and other work on projects before payment is received from clients. Further, since the contracts we bid typically involve a lengthy and complex bidding and selection process which is affected by a number of factors, it is generally difficult to predict whether or when a particular contract we have bid for will be awarded to us and the time period within which we will be required to mobilize our resources for the execution of such contract. As a result, we may need to incur additional indebtedness in the future to satisfy our working capital requirements. Our working capital requirements may increase if we undertake larger or additional BOT projects or if payment terms do not include advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden.

Our capital expenditure requirements and growth strategy thus require continued access to significant amounts of capital on acceptable terms. We cannot assure you that market conditions and other factors will permit future project and acquisition financings, debt or equity, on terms acceptable to us or at all. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, the continued success of current projects and laws that are conducive to our raising capital in this manner. Our attempts to consummate future financings may not be successful or be on terms favourable to us or at all. In addition, our ability to raise funds, either through equity or debt, is limited by certain restrictions imposed under Indian law. Further, if the demand for, or supply of, infrastructure financing at attractive rates or terms were to diminish or cease to exist, our business, prospects, financial condition and results of operation could be adversely affected.

We strive to maintain strong relationships with local and national banks, as well as non-banking financial institutions to increase our financing flexibility. Our credit profile often enables us to obtain financing on favourable terms from major financial institutions. However, we cannot assure you that our relationships with lenders will not change or that lenders will continue lending practices we are familiar with. Our lenders may implement new credit policies, adopt new pre-qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financings totally. As a result, our projects may be subject to significant delays and cost overruns, and our business, financial condition and results of operations may be materially and adversely affected. In general, we may make provisions for bad debts, including those arising from progress payments or release of retention money, based primarily on ageing and other factors such as special circumstances relating to specific clients. There can be no assurance that the progress payments and the retention money will be remitted by our clients to us on a timely basis or that we will be able to efficiently manage the level of bad debt arising from such payment practice. Our working capital position is therefore also dependent on the financial position of our clients. All of these factors may result in an increase in the amount of our receivables and short-term borrowings and the continued increase in working capital requirements may have an adverse effect on our financial condition and results of operations.

16. ***Our contracts with government agencies usually contain terms that favour the government clients, who may terminate our contracts prematurely under various circumstances beyond our control and as such, we have limited ability to negotiate terms of these contracts and may have to accept unusual or onerous provisions.***

The counterparties to a number of our construction contracts are government entities and these contracts are usually based on forms chosen by the government entities. As a result, we have only a limited ability to negotiate the terms of these contracts, which tend to favour our government clients. For instance, the terms laying out our obligations as well as tolling rates for our projects are determined by the government entities and we are not permitted to amend such terms or tolling rates. The contractual terms may present risks to our business, including:

- risks we have to assume and lack of recourse to our government client where defects in site or geological conditions were unforeseen or latent from our preliminary investigations, design and engineering prior to submitting a bid;
- liability for defects arising after the termination of the agreement;
- clients' discretion to grant time extensions, which may result in project delays and/or cost overruns;
- our liability as a contractor for consequential or economic loss to our clients;
- commitment of the government to secure encumbrance free land, utility shifting and delay in obtaining approvals; and
- the right of the government client to terminate our contracts for convenience at any time after providing us with the required written notice within the specified notice period.

Our ability to continue operating our concessions or undertake projects thus largely depends on our government clients, who may terminate the relevant concession or construction agreements for reasons set forth in these agreements. If the government client terminates any of our concessions or construction agreements, under the relevant agreement it is generally required to compensate us for the amount of our unrecovered investment, unless the agreement is terminated pursuant to applicable law or our breach of the terms of the agreement is material. Such compensation process is likely to be time consuming and the amount paid to us may not fully compensate us. We are typically required to transfer the control and possession of the project and construction sites back to the government client, which may restrain us from clustering our projects or divesting our BOT assets on our desired terms and conditions. We cannot assure you that we would receive such compensation on a timely basis or in an amount equivalent to the value of our investment plus our lost profits. Further, in particular, NHAI has the right to change the scope of work to include additional work which was not contemplated at the time of execution of the contract. Such onerous conditions in the government contracts may affect the efficient execution of these projects and may have adverse effects on our profitability.

17. *Any inability to maintain our equipment assets or manage our employees or inadequate workloads may cause underutilization of our workforce and equipment bank.*

We are dependent on our large workforce for the operation of our projects and maintain a workforce and utilize our equipment based upon our current and anticipated workloads. As of January 31, 2018, we had 6,473 permanent employees and also engaged contract labour at our project sites. For further details, see "*Our Business – Human Resources*" on page 209. We estimate our future workload largely based on whether and when we will receive certain new contract awards. While our estimates are based upon our best judgment, these estimates can be unreliable and may frequently change based on newly available information. In a project where timing is uncertain, it is particularly difficult to predict whether or when we will receive a contract award. The uncertainty of contract awards and timing can present difficulties in matching our workforce size and equipment bank with our contract needs. In planning our growth, we have been adding to our workforce and equipment bank as we anticipate inflow of additional orders. We may further incur substantial equipment loans if we purchase additional equipment in anticipation of receiving new orders. If we do not receive future contract awards or if these awards are delayed or reduced, we may incur significant costs from maintaining the under-utilized workforce and equipment bank, and may further lack working capital to pay our equipment loan instalments on time or at all, which may result in reduced profitability for us or cause us to default under our equipment loans.

As of January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles. The maintenance and management of such equipment is critical for timely completion and delivery of our projects. Although, we have a maintenance facility at Udaipur to assist in timely maintenance of our equipment base, an inability to maintain and adequately manage our equipment assets, which have a limited period of useful life, could have an adverse impact on our business and financial condition.

In addition, we may also be unable to hire or retain qualified engineers and workmen in line with the demand in our projects as well as our growth, which may have an impact on our reputation and results of operations. There can also be no assurance that we will not experience disruptions to our operations due to disputes or other problems with our work force such as work stoppages or increased wage demands, which may adversely affect our business.

18. *Increases in the prices of construction materials, fuel, labour and equipment could have an adverse effect on our business, results of operations and financial condition.*

The cost of construction materials, fuel, labour and equipment maintenance constitutes a significant part of our operating expenses. We are vulnerable to the risk of rising and fluctuating steel and cement prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies. Any unexpected price fluctuations after placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials and adversely affect our business, financial performance and cash flows.

Our contracts to provide EPC services are mostly on the basis of a fixed price or a lump sum for the project as a whole, which may not always include escalation clauses covering any increased costs we may incur. As a result, our ability to pass on increased costs may be limited and we may have to absorb such increases which may adversely affect our business, financial condition and results of operations. We may also suffer significant cost overruns or even losses in these projects due to unanticipated cost increases resulted from a number of factors such as changes in assumptions underlying our contracts, unavailability or unanticipated increases in the cost of construction materials, fuel, labour and equipment, changes in applicable taxation structures or the scope of work, delays in obtaining requisite statutory clearances and approvals, delays in acquisition of land, procuring right of way, disruptions of the supply of raw materials due to factors beyond our control, unforeseen design or engineering challenges, inaccurate drawings or technical information provided by clients, severe weather conditions or force majeure events. Despite the escalation clauses in some of our construction contracts, we may experience difficulties in enforcing such clauses to recover the costs we incurred in relation to the additional work performed at the clients' requests or due to the change of scope of work. If any of these risks materialize, they could adversely affect our profitability, which may in turn have an adverse effect on our overall results of operation.

In addition, India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Also any upward revision of the prescribed minimum wage or other benefits required to be paid to our workers (including in the event of injuries or death sustained in course of employment, dismissal or retrenchment) will result in the increase in cost of labor which we may be unable to pass on to our customers due to market conditions and also the pre agreed conditions of contract. This would result in us being required to absorb the additional cost, which may have a material adverse impact on our profitability. Further we also depend on third party contractors for the provision of various services associated with our business. Such third party contractors and their employees/workmen may also be subject to these labour legislations.

19. *Our projects are exposed to various implementation and other risks and uncertainties which may adversely affect our business, results of operations and financial condition.*

Our operations are subject to hazards inherent in providing erection, civil and maintenance services, such as risk of equipment failure, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. A significant number of our projects are under construction or under development. The construction or development of these projects involves various implementation risks including construction delays, delay or disruption in supply of raw materials, delays in acquisition of land, unanticipated cost increases, force majeure events, cost overruns or disputes with our joint venture partners. We may be further subject to risks such as:

- we may encounter unforeseen engineering problems, disputes with workers, force majeure events and unanticipated costs due to defective plans and specifications;
- we may not be able to obtain adequate capital or other financing at affordable costs or obtain any financing at all to complete construction of any of our projects;
- we may not be able to provide the required guarantees under project agreements or enter into financing arrangements;
- the projects that we are engaged in may not receive timely regulatory approvals and/or permits for development and operation of our projects, such as environmental clearances, mining, forestry or other approvals from the central or State environmental protection agencies, mining, forestry, railway or other regulatory authorities and may experience delays in land acquisition by the government and procuring right of way and other unanticipated delays;
- we may experience shortages of, and price increases in, materials and skilled and unskilled labour, and inflation in key supply markets;
- geological, construction, excavation, regulatory and equipment problems with respect to operating projects and projects under construction;
- our road infrastructure customers may not use our toll roads in the expected quantities or at all or may not pay in full or at all;
- the relevant authorities may not be able to fulfil their obligation prior to construction of a project, in accordance with the relevant contracts resulting in unanticipated delays;
- delays in shifting of utilities or receipt of approvals from railways or other local bodies;
- delays in completion and commercial operation could increase the financing costs associated with the construction and cause our forecast budget to be exceeded
- we may be subject to risk of equipment failure or industrial accidents that may cause injury and loss of life, and severe damage to and destruction of property and equipment;
- we may experience adverse changes in market demand or prices for the services that our projects are expected to provide; and
- other unanticipated circumstances or cost increases.

In particular, our BOT projects typically have a long gestation period and require substantial capital infusion at periodic intervals before their completion and it may take several months or years before positive cash flows can be generated, if at all, from such projects. There cannot be any assurance that these projects will be completed in the time expected or at all, or that their gestation projects, or that we will recover our investments. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed on the receivables due. If any or all of these risks materialise, we may suffer significant cost overruns or even losses in these projects due to unanticipated increase in costs as a result of which our business, profits and results of operations will be materially and adversely affected.

20. ***Our business is substantially dependent on our ability to accurately carryout the pre-bidding engineering studies for bidding in such projects. Any deviation during the implementation and operation of the project as compared to our pre-bid engineering studies could have a material adverse effect on our cash flows, results of operations and financial condition.***

In addition to our in-house experience in engineering survey, we also appoint technical consultants to carry out detailed inspection of the relevant project area and to record and highlight important features and identify any issue that may be of importance in terms of implementation and operation of such project. While we hire technical consultants for the purpose of carrying our pre-bidding engineering studies, we may not able to assure the accuracy of such studies. The accuracy of the pre-bidding studies is dependent on the following key elements:

- preparing a project road map based investigations of the project site which include amongst other, pavement conditions, major water bodies, indication of any notified forest, right of way details, sensitive receptors on the project site;

- undertaking engineering surveys and preliminary designs which broadly include carrying out inventory and detailed condition surveys, carrying our preliminary pavement investigations, availability of construction materials, identification of geometrically deficient stretches, investigating intersections and stretches and implementing design in accordance with environmental and social concern;

- preparation of O&M estimates for the entire concession period of the project; and

- preparation of bills of quantities, in consultation with our Company covering all the items required in the work.

Any deterrence or deviation in the estimation and calculation of the aforementioned key elements, may hamper the quality of the pre-bid engineering study, on which we rely before submitting any tenders for the relevant project. Any deviation during the implementation and operation of the project as compared to our pre-bid engineering studies could have a material adverse effect on our cash flows, results of operations and financial condition.

21. ***Our financial performance is dependent on our successful bidding for new projects and the non-cancellation of projects awarded to us.***

Majority of our projects are undertaken on a non-recurring basis, therefore, it is critical that we are able to continuously and consistently secure new projects of similar value and volume. There is no assurance that we will be able to do so or get projects where we have prior experience. In the event that we are not able to continually and consistently secure new projects of similar or higher value and on terms and conditions that are favourable to us, this would have an adverse impact on our financial performance. In addition, the scope of work in a project, which is dependent on its scale and complexity, will affect the profit margin of the project and our financial performance. In the event that we have to sub-contract a material portion of the project work to a third party subcontractor, our profit margins from such projects may be lower as compared to in-house execution of projects. Cancellation or delay in the commencement of secured projects due to factors such as changes in our customers' businesses, poor market conditions and lack of funds on the part of the project owners may adversely affect us. In addition, there may be a lapse of time between the completion of our projects and the commencement of our subsequent projects. Any cancellation or delay of projects could lead to idle or excess capacity, and in the event that we are unable to secure replacement projects on a timely basis, this may adversely affect our business operations and financial conditions.

22. ***We cannot assure you that we will be able to successfully execute our growth strategies, which could affect our business prospects and results of operations.***

As part of our growth strategy, we propose to expand our existing EPC Business as well as diversify into sectors, other than road infrastructure construction that we are currently engaged in, such as water-related infrastructure including inland water transportation, water treatment and sewerage. Our growth strategies could place significant demand on our management and our administrative, technological, operational and financial infrastructure. As a result, we may be unable to maintain the quality of our services as our business grows. Our growth strategies are dependent on various circumstances, including business developments, new business(es) (including those incidental to our EPC Business and road business focused activities), investment opportunities or unforeseen contingencies. We could also encounter difficulties and delays in executing our growth strategies due to a number of factors, including, without limitation, delays in project execution resulting in significant time and cost overruns, delays or failure in receiving government and regulatory approvals, unavailability of human and capital resources, delayed payments or non-payments by clients, failure to implement bidding strategy, failure to correctly identify market trends, increase in cost of raw material, fuel, labour etc. or any other risks that we may or may not have foreseen. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients.

In the instances where we have ventured in sectors other than roads as part of the EPC Business, we cannot assure you that we will be successful or continue to obtain new projects in such sectors. In order to manage growth effectively, we must implement and improve operational systems, procedures and controls on a timely basis, which, as we grow and diversify, we may not be able to implement, manage or execute efficiently and in a timely manner or at all, which could result in delays, increased costs and diminished quality and may adversely affect our results of operations and our reputation. In addition, if we raise additional funds for our growth through incurrence of debt, our interest and debt repayment obligations will increase, and we may be subject to additional covenants, which could limit our ability to access cash flow from operations and/or other means of financing. Further, our management may also change its view on the desirability of current strategies, and any resultant change in our strategies could put significant strain on our resources.

Due to our limited experience in undertaking certain types of projects or offering certain services, our entry into new business segments or new geographical areas may not be successful, which could hamper our growth and damage our reputation. We may be unable to compete effectively for projects in these segments or areas or execute the awarded projects efficiently. Further, our new business or projects may turn out to be mutually disruptive and may cause an interruption to our business as a result. If we are unable to successfully execute our growth strategies, our business, prospects and results of operations could be materially and adversely affected.

23. *Deterioration in the performance of our Company or any of our Subsidiaries and Joint Ventures may adversely affect our results of operations and our ability to pay dividends on the Equity Shares depends on our ability to obtain cash dividends or other cash payments.*

We currently conduct a portion of our projects including projects undertaken through the hybrid annuity model through our Subsidiaries and Joint Ventures and these entities generate a significant portion of our operating income and cash flow. In addition, our Company undertakes the EPC aspects of such projects on behalf of our Subsidiaries and Joint Ventures. Any default by our Company or our Subsidiaries and Joint Ventures in the performance of their respective obligations could adversely impact our business and results of operations. We have made and may continue to make capital commitments to our Subsidiaries and Joint Ventures, and if the business or operations of any of these Subsidiaries and Joint Ventures deteriorates, the value of our investments may decline substantially. In addition, we will be required to rely on free cash flows of our Subsidiaries, cash dividends from our Joint ventures, investment income, financing proceeds and other permitted payments from our Subsidiaries and Joint Ventures to make principal and interest payments on our debt, pay operating expenses and dividends, if any, on the Equity Shares and pay other obligations of ours that may arise from time to time. The ability of our Subsidiaries and Joint Ventures to make payments to us depends largely on their financial condition and ability to generate profits as well as regulatory conditions. In addition, because our Subsidiaries and Joint Ventures are separate and distinct legal entities, they will have no obligation to pay any dividends and may be restricted from doing so by contract, including other financing arrangements, charter provisions, other shareholders or partners or the applicable laws and regulations of the various countries in which they operate.

We cannot assure you that our Subsidiaries and Joint Ventures will generate sufficient profits and cash flows, or otherwise prove willing or able, to pay dividends to enable us to meet our obligations and pay interest, expenses and dividends, if any, on the Equity Shares. Our financial condition and results of operations could be adversely affected should our equity stake in our Subsidiaries or our equity interest in our Joint Ventures be diluted or in the event they cease to be our Subsidiaries and Joint Ventures. Further, in the event that the value of our investment in any of our Subsidiaries and Joint Ventures diminishes significantly, this could have a material adverse effect on our financial condition and results of operations.

24. ***Our Company failed to comply with certain terms and conditions of the Debt Listing Agreement and the SEBI Listing Regulations which may entail a regulatory action against our Company and consequently may affect listing and trading of our Equity Shares.***

Our Company has in the past not complied with certain terms and conditions of the Debt Listing Agreement and SEBI Listing Regulations. In accordance with the SEBI Listing Regulations, our Company was required to file its half yearly results for the period ended September 30, 2015 and for the year ended March 31, 2016 by November 15, 2015 and May 15, 2016 respectively. However, our Company has subsequently made these filings on September 6, 2016 and September 12, 2016 respectively. Further, the Company was required to publish the financial results for the six month period ended September 30, 2015 within forty eight hours (as per the Debt Listing Agreement) and financial statements for the year ended March 31, 2016 within two calendar days (as per the SEBI Listing Regulations), of the conclusion of the meeting of the board of directors where such financial results or financial statements were approved, in at least one English national daily newspaper. The same were not published for the periods as aforementioned. We cannot assure you our Company will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

25. ***Our concession agreements contain certain restrictive covenants which could limit our flexibility in managing our business or projects and result in an adverse effect on our financial conditions and results of operations.***

In the course of our operations, we have entered into various concession agreements with relevant authorities for our projects. Our concession agreements typically contain restrictive covenants and obligations, which require the prior consent of the relevant authority to undertake certain actions, including, for example, the amendment or modification of project agreements, creation of encumbrance or security interest, selection or replacement of contractors and change in the capital structure of the subsidiary or joint venture company. We cannot assure you that any failure to comply with such restrictive covenants will not constitute an event of default under the relevant concession agreements and could result in situations, such as, amongst others, payment of damages to the relevant authority or termination of our concession agreement by the lenders or the relevant authority. In addition, we may be restricted in our ability to, among other things, sell our interests to third parties, undertake expansions and contract with certain third parties. These restrictions may limit our flexibility in operating these projects, which could have an adverse effect on our cash flows, results of operations and financial condition.

26. ***The failure of a joint venture partner to perform its obligations could impose additional financial and performance obligations resulting in reduced profits or, in some cases, significant losses from the joint venture.***

We enter into various joint ventures as part of our business and operations. The success of these joint ventures depends significantly on the satisfactory performance by our joint venture partner and fulfilment of its obligations. If our joint venture partners fail to perform these obligations satisfactorily, the joint venture may be unable to perform adequately or deliver its contracted services. In such cases we may be required to make additional investments and/ or provide additional services to ensure the adequate performance and delivery of the contracted services as we are subject to joint and several liabilities as a member of the joint venture, in most of our projects. Such additional obligations could result in reduced profits or, in some cases, significant losses for us. The inability of a joint venture partner to continue with a project due to financial or legal difficulties could mean that we would bear increased and possibly sole responsibility for the completion of the project and bear a correspondingly greater share of the financial risk of the project. Further any disputes that may arise between us and our strategic partners may cause delays in completion or the suspension or abandonment of the project. In the event that a claim, arbitration award or judgement is awarded against the consortium, we may be responsible for the entire claim. We cannot assure that our relationships with our consortium partners in the future will be amicable or that we will have any control over their actions. The realization of any of these risks and other factors may have an adverse effect on our business, results of operations and financial condition.

27. ***Our statutory auditors have included certain qualifications and observations on certain matters in their audit reports.***

Our statutory auditors have included certain qualifications and observations with respect to matters specified in their audit report and in terms of the Companies (Auditors Report) Order, 2003 (applicable for Fiscal 2013 and

2014), Companies (Auditors Report) Order, 2015 (applicable for Fiscal 2015) and Companies (Auditors Report) Order, 2016 (applicable for Fiscal 2016 and 2017), in relation to our historical audited standalone financial statements and audited consolidated financial statements. For further details on these qualifications and observations, see "*Management's Discussion on Financial Condition and Results of Operations – Auditor Observations*" on page 474. Investors should consider the same in evaluating our financial position, results of operations and cash flows.

28. *Certain of our Subsidiaries and Group Companies have incurred losses in the past and may incur losses in the future which may have an adverse effect on our reputation and business.*

Certain of our Subsidiaries and Group Companies have incurred losses in the preceding three Fiscals. The following table sets forth information on the Subsidiaries and Group Companies of our Company that have incurred losses as per the audited standalone financial statements of the respective entities in the periods specified below:

S. No.	Name	Profit/(losses) after tax (₹ in million, unless otherwise stated)		
		Fiscal 2017	**Fiscal 2016**	**Fiscal 2015**
1.	Reengus Sikar Expressway Limited	35.82	10.07	(1.60)
2	G R Phagwara Expressway Limited	(0.03)	NA	NA
Foreign Subsidiary		**Fiscal 2017***	**Fiscal 2016***	**Fiscal 2015***
3.	GR Building & Construction Nigeria Limited	NGN (630.52) million	Nil	Nil
Group Companies		**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**
	Grace Buildhome Private Limited	(0.01)	0.17	0.17
	Udaipur Buildestate Private Limited	(0.21)	0.07	0.09

**Fiscal begins on January 1 of a particular year and ends on December 31 of that year.*

There can be no assurance that our Subsidiaries or Group Companies will not incur losses in the future which may have an adverse effect on our reputation and business.

29. *Our infrastructure projects enjoy certain benefits under Section 80IA of the Income Tax Act, 1961 and any change in these tax benefits applicable to us may affect our results of operations.*

Presently, infrastructure projects (as specified under Section 80IA of the Income Tax Act, 1961), enjoy certain benefits under Section 80IA of the Income Tax Act, 1961. There can be no assurance that these projects will continue to enjoy the tax benefits under Section 80IA of the Income Tax Act, 1961 in future. Our Board in its discretion may choose to avail these benefits available to infrastructure projects. If the tax incentives expire or terminate or in the event that the relevant authority rejects our entitlement under the Income Tax Act, 1961, our Company may not be able to avail of these benefits. Pursuant to the Finance Act, 2016, the deduction shall not be available to an enterprise which starts the development or operation and maintenance of the infrastructure facility on or after April 1, 2017. For further details, see "*Statement of Tax Benefits*" on page 136.

30. *Compliance with, and changes in, environmental, health and safety laws and regulations or stringent enforcement of existing environmental, health and safety laws and regulations may result in increased liabilities and increased capital expenditures may adversely affect our cash flows, business results of operations and financial condition.*

Our project operations are subject to environmental, health and safety and other regulatory and/ or statutory requirements in the jurisdictions in which we operate. Our project operations may generate pollutants and waste, some of which may be hazardous. We are accordingly subject to various national, state, municipal and local laws and regulations concerning environmental protection in India, including laws addressing the discharge of pollutants into the air and water, the management and disposal of any hazardous substances, and wastes and the clean-up of contaminated sites. We may incur substantial costs in complying with environmental laws and regulations. We cannot assure you that compliance with such laws and regulations will not result in delays in completion, a material increase in our costs or otherwise have an adverse effect on our financial condition, cash flows and results of operations. Further, construction activities in India are also subject to various health and safety laws and regulations as well as laws and regulations governing their relationship with their respective employees in areas such as minimum wages, maximum working hours, overtime, working conditions, hiring and terminating employees, contract labor and work permits. Accidents, in particular fatalities, may have an adverse impact on our reputation and may result in fines and/or investigations by public authorities as well as litigation from injured workers or their dependents.

Non-compliance with these laws and regulations, which among other things, limit or prohibit emissions or spills of toxic substances produced in connection with our operations, could expose us to civil penalties, criminal sanctions and revocation of key business licences. Environmental laws and regulations in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. For details in relation to the environmental legal proceedings, see "*Outstanding Litigation and Material Developments*" on page 488.

31. ***We may not be able to collect receivables due from our clients, in a timely manner, or at all, which may adversely affect our business, financial condition, results of operations and cash flows.***

There may be delays in the collection of receivables, such as grant and annuity, from our clients or entities owned, controlled or funded by our clients or their related parties. As of December 31, 2017, ₹ 363.86 million, or 8.73% of our total trade receivables, on a consolidated basis, had been outstanding for a period exceeding six months from their respective due dates. We cannot assure you that we will be able to collect our receivables in time or at all which may have an adverse effect on our cash flows, business, results of operations and financial condition**.**

In addition, we may, at times, be required to claim additional payments from our clients for additional work and costs incurred in excess of the contract price or amounts not included in the contract price. However, our clients may interpret such additional work and costs restrictively and dispute our claims, resulting in lengthy arbitration, litigation or other dispute resolution proceedings, which we cannot assure that we can recover adequately. Further, we may incur substantial costs in collecting against our debtors and such costs may not be recovered in full or at all from the debtors. We require significant working capital requirements in our business operations and such delayed collection of receivables or inadequate recovery on our claims could materially and adversely affect our business, cash flows, financial condition and results of operations.

32. ***We rely on third parties, including contractors and sub-contractors, to complete certain projects and any failure arising from the non-performance, late performance or below par performance by such third parties, failure by a third-party subcontractor to comply with applicable laws, to obtain the necessary approvals, or provide services as agreed in the contract could affect the completion of our contracts resulting in penalties or other losses.***

We are engaged as a principal contractor for the construction of EPC, BOT and hybrid annuity model projects and we have sub-contracted work on such projects. When we are the principal contractor, we rely on third-party subcontractors we hire to perform the work under our EPC contracts. When we sub-contract, payments may depend on the sub-contractor's performance. We also rely on third-party equipment manufacturers or suppliers to provide the equipment and materials used for construction of our projects. The engagement of subcontractors is subject to certain risks, including difficulties in overseeing the performance of such subcontractors in a direct and effective manner, failure to complete a project where we are unable to hire suitable subcontractors, or losses as a result of unexpected subcontracting cost overrun. As the subcontractors have no direct contractual relationship with our clients, we are subject to risks associated with non-performance, late performance or poor performance by our subcontractors. As a result, we may experience deterioration in the quality of our projects, incur additional costs, or be exposed to liability in relation to the performance of subcontractors under the relevant contracts, which may have an impact on our profitability, financial performance and reputation, and may result in litigation or damages claims.

Further, we may also be subject to claims arising from defective work performed by subcontractors. While we may attempt to seek compensation from the relevant subcontractors, who may not be able to perform or perform in a timely manner their obligations, we may be required to compensate the project companies before receiving compensation from the subcontractors. If no corresponding claim can be asserted against a subcontractor, or the amounts of the claim cannot be recovered in full or at all from the subcontractor, we may be required to bear some or all the costs of the claims, in which case our business, financial position, results of operations and prospects could be materially and adversely affected.

In addition, if we are unable to hire qualified subcontractors or find competent equipment manufacturers or suppliers, our ability to successfully complete a project could be affected. If the amount we are required to pay for subcontractors or equipment and supplies exceeds what we have estimated, we may suffer losses on these contracts. If a supplier, manufacturer or subcontractor fails to provide supplies, equipment or services as required under a negotiated contract for any reason or if a subcontractor engaged by us has misrepresented its qualification or eligibility to undertake a specific project, we may be required to source these supplies, equipment or services or a replacement for such sub-contractor (as the case may be) on a delayed basis or at a higher cost than anticipated, which could impact contract profitability. Any such misrepresentation by a subcontractor as to its qualification or eligibility may also affect our ability to successfully complete a project and thereby harm our reputation.

33. ***Our in-house integrated model may fail which may affect our operations, reputation and profitability.***

Through our in-house integrated model, we have developed in-house resources with key competencies to deliver a project from conceptualization to completion which includes our qualified design and engineering team; two manufacturing units located at Udaipur and Guwahati for processing of bitumen, manufacturing of thermoplastic road-marking paint and road signage along with a fabrication and galvanization unit at Ahmedabad, for metal crash barriers. We rely on our in-house integrated model for timely and efficient execution of our projects. In case of any disruptions or malfunctions at any of our facilities as a result of which the materials required for the construction of our projects are not available on time, we may have to procure such materials from third party suppliers which may not be available at short notice or within the timelines required by us or at the rates favourable to us which may have an adverse effect on our profitability and results of operations. Further, any damage to our storage units or mishandling of our raw materials will adversely affect the timely execution of projects.

Further, any change in government policies resulting in a shift from the usage of bitumen to cement for construction of roads or a decrease in demand for bitumen, our operations and financial condition may be adversely affected as we will have to rely on third parties to supply raw materials and we may not be able to recover the investments made by us in setting up our bitumen manufacturing plants in Udaipur and Guwahati.

34. ***We operate in a highly competitive market. If we are unable to bid for and win construction projects, both large and small, or compete with larger competitors, we could fail to increase, or maintain, our volume of order intake and our results of operations may be materially adversely affected.***

We operate in a competitive environment and our competition is based on size, nature, complexity and location of projects, price, proximity of materials to the local market, the availability of sub-contractors, construction workers and local economic conditions. Some of our competitors may have greater industry experience, and substantial financial, technical and other resources which enables them to undertake larger projects or obtain better financing arrangements. Further, our ability to bid for and win projects is dependent on a number of factors including our ability to show experience in executing large projects and to demonstrate that we have strong engineering and construction capabilities. We may not always meet the pre-qualification criteria in our own right, as a result, we may need to partner or collaborate with other companies. We also face competition from other bidders in a similar position looking for suitable joint venture partners for pre-qualification requirements. If we are unable to partner with other companies or lack the credentials to be the partner-of-choice for other companies, we may lose the opportunity to bid for, and therefore fail to increase or maintain our volume of new construction contract orders. In the EPC segment, we face significant competition in our business from a large number of infrastructure and road development companies who also operate in the same regional markets as us. Some of our competitors are better known in our markets and may commence operations in the vicinity of our current projects.

Although there are numerous factors that could affect our ability to win projects, pricing plays an important role in most tender awards. While we have, in the past, been awarded a number of contracts in this segment, we cannot assure you that we will continue to be awarded such contracts. Some of the new entrants may also bid at lower margins in order to be awarded a contract. As a result, the nature of the bidding process may cause us and our competitors to accept lower margins in order to be awarded a contract. We may also decide not to participate in some projects as accepting such lower margins may not be financially viable and this may adversely affect our competitiveness to bid for and win future contracts. Our inability to effectively manage such competitive pressures and manage our costs efficiently, it could have a material adverse effect on our operating margins, business growth and prospects, financial condition and results of operations.

35. ***Obsolescence, destruction, theft, breakdowns of our major plants or equipment or failures to repair or maintain the same may adversely affect our business, cash flows, financial condition and results of operations.***

To maintain our capability to undertake large-scale projects, we seek to purchase plants and equipment built with the latest technologies and knowhow and keep them readily available for our construction activities through careful and comprehensive repairs and maintenance. However, we cannot assure you that we will be immune from the associated operational risks such as the obsolescence of our plants or equipment, destruction, theft or major equipment breakdowns or failures to repair our major plants or equipment, which may result in their unavailability, project delays, cost overruns and even defaults under our construction contracts. For instance, during the period between Fiscal 2015 and the nine months ended December 31, 2017, claims for seven construction equipments and vehicles were reported out of which two were stolen and five were destroyed. The latest technologies used in newer models of construction equipment may improve productivity significantly and render our older equipment obsolete.

Obsolescence, destruction, theft or breakdowns of our major plants or equipment may significantly increase our equipment purchase cost and the depreciation of our plants and equipment, as well as change the way our management estimates the useful life of our plants and equipment. In such cases, we may not be able to acquire new plants or equipment or repair the damaged plants or equipment in time or at all, particularly where our plants or equipment are not readily available from the market or requires services from original equipment manufacturers. Some of our major equipment or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability of bulk discounts. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by us and may have an adverse effect our business, cash flows, financial condition and results of operations. Our Company's insurance cover as on the date of December 31, 2017 is approximately ₹ 3,839.73 million in respect of its net block of property, plant and equipment which stood at ₹ 4,821.20 million as of December 31, 2017. Consequently, our Company's insurance cover as a percentage of its net block of property, plant and equipment as of December 31, 2017 was approximately 79.64%.

36. ***We require various statutory and regulatory permits and approvals in the ordinary course of our business, and our failure to obtain, renew or maintain them in a timely manner may adversely affect our operations.***

We require certain statutory and regulatory permits, approvals, licenses, registrations and permissions for our business and operations. For details of the key laws and regulations applicable to us, see "*Key Regulations and Policies*" on page 212. We may need to apply for further approvals in the future including renewal of approvals that may expire from time to time. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all. In addition, during the course of our business we also receive notices from various statutory authorities primarily related to the labour employed by us for our projects. Our Company has been issued notices from statutory and other regulatory authorities for non-compliance under labour laws. Our Company has responded as appropriate to such notices related to the labour employed and related factors therein.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. We have applied for certain regulatory approvals that have not been received as of the date of this Draft Red Herring Prospectus. For further details, see "*Government and Other Approvals*" on page 499.

We may continue to be impleaded in such legal proceedings in the course of our business in the future. There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, could divert management time and attention, and consume financial resources in defense or prosecution of such legal proceedings or cause delays in the construction, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings. Further, clean-up and remediation costs, as well as damages, other liabilities and related litigation, could adversely affect our business, financial condition and results of operations. Our Company has also not applied for certain approvals, details of which have been provided in "*Government and Other Approvals*" on page 499. We cannot assure you that the relevant regulatory or statutory authorities will not initiate actions against us for carrying out the work without applying for and holding valid approvals. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected.

37. *We rely on our information technology systems for our operations and its reliability and functionality is critical to the success of our business.*

We rely on our information technology systems for our operations and its reliability and functionality is critical to our business success. Our growing dependence on the IT infrastructure, applications, and data has caused us to have a vested interest in its reliability and functionality, which can be affected by a number of factors, including, the increasing complexity of the IT systems, frequent change and short life span due to technological advancements and data security. If our IT systems malfunction or experience extended periods of down time, we may not be able to run our operations safely or efficiently. We may suffer losses in revenue, reputation and volume of business and our financial condition and results of operation may be materially and adversely affected. So far, we have not experienced any material widespread disruptions of service to our clients, but there can be no assurance that we may not encounter disruptions in the future.

Further, our future success will depend in part on our ability to respond to technological advances and emerging standards and practices on a cost effective and timely basis. In addition, Government authorities may require adherence with certain technologies in the execution of projects and we cannot assure you that we would be able to implement the same in a timely manner, or at all. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs (in comparison to our competitors who may be able to successfully implement such technologies) and lead to us bidding at lower margins/loss of bidding opportunities vis-à-vis such competitors. Any of the above events may adversely affect our business, results of operations and financial condition.

38. *Our business is relatively concentrated in northern part of India and any adverse development in these regions may adversely affect our business, results of operations and financial condition.*

While we carry on business in various states of India, our project portfolio has historically been concentrated in the northern States of India, making us vulnerable to risks associated with having geographically concentrated operations. As of January 31, 2018, our ongoing projects constituting part of our Order Book in northern India are located in the states of Rajasthan, Punjab, Haryana, Himachal Pradesh and Uttar Pradesh. Such concentration of business subjects us to various regional risks in these states, including, (i) regional slowdown in construction activities or reduction in infrastructure projects; (ii) vulnerability to change in laws, policies and regulations of the political and economic environment; (iii) perception by our potential customers that we are a regional construction company which hampers us from competing for large and complex projects at the national level; and (iv) limitation on our ability to implement the strategy to cluster projects in the states where we intend to conduct business. While we strive to geographically diversify our project portfolio and reduce our concentration risk, we cannot assure you that adverse developments associated with the region will not impact on our business. If we are unable to mitigate the concentration risk, we may not be able to develop our business as planned and our business, financial condition and results of operation could be adversely affected.

39. *Our operations are subject to risks of mishaps or accidents that could cause damage or loss to life and property and could also result in loss or slowdown in our business.*

Our business operations are subject to operating risks, including fatal accidents, mishaps failure of equipment, power supply, labour disputes, natural disasters or other force majeure conditions which are beyond our control. The occurrence of any of these factors could significantly affect our results of operations and financial condition. Long periods of business disruption could result in a loss of customers. Although we take precautions to minimize the risk of any significant operational problems at our operation sites, there can be no assurance that we will not face such disruptions in the future.

We have in the past also made compensation and related payments in relation to fatal accidents that have occurred at our project sites and as such cannot assure you that such accidents will not happen in the future. During the construction and maintenance period, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Our insurance coverage may not be adequate to cover such loss or damage to life and property, and any consequential losses arising due to such events will affect our operations and financial condition. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our Order Book, availability of insurance coverage in the future and our results of operations.

40. *Failure to achieve financial closure within a stipulated period of time for our future BOT projects would attract penalty and may also lead to termination of the contract.*

The terms of our contracts for our BOT, require us to achieve financial closure for the projects within a stipulated period from the date of signing of the contract or the date of the letter of acceptance, as the case may be. If we are unable to achieve financial closure within the stipulated period, then the contract contemplates payment of damages to the relevant entity. For instance, the entire bid security amount paid by us may be appropriated as damages by the relevant entity, in the event of our failure to achieve financial closure within the specified time. The contracts for our BOT also provide that in the event the financial closure is not achieved within the stipulated date or the extended date, the contract shall be deemed to have been terminated by mutual consent of the parties. The contracts that we may enter into in future may have similar or more stringent terms. We cannot assure you that we will be able to achieve financial closure in time or at all for the new projects awarded to us or for our future projects. Any delay in achieving financial closure could result in us having to pay damages as per the terms of the contract or the contract being terminated in accordance with its terms, thereby adversely affecting our financial condition, cash flows and results of operations.

41. *Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.*

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our projects and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. This may result in delays in execution of projects and also reduce our productivity. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses and our project related activities may be delayed or reduced. Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to construction sites or delays in the delivery of materials. Any such fluctuations may adversely affect our total income, cash flows, results of operations and financial conditions.

42. *We are subject to risks arising from interest rate fluctuations, which could reduce the profitability of our projects and adversely affect our business, financial condition and results of operations.*

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a significant extent by debt and increases in interest rate and a consequent increase in the cost of servicing such debt may have an adverse effect on our results of operations and financial condition. Changes in prevailing interest rates affect our interest expense in respect of our borrowings and our interest income in respect of our interest on short term deposits with banks. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, if such arrangements do not protect us adequately against interest rate risks, they would result in higher costs.

43. *Any unscheduled or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition and results of operations.*

As part of our in-house integrated model, we have manufacturing facilities for processing of bitumen, thermoplastic road-marking paint and road signage and a fabrication and galvanization unit for metal crash barriers. Any unscheduled or prolonged disruption of our manufacturing operations, including due to power failure, fire and unexpected mechanical failure of equipments, performance below expected levels of output or efficiency, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents or any significant social, political or economic disturbances, could reduce our ability to produce the raw materials required for our projects and as a result, adversely affect our business and financial conditions. We may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facility to cease, or limit, production until the disputes concerning such approvals are resolved. In the event of prolonged interruptions in the operations of our manufacturing facility, we may have to import various supplies and products in order to meet our project requirements, which could affect our profitability.

44. *We may be required to pay additional stamp duty if the concession agreements are subjected to payment of stamp duty as deeds creating leasehold rights or as development agreements.*

We may be required to pay additional stamp duty if the concession agreements are subject to payment of stamp duty as deeds creating leasehold rights or as development agreements. Certain concession agreements which our Company or our Subsidiaries or our joint ventures have entered into or as development agreements and accordingly, in the future, such agreements may be required to be stamped as lease agreements, or as development agreements as applicable, which as a result would lead to an increase in our costs and could adversely affect our business and financial conditions. Further, although the concession agreements contain provisions for reimbursement by the concessioning authority in the event of a change in law, the imposition of additional stamp duty may not be considered to be a change in law requiring the concessioning authority to compensate us for the financial burden and/or amend the concession agreements.

45. *We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.*

We usually need to provide performance guarantees when we undertake construction projects, which are often demanded by our clients to protect them against potential defaults by us. We are also often required to have our lenders issue letters of credit in favour of our suppliers for purchases of equipment and raw materials. We thus may have substantial contingent liabilities from time to time depending on the projects we undertake and the amount of our purchases.

As of December 31, 2017, our contingent liabilities, on a standalone and consolidated basis, that have not been provided for were as follows:

Particulars	**Amount**
	(₹ in million)
	(Consolidated)
Claims against the Company not acknowledged as debts	
Sales tax matters	7.18
Income tax matters	7.48
Guarantees given to third parties	10,119.33
Total	**10,133.99**

Particulars	**Amount**
	(₹ in million)
	(Standalone)
Claims against the Company not acknowledged as debts	
Sales tax matters	7.18
Income tax matters	7.48
Guarantees given to third parties	10,119.33
Total	**10,133.99**

For further details, see "*Note 37 – Contingent Liabilities and Commitments - Restated Standalone Financial Information*" and "*Note 38 – Contingent Liabilities and Commitments - Restated Consolidated Financial Information*" on pages 324 and 414, respectively.

If a significant portion of these liabilities materializes, it could have an adverse effect on our business, financial condition and results of operations.

46. *Our Company has issued Equity Shares to the Selling Shareholders at a price which may be lower than the Offer Price.*

Our Company has issued Equity Shares to the Investor Selling Shareholders at a price which could be lower than the Offer Price. For details of the Equity Shares issued to the Investor Selling Shareholders, see "*Capital Structure-Details of the share capital held by the Investor Selling Shareholders in our Company*" on page 112. The Offer Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

47. *We have issued Equity Shares during the last twelve months at a price that may be lower than the Offer Price.*

During the last twelve months, we have issued Equity Shares at a price that may be lower than the Offer Price, as set out in the table below:

Date of allotment	No. of equity shares	Face value (₹)	Issue Price (₹)	Nature of consideration	Details of allotment
March 12, 2018	18,500,000		-	Other than cash	Allotment pursuant to amalgamation of GRIPL with and into our Company

For further details regarding such issuances of Equity Shares, see "*Capital Structure - Notes to Capital Structure - Share capital history of our Company*" on page 104.

48. *We may be adversely affected by lenders' enforcement of our Company's guarantees in relation to certain debt facilities of our Subsidiaries.*

As of February 28, 2018, our Company has provided corporate guarantees for an aggregate amount of ₹ 1,186.31 million in favour of certain lenders of our Subsidiaries. Such lenders may enforce the guarantees against our Company, if the relevant Subsidiary is in breach of its obligations under the relevant loan documents. The lenders may also require alternate or additional guarantees, collaterals, accelerated payments of outstanding amounts or terminate the relevant loan facilities if they determine that our Company's guarantees are inadequate. We may not be successful in providing the required guarantees or at all and may need to repay outstanding amounts or seek additional sources of capital, which could affect our cash flows, financial condition and results of operation. For further details, see "*Financial Indebtedness*" on page 484.

49. *We may not be successful in implementing our growth strategy to expand into new geographic areas, which could have an adverse effect on our business, results of operations and financial condition.*

We intend to expand our operations into new geographic and functional areas. Our construction activities have, however, historically been focused in north India and primarily in the areas of roads, highways and airport runways. However, in line with our business strategies, we propose to continue to expand our presence across India and to diversify into water management and railways related infrastructure projects and continue to focus on roads, highways and airport runway construction projects. We have limited background and experience in these areas, and we may need to enter into strategic tie-ups, recruit additional skilled personnel and purchase additional equipment to support such activities. We cannot assure you that we will be able to successfully implement such expansion and diversification strategies, in a timely or cost-effective manner, or at all.

In addition, expansion into new geographic regions within India will subject us to various challenges, including those relating to our lack of familiarity with the social, political, economic and cultural conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of brand recognition and reputation in such regions. Further, as we seek to diversify our regional focus, we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers and international joint venture partners, gain early access to information regarding attractive projects and be better placed to bid for and be awarded such projects. Increasing competition could result in price and supply volatility, which could cause our business to suffer. There can be no guarantee that we will be able to effectively manage our entry into new functional and geographical areas, which may have a material adverse impact on our business, financial condition and results of operation.

50. ***For supply of certain raw materials, we rely on a limited number of suppliers. Inadequate or interrupted supply or sub-standard quality of raw materials, could adversely affect our reputation, business and results of operations.***

Our business depends on the adequate supply of quality construction and other raw materials at reasonable prices on a timely basis. The principal raw materials used in our projects our bitumen, steel and cement which are procured from certain regular suppliers. Although, we manufacture certain of our raw materials at our own manufacturing facilities as part of our integrated model, we rely on a limited number of suppliers for other raw materials and any delays or stoppages by such raw material suppliers could adversely affect our operations and financial condition. While we have not experienced any significant disruptions to our operations due to the unavailability of raw materials, lack of long-term price contracts and the absence of an assured supply of raw materials in adequate quantities at competitive prices, could result in a disruption of our production schedule or result in our sourcing raw materials from other sources at prices that are less favorable to us, resulting in an increase in our operating costs and materially and adversely affecting our business, results of operations and financial condition.

Further, the quality of raw materials delivered by suppliers engaged by us has a direct impact on the overall quality of our construction and the timeliness of our delivery to our clients. Although we generally ensure strict quality and process control measures for suppliers, we may be subject to potential claims against us by our clients in case of any sub-standard materials provided by our suppliers. In such circumstances, our reputation may suffer and our resources could be strained.

51. ***Our operations are dependent on a significant number of contract labor and an inability to access adequate contract labor at reasonable costs at our project sites across India may adversely affect our business prospects and results of operations.***

Our operations are significantly dependent on access to a large pool of contract labor for our construction work and the execution of our projects. The number of contract labourers employed by us varies from time to time based on the nature and extent of work we are involved in. Our dependence on such contract labor may result in significant risks for our operations, relating to the availability and skill of such contract laborers, as well as contingencies affecting availability of such contract labor during peak periods in labor intensive sectors such as ours. There can be no assurance that we will have adequate access to skilled workmen at reasonable rates and in the areas in which we execute our projects. As a result, we may be required to incur additional costs to ensure timely execution of our projects. In addition, there may be local regulatory requirements relating to use of contract labor in specified areas and such regulations may restrict our ability to recruit contract labour for a project. Further, all contract labourers engaged in our projects are assured minimum wages that are fixed by the relevant State governments, and any increase in such minimum wages payable may adversely affect our results of operations.

52. ***We conduct a portion of our operations through joint ventures over which we may have limited control.***

We conduct a portion of our business through joint ventures over which we have limited control. For further details, see "*Our Subsidiaries and Joint Ventures*" on page 223. As a result, we have limited control over these entities and any differences in views among such participants may result in delayed decisions or failures to reach agreement on major issues. We may, in certain instances, fail to reach agreement on significant decisions on a timely basis. We also cannot control the actions of such partners, including any non-performance, default by or bankruptcy of our partners, and we typically share liability or have joint and/or several liability with our partners for such matters. Any of these factors could potentially have a material adverse effect on our operations and the profitability of these entities.

Further, these joint ventures may not be subject to the same requirements regarding internal controls as applicable to us. As a result, internal control issues may arise that could have a material adverse effect on these joint ventures. In addition, in order to establish or preserve relationships with such partners, we may agree to assume risks and contribute resources that are proportionately greater than the returns we expect to receive in the related joint venture. Such agreements may reduce our income and returns on these investments compared to what we would have received if our assumed risks and contributed resources were proportionate to our returns. The occurrence of any or all of the above events may result in a material adverse effect on our business, financial condition and results of operations.

53. *Our Company, Group Companies and Promoters have unsecured loans that may be recalled by the lenders at any time and our Company, Group Companies and Promoters may not have adequate funds to make timely payments or at all.*

Our Company, Group Companies and Promoters have availed unsecured loans which may be recalled by their lenders at any time. As of December 31, 2017, such loans availed by our Company amounted to ₹ 50.36 million. Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. In the event that any lender seeks a repayment of any such unsecured loan, our Company, Group Companies and Promoters would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations as well as that of our Group Companies and Promoters.

54. *Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have availed the services of an independent third party research agency, CRISIL Research, to prepare an industry report titled "Industry Report on Infrastructure" dated March 2018 ("**CRISIL Report**"), for purposes of inclusion of such information in this Draft Red Herring Prospectus. This report is subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from this industry report. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or the Book Running Lead Manager or any of our or its respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Further, CRISIL Research has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the information. The CRISIL Report also highlights certain industry and market data, which may be subject to assumptions. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

55. *An inability to adapt to the changing needs of the industry and specific requirements of our clients in the infrastructure sector and in the other industries we intend to diversify into may adversely affect our business prospects, results of operations and financial condition.*

Our future success will depend in part on our ability to address the changing needs of the industry and specific requirements of our clients in the infrastructure sector as well as the other industries that we seek to diversify into, including evolving engineering and construction technologies and processes. There can be no assurance that we will be able to address these requirements in a cost effective and timely manner, or at all. We may not have access to advanced construction technologies, processes or equipment and may not succeed in adopting emerging industry standards and processes in a cost-effective and timely manner. If we are unable, for technical, legal, financial or other reasons, to adapt in a timely and cost effective manner to changing market conditions, customer requirements or technological changes, our business operations and financial performance could be adversely affected.

56. *We have not entered into any definitive arrangements to utilize certain portions of the net proceeds of the Offer. Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised.*

We intend to use the net proceeds of the Offer for the purposes described in *"Objects of the Offer"* on page 119. The objects of the Offer and our funding requirement (including requirement of plant and machinery) and for infusion of funds in our Subsidiaries is based on management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. In addition, while we have received quotations, we have not yet placed orders for the equipment that we propose to purchase from the net proceeds of the Offer. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. Some of the equipment we intend to deploy is expected to be imported and must be paid for in foreign currency. Changes in foreign exchange rates adversely affecting the value of the Rupee may adversely affect the cost of some of the projects. We cannot assure you that we will be able to execute our capital expenditure plans as contemplated or utilise the amounts earmarked for investments in the projects which will be constructed by our Subsidiaries as on date or in the future. Our management, in accordance with the policies established by our Board from time to time, will have flexibility in deploying the net proceeds of the Offer. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

57. ***We are dependent on a number of our Key Managerial Personnel and other senior management personnel, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel and other senior management personnel, including our present officers. The inputs and experience of our key managerial personnel and other senior management personnel are valuable for the development of our business and operations and the strategic directions taken by us. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all, should they chose to discontinue their employment with us. In terms of our concession agreements, we are required to employ qualified and trained employees for operating the projects. We may require a long period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. We believe that competition for qualified personnel with relevant expertise in India is intense due to the scarcity of qualified individuals in the industry that we operate in. The loss of the services of our Key Managerial Personnel, senior management or other key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

58. ***We do not hold any patents or other form of intellectual property protection in relation to our construction and manufacturing processes, and our inability to maintain the integrity and secrecy of our construction and manufacturing processes may adversely affect our business.***

Our Company owns the GRIL trademark pursuant to a trademark registration (no. 1861143) dated June 17, 2015, under class 19 (which comprises of building materials (non-metallic), non-metallic rigid pipes for building, asphalt, pitch and bitumen, non-metallic transportable buildings and non - metal monuments) and class 37 (which comprises of building construction, repair and installation services) under the Trademarks Act, 1999. However, our construction and manufacturing processes are not protected by any intellectual property right and further, they may not be eligible for intellectual property protection. In addition, our technical skill and expertise may not be adequately protected by intellectual property rights such as patent registration. As a result, other players may be able to use the same or similar automation in construction and production processes, thereby undermining any competitive advantage we may have derived from such processes and adversely affecting our financial condition and results of operations.

It is our policy to take precautions to protect our trade secrets and confidential information against breach of trust by our employees, consultants, customers and suppliers and our agreements with employees incorporate confidentiality provisions. However, it is possible that unauthorized disclosure of our trade secrets or confidential information may occur. We cannot assure you that we will be successful in the protection of our trade secrets and confidential information. If we fail to protect our intellectual property, including our trademarks and trade secrets, our business and financial condition may be adversely affected.

59. ***We are dependent on our relationship with our individual Promoters. Any adverse change in our relationship with our individual Promoters could adversely affect our business, results of operations, financial condition and cash flows.***

We benefit from our relationship with our individual Promoters and our success depends upon the continuing services of our individual Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company. Accordingly, we benefit from our relationship with our individual Promoters and our performance is heavily dependent upon the services of our individual Promoters. However, we cannot assure that we will be able to continue to take advantage of the benefits from these relationships in the future. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all, which could adversely affect our business operations and growth prospectus and affect our ability to continue to manage and expand our business.

60. ***Our Company has pledged, and may continue to pledge a portion of the shares held by it in certain of the Subsidiaries in favour of lenders, who may exercise their rights under the respective pledge agreements in events of default***

Our Company has pledged and may continue to pledge a portion of the shares it holds in certain of the Subsidiaries in favour of lenders as security for the loans provided to the Subsidiaries. If the Subsidiaries default on their obligations under the relevant financing documents, the lenders may enforce the share pledges, have the shares transferred to their names and acquire management control over the Subsidiaries whose shares have been pledged. On the occurrence of a default, the security trustee is entitled to either register the shares in its own name or sell the shares to any person without any restriction resulting in our Company's equity stake in such Subsidiaries being sold to any of our competitors leading to loss of the value of any such pledged shares and non-recognition of any revenue attributable to them. In addition, if we lose control of any of the Subsidiaries, our ability to implement our overall business strategy would be adversely affected. For details in respect of our shareholding interest and the pledges of our shareholding interests in our Subsidiaries, see "*Our Subsidiaries and Joint Ventures*" and "*Financial Indebtedness*" on pages 223 and 484, respectively.

61. ***Our Promoters, certain of our Directors hold Equity Shares in our Company and are therefore interested in the Company's performance other than remuneration and reimbursement of expenses.***

Certain of our Directors (including our Promoters) are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. For further details, see "*Our Management*" on page 231. There can be no assurance that our Directors (including our Promoters) will exercise their rights as shareholders to the benefit and best interest of our Company. Except for Directors who are also Key Management Personnel and to the extent that they hold equity shares in our Company, no other Key Management Personnel hold equity shares in our Company. Further, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business, which may conflict with the best interests of the Company or that of minority shareholders.

62. ***We have, in the past, entered into certain transactions with related parties and may continue to do so in the future. Any related party transactions that are not on an arm's length basis may adversely affect our business, results of operation and financial condition.***

We have, in the past, entered into certain transactions with related parties, including our Promoters and Promoter Group and may continue to do so in the future. For further details, see "- *Prominent Notes*" and "*Financial Information - Restated Standalone Financial Statements*" and *"Financial Information - Restated Consolidated Financial Statements*" on pages 55, 261 and 346, respectively. While we believe that all such transactions have been conducted on an arms-length basis, there can be no assurance that we would not have achieved more favourable commercial terms had such transactions not been entered into with related parties. Further, we may enter into related party transactions in the future, and such transactions may potentially involve conflicts of interest. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition.

63. ***Our Promoters have provided guarantees for loans availed by us. In addition, our Promoters have pledged certain of their shareholding in our Company in favour of lenders.***

Our Promoters have given guarantees in relation to certain borrowings availed by our Company. In the event of default on such borrowings, these guarantees may be invoked by our lenders thereby adversely affecting our Promoters' ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations. Further, if any of these guarantees are revoked by our Promoters, our lenders may require alternate securities or guarantees and may seek early repayment or terminate such facilities. Any such event could adversely affect our financial condition and results of operations. For further details in relation to the personal guarantees provided by our Promoters, see "*History and Certain Corporate Matters – Guarantees provided by the Promoter Selling Shareholders*" on page 222.

In addition, our Promoters have pledged 2,200,000 Equity Shares of our Company in favour of a lender in connection with loans availed by them. For further details in relation to the Equity Shares pledged by our Promoters, see "*Capital Structure*" on page 111.

64. ***Conflicts of interest may arise out of common business objects between our Company, Group Companies and certain entities forming part of our Promoter Group.***

Conflicts may arise in the ordinary course of decision making by our Promoters or Board. Our Promoters have interests in other companies that may undertake or engage in similar business as our Company. Our Group Companies, corporate Promoters and some of the entities forming part of our Promoter Group are authorized to carry out, or engage in business similar to that of our Company. Conflicts of interests may arise in the Promoters' allocating or addressing business opportunities and strategies among our Company, our corporate Promoters and the entities forming part of our Promoter Group in circumstances where our respective interests diverge. In cases of conflict, there can be no assurance that our Promoters will not favour their own interests over those of our Company. Our Promoters have not signed any non-compete agreement with our Company as of date. Further, due to the conflict of interest between us, or to the extent that competing business operations are offered by any of our Promoter or Promoter Group or Group Companies erode our market share, we may not be able to effectively manage any such conflict or competitive pressures and, consequently, our business, results of operation and financial condition may be adversely affected.

65. ***Certain corporate records and regulatory filings of our Company are not traceable.***

Certain corporate records and regulatory filings, including those in relation to issue and allotment of Equity Shares by our Company during the years 1996 and 1997, and registration of resolutions and agreements are not traceable. While we believe that these filings were duly made, we have not been able to trace copies of the same. Whilst we have made efforts to trace the copies of these filings, including by way of appointment of a practicing company secretary to undertake a search at the office of the RoC, we have not been able to trace copies of the same. We have placed reliance on other documents, including our annual returns, audited financial statements and minutes of the meetings of our Board of Directors and Shareholders for corroborating the share capital history of our Company for such period. We cannot assure you that these corporate records and regulatory filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

66. ***Upon completion of the Offer, our Promoters and Promoter Group will continue to retain control over us, which will allow them to influence the outcome of matters submitted to the shareholders for approval.***

After the completion of the Offer, our Promoters and Promoter Group will continue to hold a majority of our Equity Shares. Consequently, our Promoters and Promoter Group may exercise substantial control over us and may have the power to elect and remove a majority of our Directors and/or determine the outcome of proposals for corporate action requiring approval of our Board or shareholders, such as lending and investment policies, revenue budgets, capital expenditure, dividend policy and strategic acquisitions. Our Promoters and Promoter Group may be able to influence our major policy decisions, including our overall strategic and investment decisions, by controlling the election of our Directors and, in turn, indirectly controlling the selection of our senior management, determining the timing and amount of any dividend payments (if any), approving our annual budgets, deciding on increases or decreases in our share capital, determining our issuance of new securities, approving mergers, acquisitions and disposals of our assets or businesses, and amending our Articles of Association. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company. The interests of our Promoters and Promoter Group may conflict with the interests of our other shareholders, including the holders of our Equity Shares to be offered, and our Promoters and Promoter Group could make decisions that materially adversely affect investment in our Equity Shares to be offered. We cannot assure that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's favour. For further details, see "*Capital Structure*" and "*Our Promoters and Promoter Group*" on pages 104 and 248, respectively.

67. *A downgrade in our credit rating could adversely affect our ability to raise capital in the future.*

Our financing agreements require us to obtain a credit rating from an independent agency. Our credit ratings, which are intended to measure our ability to meet our debt obligations, are a significant factor in determining our finance costs. The interest rates of certain of our borrowings may be significantly dependent on our credit ratings. A downgrade of our credit ratings could lead to greater risk with respect to refinancing our debt and would likely increase our cost of borrowing and adversely affect our business, financial condition, results of operations and prospects.

68. *Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders. However, two of our Promoters, who are Selling Shareholders, will receive proceeds from the Offer for Sale.*

The Offer consists of the Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The entire proceeds of the Offer for Sale will be respectively transferred to the Selling Shareholders and will not result in any creation of value for us or in respect of your investment in our Company. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders, which include two of our Promoters – LBPL and Vinod Kumar Agarwal, and our Company will not receive any proceeds from the Offer for Sale. For further details, see "*Objects of the Offer*" on page 119.

69. *Certain premises used by our Company are not registered in our name and are located on leased premises. There can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.*

Certain premises used by our Company are located on leased premises, and we do not own any of these premises. Further, our Company has also obtained lease of certain other properties from various other parties which also includes the Promoter Group members. In the event such leases are not renewed or are terminated, it could adversely affect our operation unless we arrange for similar premises. If we are unable to continue or renew such leases on same or similar terms, or find alternate premises on lease on similar terms or at all, it may affect our business operations. For information relating to properties that we have leased from the Promoters, see "*Our Promoters and Promoter Group - Interest of Promoters*" on page 250.

70. *Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval from Shareholders.*

We propose to utilize the Net Proceeds for the repayment/pre-payment of certain loans availed by our Company, investments in our Subsidiaries, investment in capital equipment and general corporate purposes. For further details of the proposed objects of the Offer, see "*Objects of the Offer*" on page 119. At this stage, we cannot determine with any certainty if we would be able to completely utilise the Net Proceeds towards the objects aforementioned. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to modify the objects of the Offer, at a price and in the manner set out under the SEBI ICDR Regulations. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI under Chapter VI-A of the SEBI ICDR Regulations.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use unutilised proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, which may adversely affect our business and results of operations. Further, pending utilisation, we are required to deposit the Net Proceeds only in scheduled commercial banks listed under schedule II of the Reserve Bank of India Act, 1934.

71. *If our Company is classified as a passive foreign investment company ("PFIC") for U.S. Federal income tax purposes, U.S. investors may incur adverse tax consequences.*

Under U.S. Federal income tax laws, U.S. investors are subject to special tax rules if they invest in passive foreign investment companies, or PFICs. While our Company does not believe that it is, or will become in the foreseeable future, a PFIC since the applicable PFIC rules are complex and, to a certain extent, unclear, there is a risk that our Company is or may become a PFIC in the future. If it is or does qualify as being a PFIC, U.S. investors generally will not be subject to the regular U.S. federal income tax rules applicable to dividends and capital gains, but will be subject to complex PFIC rules that could result in additional taxation upon certain distributions by our Company and/ or disposition of Equity Shares.

72. *Corrupt practices or improper conduct may delay the development of a project and materially and adversely affect our results of operations.*

The construction industry is not immune to the risks of corrupt practices. Large construction projects in all parts of the world provide opportunities for corruption. Such corruption may include bribery, deliberate poor workmanship or the deliberate supply of low quality materials. If we, or any other person involved in any of the projects is the victim of or involved in any such corruption, our ability to complete the relevant projects as planned may be disrupted thereby materially and adversely affect our business, financial condition and results of operations.

73. *We have experienced negative cash flows in the past and may continue to do so in the future, would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.*

We have experienced negative net cash flows in the past and may continue to experience such negative operating cash flows in the future. The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated.

Particulars	Nine Months Ended December 31, 2017	Fiscal				
		2017	2016	2015	2014	2013
	(₹ million)					
Net cash (used in) / generated from operating activities	(2,038.84)	6,800.85	2,373.38	1,985.42	(581.14)	(1,697.76)
Net cash (used in) / generated from investing activities	(1,905.24)	3,508.29	(1,663.41)	(2,821.35)	(2,155.24)	5.07
Net cash (used in) / generated from financing activities	(73.73)	(5,853.75)	(398.07)	1,625.66	2,661.05	1,682.13

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 439 and 260, respectively

74. *Our Company has not declared any dividends in the five financial years preceding the date of the Draft Red Herring Prospectus. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our Company has not paid any dividend on its Equity Shares during the last five Fiscals. The amount of future dividend payments, if any, will depend upon a number of factors, including our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions and capital expenditures. Our business model involves substantial upfront (or periodic) payments to statutory authorities towards bids awarded to us and some capital expenditure and the recovery of the same (specially for long term contracts) is spread over a number of years. There is no assurance that we would have sufficient profitability and cash flow to pay dividends to the Shareholders.

Further, our Company's ability to pay dividend will depend on dividend payout and other distributions from our Subsidiaries. Any restriction on the Subsidiaries' ability to make dividend pay outs or other distributions may adversely affect our results of operations. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into to finance our fund requirements for our business activities. There can be no assurance that our Board will decide to declare dividends in the foreseeable future or if we will be able to pay dividends in the future. For additional details relating to our dividend policy, see "*Our Dividend Policy*" on page 259.

75. *Information relating to the installed capacity of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production may vary.*

Information relating to the installed capacity of our manufacturing faclities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, including the period during which the manufacturing facility operate in a year, expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies. Actual production levels may differ significantly from the estimated production capacities of our facility. Undue reliance should therefore not be placed on our production capacity for our existing facility included in this Draft Red Herring Prospectus.

External Risk Factors

76. *The demand for our services is largely dependent on the level of investments and government's spending on civil infrastructure projects in India. Any economic downturn or other factors adversely affecting investments in this sector may result in a decrease in the demand for our services and adversely affect our business, results of operations and financial condition.*

Our business largely depends upon the continued spending by the relevant Government agencies on civil infrastructure projects such as public transportation infrastructure. Various factors would affect, including the nature, scale, location and timing of the Government's public investment plans in the civil infrastructure of India. These factors include the government's policy and priorities regarding different regional economies across India and the general condition and prospects of the overall economy of India. Any significant reduction in the Indian government's budget relating to infrastructure spending, particularly the transportation infrastructure sector, will lead to a decline in revenue arising from a smaller number of projects, lower contract value for our projects and/or a decline in profit margin due to increased competition for available projects. This could have a material and adverse effect on our business, financial position and results of operations.

77. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

The annual rate of inflation was at 2.47% (provisional) for the month of March 2018 (over March 2017) as compared to 2.48% (provisional) for the previous month and 5.11% during the corresponding month of 2017. (*Source: Index Numbers of Wholesale Price in India, Review for the month of March 2018, published on April 16, 2018 by Government of India, Ministry of Commerce and Industry*) Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our payers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

78. *Most of our revenue is derived from business in India and a decline in economic growth or political instability or changes in the Government in India could adversely affect our business.*

We derive most of our revenue from our operations in India and so the performance and the growth of our business are dependent on the performance of the Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Volatility, negativity, or uncertain economic conditions could undermine the business confidence and could have a significant impact on our results of operations. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations.

Further, our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, the market price and liquidity of the Equity Shares may be affected by changes in GoI policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

79. ***Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.***

In preparing the Restated Financial Statements, our opening balance sheet was prepared as at April 1, 2012, the date of transition to Ind AS as applicable to the Ind AS Financial Statements. Under Ind AS 101, the first Ind AS financial statements are required to apply recognition and measurement principles that are based on standards and interpretations that are effective at the date of the first set of financial statements prepared in accordance with Ind AS. These accounting and measurement principles are required to be applied retrospectively to the date of transition to Ind AS and for all periods presented within such first set of financial statements prepared under Ind AS. In preparing our opening Ind AS balance sheet, we have adjusted the amounts reported previously in financial statements prepared in accordance with Indian GAAP and other relevant provisions of the Companies Act. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the we have presented a reconciliation from the presentation of Financial Statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 to Ind AS of restated shareholders' equity as at March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 and of the Restated Summary Statement of Profit and Loss for the years ended March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013.

We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per SEBI ICDR Regulations included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

In addition, our Restated Financial Statements may be subject to change if new or amended Ind AS accounting standards are issued in the future or if we revise our elections or selected exemptions in respect of the relevant regulations for the implementation of Ind AS.

80. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major US and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

81. *Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.*

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

82. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

83. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

84. ***The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax ("GST") that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules ("GAAR"), the provisions of Chapter X-A (sections 95 to 102) of the Income Tax Act, 1961, are applicable from assessment year 2019 (Fiscal 2018) onwards. The GAAR provisions intend to declare an arrangement as an "impermissible avoidance arrangement", if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

Further, the GoI has issued a set of Income Computation and Disclosure Standards ("ICDS") that will be applied in computing taxable income and payment of income taxes thereon, effective from April 1, 2016. ICDS apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of "Profits and gains of business/profession" and "Income from other sources". This is the first time such specific standards have been issued for income taxes in India, and the impact of the ICDS on our tax incidence is uncertain.

85. ***Investors in Equity Shares may be unable to enforce a judgment of a foreign court against us.***

Our Company is a limited liability company incorporated under the laws of India. All of our Directors and our Key Management Personnel are residents of India. All of our Company's assets and the assets of our Directors are located in India. Decrees in India whether domestic or foreign have to be enforced under the provisions of the CPC and recognition and enforcement of foreign judgments has been laid down under Section 13 of the CPC. Additionally, upon the production of a certified copy of the foreign judgment, an Indian court presumes that the judgment was pronounced by a competent court of jurisdiction unless contrary proved. India is not a party to any international treaty with respect to enforcement of foreign judgments. Under Section 44A, judgments from courts in reciprocating countries can be enforced directly in India. The CPC only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Thus, in the event of a judgment being passed from a non- reciprocating country against our Company for civil liability, it would not be enforceable in India and it would be required to institute new proceedings in India and obtain a decree from an Indian court. Based on the final judgment obtained from a non-reciprocating country, a fresh suit can be initiated within three years of obtaining such final judgment. The United States for instance has not been declared as a reciprocating territory for the purposes of the CPC and thus a judgement of a court outside India may be enforced in India only by a suit and not by proceedings in execution.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which include the United Kingdom, Singapore and Hong Kong. For a judgement from a jurisdiction with reciprocity to be enforceable, it must meet the requirements as laid down in the CPC. If the Indian court believes that the amount of damages awarded was excessive or inconsistent with public policy in India, it is unlikely that an Indian court would award damages on the same basis, or to the same extent, as was awarded in a final judgement rendered by a court in another jurisdiction. In addition, any person seeking to enforce a foreign judgement in India is required to obtain prior approval of the RBI, to repatriate any amount recovered pursuant to the execution of the judgement.

86. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, results of operations and, financial condition.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. There can be no assurance that the central or the state governments may not implement new regulations and policies which will require us to obtain approvals and licenses from the governments and other regulatory bodies or impose onerous requirements and conditions on our operations.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

87. ***The requirements of being a listed company may strain our resources.***

As we are not a listed company, we have not been subject to the increased scrutiny by shareholders, regulators and the public as is associated with a listed company. Pursuant to listing, our Company will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the provisions of the SEBI Listing Regulations and the listing agreements to be executed with the stock exchanges, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. In the event of experiencing any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. In order to ensure the improvement in procedures for internal control over financial reporting and effective disclosure control, attention will be required. As a result, our management's attention may be diverted from other business concerns which would impact our business and operations. Additionally, we cannot ensure that we will be able to fulfil the requirements of a listed company in a timely manner.

88. ***Our Company's Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for our Equity Shares. Further, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Offer Price, or at all.***

Prior to the Offer, there has been no public market for our Company's Equity Shares. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after the Offer. The Offer Price of the Equity Shares is proposed to be determined by our Company and the Investor Selling Shareholders in consultation with the BRLMs through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the stock exchanges and securities markets elsewhere in the world.

89. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

Pursuant to the provisions of the SEBI ICDR Regulations and other regulations and guidelines prescribed by SEBI, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares Bid for or the price) at any stage after submitting a Bid and are required to pay the Bid Amount at the time of submission of the Bid.

Events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Bid by QIBs and Non - Institutional Investors and Allotment of the Equity Shares. Our Company may choose to complete the Allotment of the Equity Shares pursuant to the Offer despite the occurrence of one or more such events, and QIBs and Non - Institutional Investors would not be able to withdraw or lower their Bids in such or any other situation, once they have submitted their Bid.

90. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under the current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. STT will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realised on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realised on the sale of shares on a stock exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. The Finance Act, 2017 amendments provided that where the equity shares have been acquired on or after October 1, 2004 on which STT has not been paid at the time of acquisition, then the beneficial capital gains provisions under the Income Tax Act would not be available. Further the GoI has notified certain modes of acquisition to which the such requirement of having paid ST at the time of acquisition is not applicable to continue to be entitled to beneficial capital gains provisions under the Income Tax Act. Prior to April 1, 2018, all long term capital gains on sale of listed security on stock exchange, subject to payment of STT, are exempt from tax. However, the Ministry of Finance by Finance Act, 2018 has provided that any gain in excess of INR 100,000, realised on the sale of listed equity shares on a stock exchange held for more than 12 months, will be subject to long term capital gains tax of 10%, without allowing any benefit of indexation. However, all gains up to January 31, 2018 will be grandfathered by adjustment to the cost of acquisition. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares. However, a credit may be obtained in the country of residence against tax paid in India, where the two countries have a tax treaty.

91. *Future issuances of Equity Shares may dilute your shareholding or sales of the Equity Shares by any existing Shareholders could significantly affect the trading price of the Equity Shares.*

The future issuances of the Equity Shares by us including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Further, any future issuances of the Equity Shares or the disposal of the Equity Shares by any of the major Shareholders, or the perception that such issuance or sales may occur, may significantly affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the Shareholders will not dispose of, pledge or otherwise encumber their Equity Shares.

92. *Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.*

The articles of association, resolutions of the board of directors, and Indian law govern the corporate affairs of companies operating in India. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company incorporated in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as our Company's shareholders than as shareholders of corporations in another jurisdiction.

93. *You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.*

Under the Companies Act, a company incorporated in India must offer its shareholders pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

94. *The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.*

The Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Manager through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 132 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

95. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

96. *Recent U.S. tax legislation could result in materially adverse U.S. federal income tax consequences to U.S. Holders of the equity shares.*

Recently enacted U.S. tax legislation will significantly change the U.S. Internal Revenue Code, including taxation of U.S. corporations, by, among other things, limiting interest deductions, reducing the U.S. corporate income tax rate, altering the expensing of capital expenditures, adopting elements of a territorial tax system, assessing a repatriation tax or "toll-charge" on undistributed earnings and profits of U.S.-owned foreign corporations, and introducing certain anti-base erosion provisions. The legislation is unclear in certain respects and will require interpretations and implementing regulations by the Internal Revenue Service ("IRS"), as well as state tax authorities, and the legislation could be subject to potential amendments and technical corrections, any of which could lessen or increase certain adverse impacts of the legislation. In addition, the regulatory treatment of the impacts of this legislation will be subject to the discretion of the Federal Energy Regulatory Commission ("FERC") and state public utility commissions.

97. *Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares*

The U.S. "Foreign Account Tax Compliance Act" (or "FATCA") imposes a new reporting regime and, potentially, a 30.00% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered foreign passthru payments. Withholding on foreign passthru payments would not be required with respect to payments made before January 1, 2019. The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as foreign passthru payments. Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

Prominent Notes:

1. Our Company was incorporated as 'G. R. Agarwal Builders and Developers Limited' on December 22, 1995 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the RoC Rajasthan on January 3, 1996 and our Company subsequently acquired

the business of M/s Gumani Ram Agarwal, a partnership firm, in the same year. The name of our Company was changed to 'G R Infraprojects Limited' vide a resolution passed by our Shareholders on August 24, 2007, as our management believed that the activities being undertaken by our Company were reflected in broader terms from the new name. A fresh certificate of incorporation pursuant to change of name was issued by the RoC Rajasthan on August 31, 2007. For details of change in the registered office of our Company, see "*History and Corporate Structure*" on page 216.

2. Initial public offering of up to [●] Equity Shares for cash at the price of ₹ [●] (including a premium of ₹ [●]) aggregating to ₹ [●] million comprising of a Fresh Issue of [●] Equity Shares amounting to ₹ 5,000 million and an Offer of Sale of 11,225,343 Equity Shares by the Selling Shareholders. The Offer also includes an Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million. The Offer and the Net Offer constitute [●]% and [●]% of the post-Offer paid up Equity Share capital of our Company, respectively.

3. Our net worth as on March 31, 2017 and the nine months ended December 31, 2017, in accordance with our Restated Standalone Financial Statements was ₹ 11,325.82 million and ₹ 14,494.39 million respectively. For details, see "*Financial Statements*" on page 260.

4. Our net worth as on March 31, 2017 and the nine months ended December 31, 2017, in accordance with our Restated Consolidated Financial Statements was ₹ 11,246.72 million and ₹ 14,541.12 million respectively. For details, see "*Financial Statements*" on page 260.

5. Our net asset value per Equity Share as on March 31, 2017 and the nine months ended December 31, 2017, in accordance with our Restated Standalone Financial Statements was ₹ 116.81 and ₹ 149.48 respectively. For details, see "*Financial Statements*" on page 260.

6. Our net asset value per Equity Share as on March 31, 2017 and the nine months ended December 31, 2017, in accordance with our Restated Consolidated Financial Statements was ₹ 115.99 and ₹ 149.97 respectively. For details, see "*Financial Statements*" on page 260.

7. The average cost of acquisition of Equity Shares by our Promoters is as set forth hereunder:

S. No.	Name of the Promoter	No. of Equity Shares held	Average cost of acquisition (₹)
1.	Vinod Kumar Agarwal	4,941,512	6.48
2.	Ajendra Agarwal	4,290,448	5.50
3.	Purshottam Agarwal	4,192,048	5.16
4.	Lokesh Builders Private Limited	31,915,832	22.12

8. Except as disclosed under "*Our Group Companies*", "*Financial Statements- Restated Standalone Financial Statements" and "Financial Statements- Restated Consolidated Financial Statements*" on pages 254, 261 and 346 respectively, none of our Group Companies have business interests or other interests in our Company.

9. For details of related party transactions entered into by our Company with the Group Companies and other related parties during the Fiscal 2017 and the nine months ended December 31, 2017, the nature of transactions and the cumulative value of transactions, please refer to the sub-sections titled "*Financial Statements - Restated Standalone Financial Statements" and "Financial Statements - Restated Consolidated Financial Statements*" on pages 261 and 346, respectively. A summary of the related party transactions are provided below:

(₹ million)

Standalone Basis						
Particulars	**Nine months ended December 31, 2017**	**% of Total Income**	**March 31, 2017**	**% of Total Income**	**March 31, 2016**	**% of Total Income**
Total Expenses	271.86	1.49%	176.37	0.55%	94.77	0.49%
Total Income	1,458.26	7.98%	209.86	0.65%	249.62	1.28%

Total Loans and Advances/ Investment	4,478.98	24.50%	408.05	1.27%	682.92	3.51%
Total RPT Transactions	6,209.10	33.97%	794.28	2.48%	1,027.31	5.28%
Consolidated Basis						
Particulars	**Nine months ended December 31, 2017**	**% of Total Income**	**March 31, 2017**	**% of Total Income**	**March 31, 2016**	**% of Total Income**
Expenses	177.50	0.92%	179.86	0.54%	97.02	0.48%
Loans and Advances/ Investments	-	0.00%	-	0.00%	-	0.00%
Total RPT Transactions	177.50	0.92%	179.86	0.54%	97.02	0.48%

10. There have been no financing arrangements whereby our Promoter Group, directors of our corporate Promoters, Directors and their relatives have financed the purchase by any other person of the Equity Shares other than in the normal course of our business during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

11. Investors may contact any of the Book Running Lead Managers for any complaint pertaining to the Offer. For details of the Book Running Lead Managers, see "*General Information*" on page 95.

All grievances, in relation to the ASBA process, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

Unless noted otherwise, the information in this section is obtained or extracted from "Industry Report on Infrastructure" dated March 2018 prepared and issued by CRISIL Limited (the "CRISIL Report") on our request. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

The CRISIL Report contains the following disclaimer:

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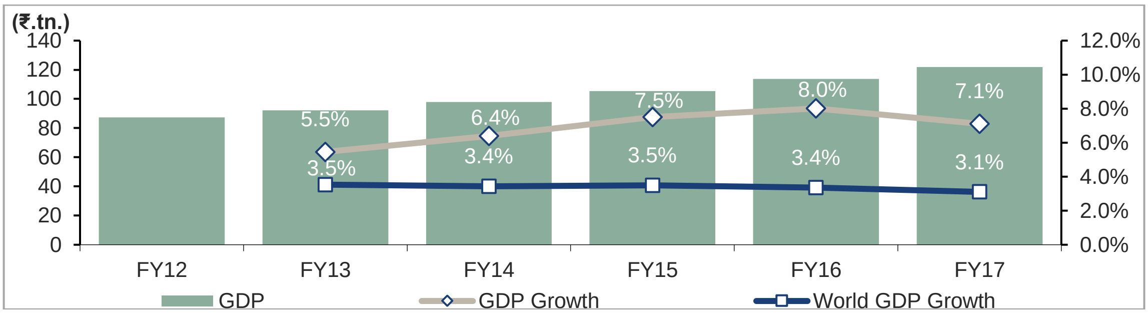
OVERVIEW OF MACROECONOMIC SCENARIO IN INDIA

Review and outlook of GDP growth in India

GDP grew at 6.9% CAGR over past 5 years

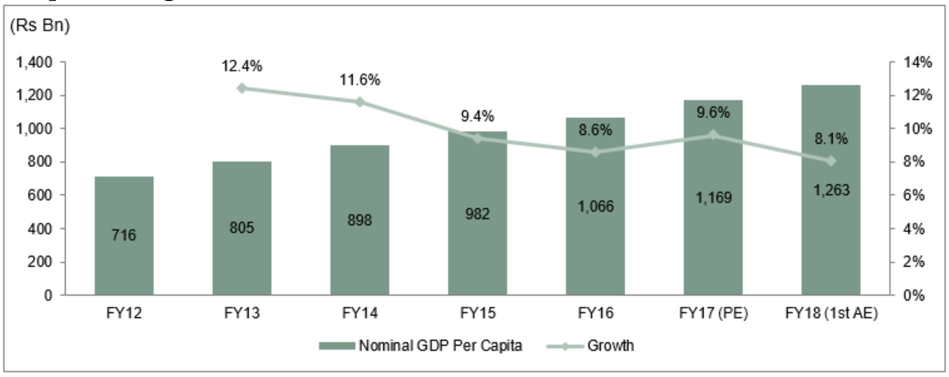
India adopted a new base year (fiscal 2012) for calculating the gross domestic product ("**GDP**") based on which the GDP in nominal terms shot up from ₹ 87 trillion in fiscal 2012 to ₹ 122 trillion in fiscal 2017, representing a compounded annual growth rate ("**CAGR**") of 6.9%. As per the Central Statistics Office ("**CSO**"), GDP growth for India clocked 7.1% in fiscal 2017, well above the world average of 3.1%, but down from 8% in fiscal 2016. One of the major reasons for this was demonetisation.

Real GDP growth in India (new GDP series)



Source: CSO, CRISIL Research

Nominal per capita GDP growth



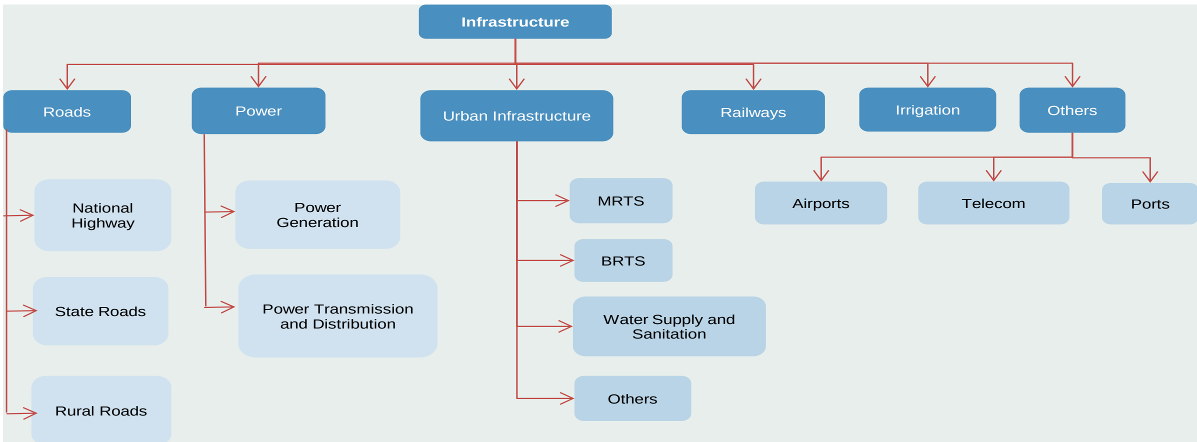
Source: CSO, CRISIL Research
Note: PE-Provisional Estimate, AE- Advance estimate

Private consumption is the largest contributor to India's GDP (58%). The nominal per capita GDP growth, which is used as a proxy for income growth, picked up in fiscal 2017. It rose to 9.6% on-year compared with 8.6% in the previous year. Correspondingly, the nominal per capital private final consumption expenditure, which is used as a proxy for consumer spending, also grew by 11.2% (despite demonetisation), compared with 8.3% in the previous year. This indicated a pickup in consumer demand, after consecutive years of decline in spending growth.

OVERVIEW OF INFRASTRUCTURE SECTOR IN INDIA

Review of past investments in key infrastructure segments

The infrastructure sector encompasses roads, power, railways, urban infrastructure, and irrigation, among others. The sheer size and magnitude of major infrastructure development projects dictate substantial capital investment. The government introduced significant policy reforms to augment foreign direct investment ("**FDI**") inflows to further boost investment and enhance infrastructure in the country. The reformative policies of the Indian government resulted in total FDI inflows of $10.3 billion in construction activities in infrastructure from April 2000 to June 2017, as per Department of Industrial Policy & Promotion data.

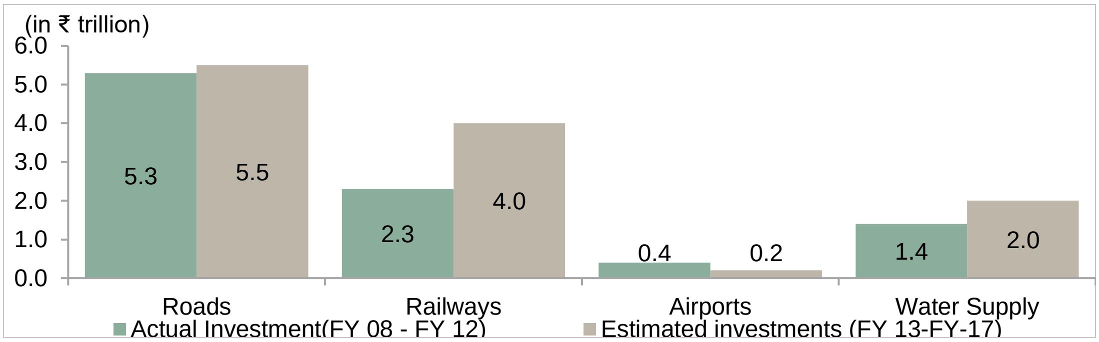


Source: CRISIL Research

Investment in the infrastructure sector reached ₹ 27.3 trillion between fiscals 2008 and 2012, driven by the Centre's thrust. According to the second report of the High-Level Committee on Financing Infrastructure, the construction spend on infrastructure projects was estimated to be ₹ 30.93 trillion between fiscals 2012 and 2017, up from ₹ 10.3 trillion (likely investments till fiscal 2014). Of this, 39% was estimated to come from the private sector, and 61%, from the central and state governments. Within infrastructure, power was estimated to be the largest contributor, forming 42% of the total infrastructure investments, followed by roads and railways, at 19% and 14% respectively.

Construction spends in key infrastructure segments (Fiscal 2008 to Fiscal 2012 and Fiscal 2013 to Fiscal

2017)



 # At fiscal 2012 prices, in ₹ trillion
Fiscal 2013 – fiscal 2017 CRISIL Research
Source: Fiscal 2008 –2012: High-level Committee on Financing Infrastructure (Second Report, June 2014)

Share of various infrastructure segments in total construction spend

Roads

Investment in roads between fiscals 2008 and 2012 was ₹ 5.3 trillion, accounting for 19% of overall infrastructure investment. Investment was largely driven by the government's thrust on the sector through encouragement of public private partnerships ("**PPPs**"), speedy implementation of the National Highways Development Project ("**NHDP**"), and recent policy changes. The continued emphasis on improving rural and state road network by various state governments has supported growth. Investment in roads is expected to have risen 11% to ₹ 5.8 trillion between fiscals 2013 and 2017. However, its share in overall infrastructure investment is estimated to have remained at 19%.

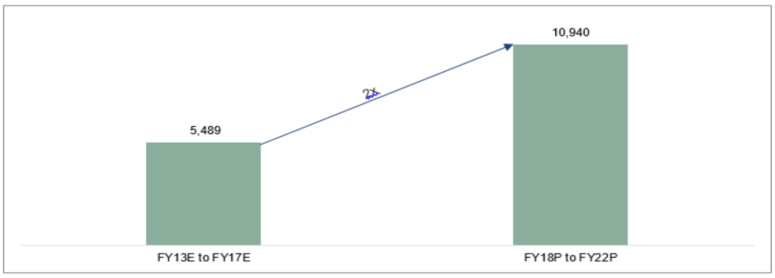
Investment in roads sector in 12th Five Year Plan (Fiscal 2012 prices)

(₹ billion)	Centre	State	Private	Total
Fiscal 2013 (E)	278	485	262	1025
Fiscal 2014 (E)	250	495	271	1017
Fiscal 2015 (P)	243	563	294	1100
Fiscal 2016 (P)	240	677	335	1252
Fiscal 2017 (P)	236	815	381	1432
Total	1248	3035	1543	5826

P – Projected
Plan investments are the budgeted estimates for a particular year
Source: Planning Commission, CRISIL Research

CRISIL Research expects the spend to almost double over fiscals 2018 to 2022, led by the government's focus on roads, and state and national highways. CRISIL Research estimates investment in national highways will triple, driven by public funds. Private players are struggling to infuse funds in BOT-Toll projects because of their highly leveraged balance sheets and overhang of stuck projects awarded between fiscals 2011 and 2013. However, HAM was instrumental in attracting substantial private funds. Introduced by the end of fiscal 2016, HAM constituted more than 50% of the total length awarded by NHAI in fiscal 2017. As execution in these projects picks up, private investments are expected to go up.

CRISIL Research's estimate of construction investment in roads



Source: CRISIL Research

Railways

Investments in the 11th and 12th Five Year Plans

Investment in railways between fiscals 2008 and 2012 (11th Five Year Plan period) was ₹ 2.3 trillion, or 8.5% of overall infrastructure investment. Historically, investments in railways have come from the Centre; and private participation has been miniscule. The railway sector has been facing capacity constraints for the past few years and needs heavy investment for its augmentation. The Indian Railways plans to harness private capital for funding capex across projects, such as first/last mile and port connectivity projects, logistic parks/ private freight terminals, station redevelopment, etc. To this end, it has finalised various PPP models such as non-government rail, joint venture, build-operate-transfer, etc., to suit different risk appetites. The model concession agreements for each of these models have been finalised to improve transparency and attract private players. The government has also increased investment in the sector by 47% between fiscals 2012 and 2017 over the previous five years to ₹ 3.4 trillion, taking its share in overall infrastructure investment to 11%.

Investment in railways in the 12th Five Year Plan (Fiscal 2012 prices)

(₹ billion)	Centre	Private	Total
Fiscal 2013 (E)	470	10	479
Fiscal 2014 (E)	552	10	562
Fiscal 2015 (P)	586	30	616
Fiscal 2016 (P)	647	93	740
Fiscal 2017 (P)	715	285	1000
Total	2971	428	3398

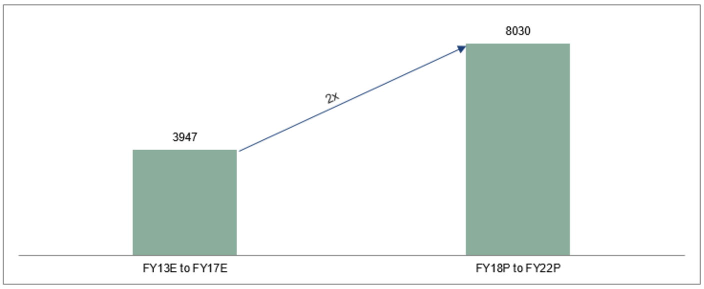
P – Projected
Plan investments are the budgeted estimates for a particular year
Source: Planning Commission, CRISIL Research

Actual investment, current and future estimates

Investment in Indian Railways doubled from ₹ 451 billion to ₹ 935 billion between fiscals 2012 and 2016. It jumped by 52% from ₹ 616 billion to ₹ 935 billion in fiscal 2016. This was led by an increased thrust on raising funds through extra budgetary resources to fund select projects. Moreover, investment in infrastructure of Indian Railways has historically tracked the budgeted allocation closely, with the exception of fiscal 2012.

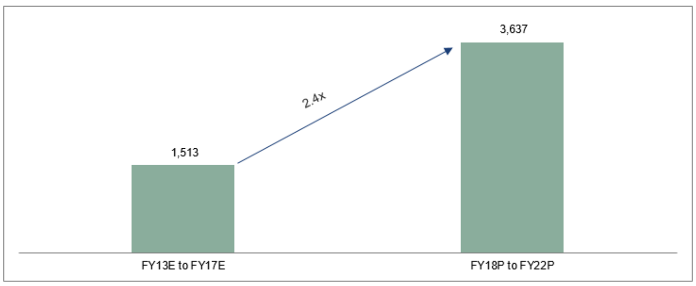
Investment in railways rose further in fiscals 2017 and 2018, as indicated by the revised and budgetary estimates. The revised estimate for fiscal 2017 was ₹ 1.21 trillion whereas the budget estimate for fiscal 2018 was ₹ 1.31 trillion. This shows a continued upward trajectory in infrastructure investment in railways.

Estimated investment in railways (₹ billion)



Source: CRISIL Research

Estimated construction investment in railways (₹ billion)



Source: CRISIL Research

Investment in railways up to fiscal 2022 is expected to be more construction intensive as compared with the past, on account of increased focus towards network decongestion and addition of new lines. CRISIL Research expects construction expenditure in railway projects to grow at a CAGR of 17% between fiscals 2018 and 2022, or 2.4 times that in the previous five years.

Growth drivers for the industry

New projects having high construction intensity to boost investments

Projects such as the High-Speed Rail Network, Dedicated Freight Corridors, along with focus towards network decongestion and expansion have been taken up by the government. These categories of investments have high construction intensity.

- **Fast-tracking of approvals**

As per the existing procedure in railways for sanctioning a project, proposals for various projects received from Zonal Railways are examined internally by the Railway Board. Of these, the firmed-up proposals are sent for an ‘in-principle’ approval to the National Institution for Transforming India (“**NITI**”) Aayog. Projects costing less than ₹ 500 crore are approved by the Minister for Railways and those above that are appraised by both NITI Aayog and the Expanded Board for Railways, and approved by the Cabinet Committee on Economic Affairs. After obtaining requisite approvals, projects are included in the Budget, and thereafter, Indian Railways carries out final location survey and prepares detailed estimates. Generally, the tenders are floated after the sanction of detailed estimates.

This entire process between the initiation of proposal and final award of tender is now 9-12 months in general, compared with two-two and half years earlier.

- **Bolstering finances by monetising land and from advertising**

The Ministry of Railways had set up the Rail Land Development Authority in January 2007 to push commercial development of vacant railway land and air space. The land could be developed as commercial, retail mall, institutional, hospitality, or entertainment spaces.

The Indian Railways is also planning to monetise land along the tracks through various ways. Some of the options being explored include using the land for generation of solar energy, planting trees, and making horticulture gardens.

It also plans to tap the huge potential for advertising that its vast physical infrastructure provides. It has decided to ad-wrap over 10,000 trains.

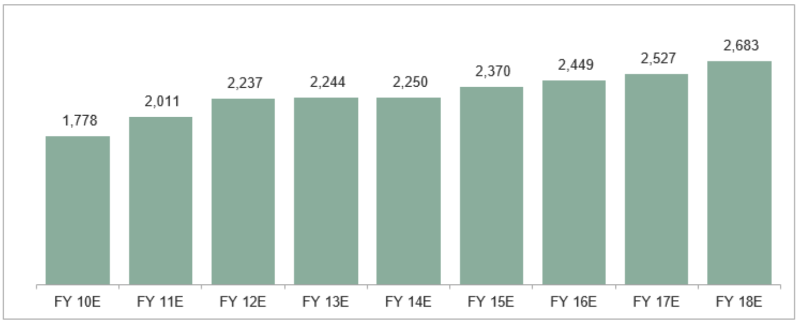
Growth drivers for the infrastructure industry

Economic growth, increasing government thrust, preference towards roads in freight traffic, spurt in private participation, and surge in passenger traffic and vehicle density, are key growth drivers for infrastructure investment.

Economic growth

Freight traffic growth is a function of economic activity, as it further necessitates road development. Primary freight in billion tonne km (“BTKM”) is expected to have grown by approximately 6% in Fiscal 2018 over a low base created due to demonetisation in Fiscal 2017. Primary freight had grown by approximately 3% on-year in Fiscal 2017, continuing from a similar growth seen in Fiscal 2016. Freight demand plunged post demonetisation in Fiscal 2017, however, recovered by the start of Fiscal 2018. As per the South Asia Economic Focus (Fall 2017), the World Bank estimates India’s GDP growth to be about 7.3% in Fiscal 2019 and increase to 7.4% in Fiscal 2020. This is expected to boost overall freight demand in the country

Moderate growth in overall freight demand (BTKM)



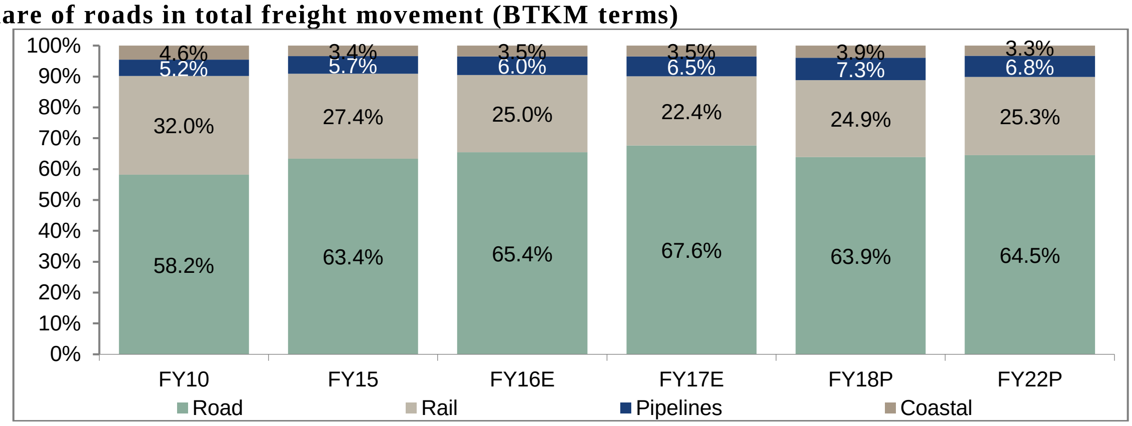
Source: CRISIL Research

Roads to continue to dominate freight traffic

Roads continue to dominate freight traffic, with their share in overall freight movement rising steadily to 64.5% in fiscal 2017, from 56.1% in fiscal 2010. The rise is mainly owing to capacity constraints in railways and robust growth in non-bulk traffic, which is predominantly transported by road.

Implementation of GST is important for growth in road freight as many companies have warehouses in each state to avoid additional CST on interstate goods movement, which is inefficient from a transportation point of view. GST would allow companies to aggregate state-based warehouses into one large, regional warehouse that would offer cost and operational efficiencies in geographically large markets. More organised logistics players would provide end-to-end logistics solutions and have pan-India presence. Better efficiencies achieved through the use of organised logistics partners will lead to lower freight costs and timely delivery of goods. Experience shows that as logistical inefficiencies and primary transport costs reduce, the hub-and-spoke model proliferates and service levels improve, road transport will become more competitive than other transport modes.

Share of roads in total freight movement (BTKM terms)



E: Estimates P: Projected
Source: CRISIL Research

E-commerce logistics - A growth driver for road freight

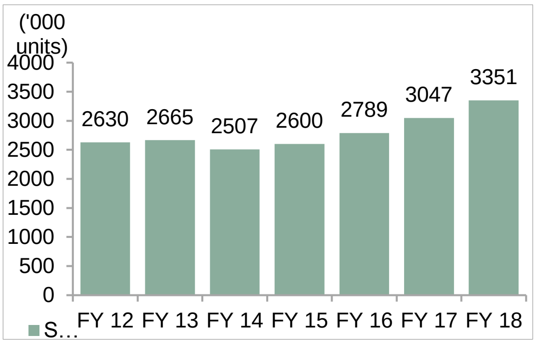
CRISIL Research expects the e-commerce industry to grow at an estimated 28-33% CAGR between fiscal 2016 and fiscal 2019, to ₹ 2.5 trillion. Growth is expected to be driven by segments such as the online marketplace, where players will continue to offer huge discounts, deals, and innovations to attract customers. Further, rising penetration of the internet, increasing use of smart phones (with mobile apps), and increasing consumer awareness should support the growth story. As the industry grows, players are looking to develop local ecosystems to serve demand across India. As these local ecosystems evolve, lead distances would reduce, and freight traffic could gradually shift from air freight to roads.

Vehicle sales improves, long-term projection looks optimistic

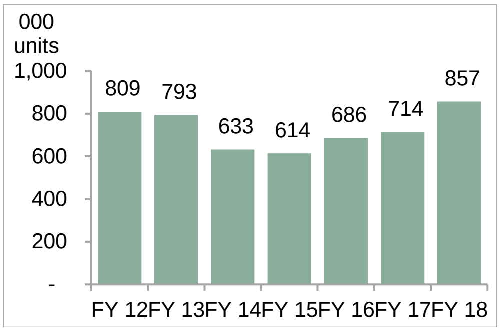
Passenger vehicle sales increased by 9.2% in fiscal 2017, and are expected to post a strong growth of 10% in fiscal 2018 on-year, over a high base. GST implementation is likely to positively impact growth by 1.5-2%. Over the long term, domestic passenger sales will be driven by rising disposable income and relatively stable cost of ownership, as crude oil prices stabilise at lower levels. Increased urbanisation, expanding working population and easy availability of finance will support sales. As more households come under the addressable market, sales of small cars are likely to increase, while evolving consumer preferences and introduction of new compact utility vehicles will drive demand within passenger vehicles.

Commercial vehicle ("**CV**") sales usually move in cycles; sales bottomed-out in fiscal 2015, and picked up thereafter. From a peak of over 809,500 vehicles in fiscal 2012, sales declined owing to weak demand and deteriorating economic output. However, it picked up from fiscal 2015 with economic recovery, growing by 3.7% in fiscal 2016 and 1.4% in fiscal 2017. In the first quarter of fiscal 2018, demand was low because of advance purchases made in Quarter 4 fiscal 2017 to avoid higher prices of BS-IV vehicles. The scenario improved in the second quarter of fiscal 2018 because of multiple reasons. The pent-up demand from Quarter 1 fiscal 2018 because of uncertainties in GST implementation, supply constraints because of shift to BS-IV along with low base of Quarter 2 fiscal 2017, in which the industrial output had weakened. Over the long term, CV sales are expected to be buoyant, with the economy picking up, and demand for CVs being robust. Demand for medium and heavy commercial vehicles ("**MHCV**") is expected to grow at a CAGR of 2-4% from fiscal 2018 to fiscal 2022 whereas, for light commercial vehicles ("**LCV**") it is expected to grow at CAGR of 9-12% in the same period.

Passenger cars sales (Fiscal 2012 to Fiscal 2017)



CV sales (Fiscal 2012 to Fiscal 2017)



Note: CVs include trucks and buses, but exclude three-wheelers
Source: SIAM, CRISIL Research

Increased private participation

Amendments to the model concession agreement governing private participation in the roads sector in August 2009 have made investment in roads more private sector friendly. Consequently, the private sector's share increased to 45% from fiscal 2013 to fiscal 2017 in national highways.

Policy changes fuelling growth

The central government has focused on reducing hurdles for new projects and clearing stalled projects, thus reducing delays in construction. In roads, a major cause of delays had been non-availability of land for a part of the project, after the construction has begun. This has been managed by the government by ensuring that 80-90% of land has been acquired before awarding.

Sagarmala to aid port based traffic

The central government's Sagarmala project is aimed at reducing logistics cost for export-import as well as domestic trade. The components of the programme are port modernisation and new port development, port connectivity enhancement, port-linked industrialisation and coastal community development. It entails an investment of about ₹ 8 trillion in 415 projects up to 2035. The preferred mode of awarding projects through this programme will be private participation/PPP.

Make in India to boost traffic

Started in September 2014, the Make in India campaign is directed towards encouraging MNCs across 25 sectors in the economy to manufacture in India. This will not just boost the overall economic growth, but also increase the need for transportation of goods, thus increasing freight traffic. In fiscal 2016 and fiscal 2017 combined, India received an FDI equity inflow of ₹ 83.5 billion compared with ₹ 55.2 billion in fiscal 2014 and fiscal 2015 combined, marking a rise of 51%.

Review of key infrastructure projects in India

The government's initiatives for creating a robust internal framework are crucial for the infrastructure sector. Some key programmes undertaken for integrated development, improvement, maintenance, and growth of infrastructure in urban and rural areas are described below:

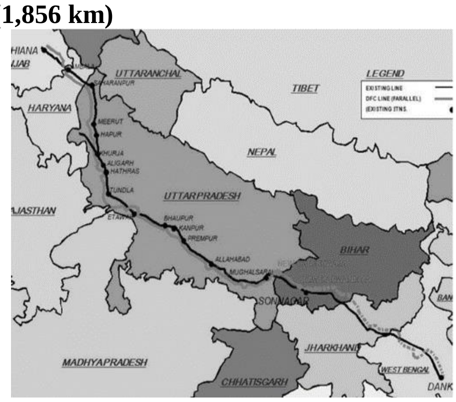
DFC project

The Indian Railways announced the DFC project comprising the eastern and western corridors in fiscal 2006. A host of reasons prompted the conceptualisation of this project, including overutilisation of freight capacity, growing demand for freight transport from power plants (coal), infrastructure construction, increasing international trade, and decline in the share of railways in freight traffic. The sanctioned cost of the project is ₹ 814.59 billion, which includes land and construction costs of ₹ 80.67 billion and ₹ 733.92 billion, respectively.

Dedicated Freight Corridor Corporation of India Ltd ("**DFCCIL**"), a special purpose vehicle ("**SPV**"), was set up to construct the two corridors in October 2006. DFCCIL has acquired over 95% of the land required to construct the railway lines. Once completed, these corridors will provide a quantum jump in freight capacity, with improvement in the quality of service at reduced unit cost. The expected completion of the project in fiscal 2020 is likely to stabilise the Indian Railways' share in overall freight movement. The progress on completion of the eastern and western corridors remains a key monitorable.

Eastern dedicated freight corridor – Overview

Eastern dedicated freight corridor (1,856 km)

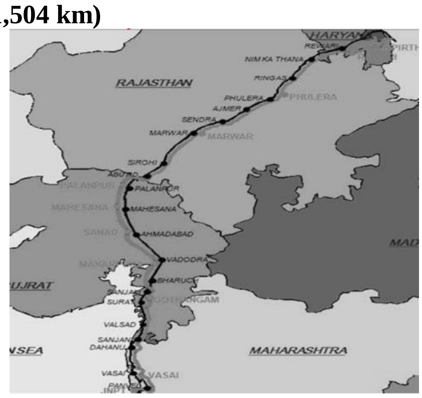


Source: Indian Railways, DFC, CRISIL Research

The eastern corridor connects Dankuni (West Bengal) to Ludhiana (Punjab) via the Dadri-Khurja link. It will pass through Jharkhand, Bihar, Uttar Pradesh, and Haryana, and terminate at Ludhiana, primarily carrying coal and steel from eastern India to plants in the north. The sanctioned cost for this corridor is ₹ 266.74 billion. It is being funded by the World Bank (to the tune of $2.725 billion) and the Ministry of Railways. One stretch of the eastern corridor will be implemented through PPP.

Western dedicated freight corridor – Overview

Western dedicated freight corridor (1,504 km)



Source: Indian Railways, DFC, CRISIL Research

The western freight corridor connects the Jawaharlal Nehru Port ("**JNPT**") at Mumbai to Dadri near Delhi via Vadodara-Ahmedabad-Palanpur-Phulera-Rewari. It is proposed to join the eastern corridor at Dadri. The traffic on this route would primarily comprise containers from JNPT and Mumbai port in Maharashtra, as well as from Pipavav, Mundra and Kandla ports in Gujarat destined for inland container depots in northern India, especially at Tughlakabad, Dadri and Dandharikalan. Besides containers, other commodities transported through the western DFC are petroleum, oil and lubricants, fertilisers, food grains, salt, imported coal, iron and steel, and cement. The sanctioned cost for the western corridor is ₹ 467.18 billion and is being funded by the Japan International Cooperation Agency, through a loan of ₹ 419.25 billion.

Project status

DFC project status as of January 31, 2018

Sr. no.	Corridor	Status of land acquisition	Contracts awarded till Jan 17		
			Civil works	Electrical	Signal contracts
1	Eastern DFC	97.1%	100%	62%	62%
2	Western DFC	98.8%	100%	100%	100%
	Overall	**98.1%**	**92%**	**82%**	**82%**

Source: Dedicated Freight Corridor Corporation of India Ltd., CRISIL Research

REVIEW OF ROAD INFRASTRUCTURE IN INDIA

Road sector's contribution to Indian GDP

The road transport sector's share in India's GVA was approximately 3.26% in fiscal 2016, which was a marginal decline from fiscal 2015 levels.

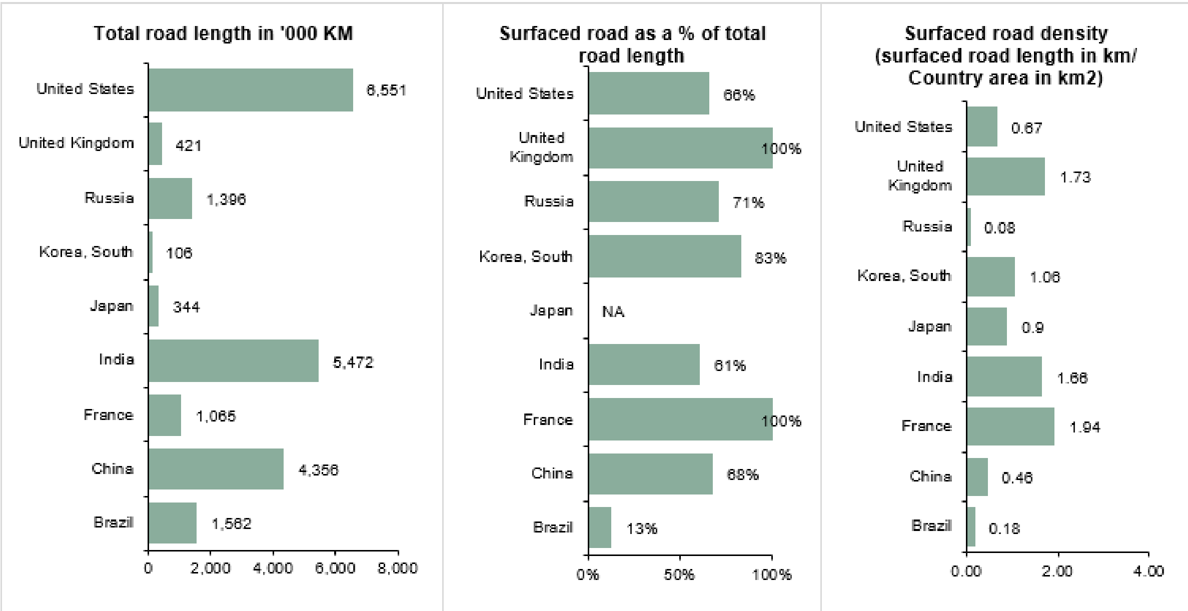
GVA share (%)	Fiscal 2012	Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016
Road transport	3.24%	3.30%	3.32%	3.29%	3.26%

Source: Ministry of Statistics and Programme Implementation (MoSPI), CRISIL Research

Total length and break-up between national, state and rural roads

India has the second-largest road network in the world, at approximately 6.1 million km. Roads are the most used mode of transportation, accounting for approximately 86% share of passenger traffic and close to 65% share of freight traffic.

Global comparison of road infrastructure



Source: Basic Road Statistics Fiscal 2015 (MoRTH), CRISIL Research

In India, national highways, with length of close to 103,933 km, constitute a mere 1.7% of the road network, but carry 40% of the total road traffic. On the other hand, state roads and major district roads (MDRs), which form the secondary system of roads, account for 98% of the road length and carry approximately 60% of the traffic.

Road network in India in Fiscal 2017

Road network	Length (km)	Percentage of total		Connectivity to
		Length	Traffic	
National highway	103,933	1.71	40	Union capital, state capitals, major ports, foreign highways
State highway	161,487	2.65		Major centres within the states, national highways
Other roads	5,820,744	95.64	60	Major and other district roads, rural roads - production centres, markets, highways, railway stations
Total	**6,086,164**	**100.00**		

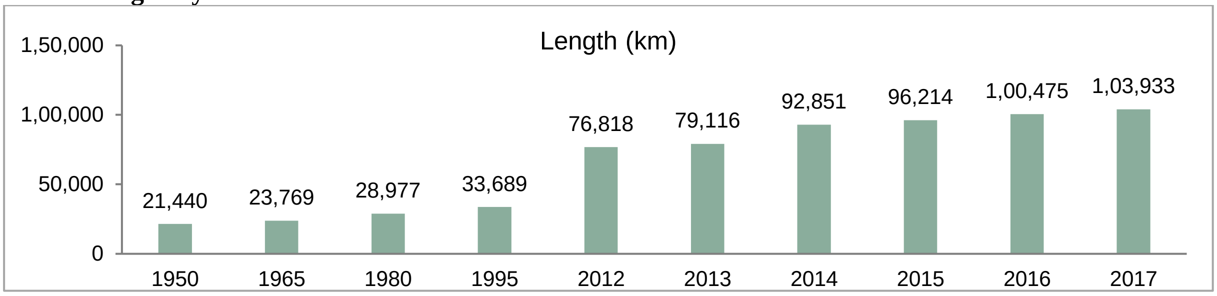
Source: MoRTH, CRISIL Research

With the announcement of the Bharat Mala Pariyojana, the government plans to increase the length of national highways to 200,000 km.

National highways

The National Highways Authority of India ("**NHAI**"), the nodal agency under the Ministry of Road Transport & Highways ("**MoRTH**"), is responsible for building, maintaining and upgrading national highways. To develop the national highway network, NHAI launched the National Highways Development Programme ("**NHDP**") in December 2000.

National highways network



Note: Year represents financial year.
Source: Ministry of Road Transport and Highways (MoRTH)

State roads

State roads constitute 18% of the country's total road network and handle 40% of the total road traffic. State roads comprise state highways, MDRs, other district roads (ODR) and rural roads, which do not come under the purview of the Pradhan Mantri Gram Sadak Yojana (PMGSY).

State roads represent the secondary system of road transportation in the country. These provide linkages with national highways, district headquarters of the state, and important towns, tourist centres and minor ports.

Rural roads

Rural roads connect rural habitations as well as state and national highways. Of India's 6.1 million km road network, the length of rural roads is 5.5 million km, i.e. 90%.

Maintenance of roads in India

The quality of roads in India is subpar, with only 61% of the road network paved. Stretches that were developed via the public-private partnership route are being maintained to required standards by the concessionaire. However, stretches that were developed via utilisation of public funds need to be maintained at adequate service levels by the respective national or state authority.

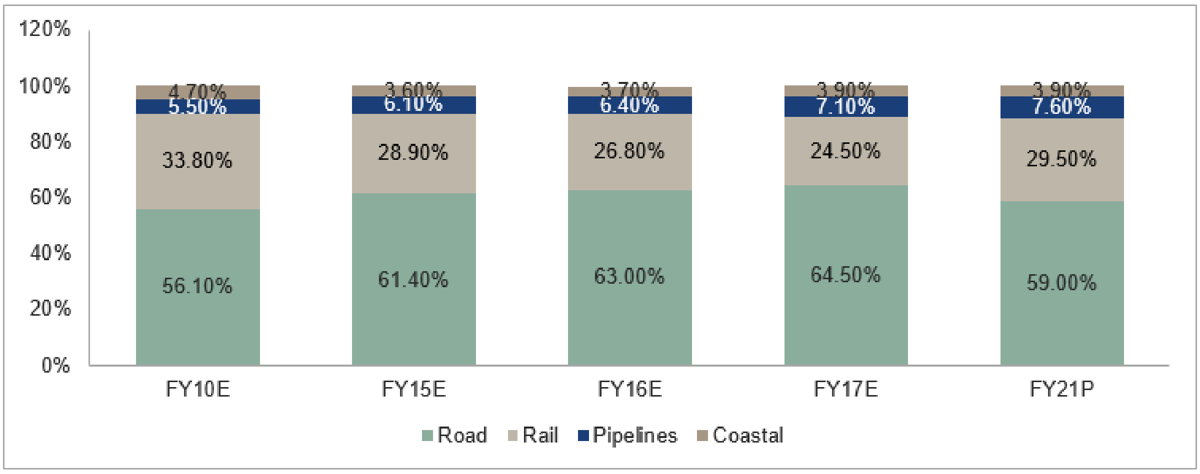
Regular maintenance of bitumen-type roads generally accounts for 1.0-1.5% of the project cost incurred during road construction. Every 5-6 years a road has to undergo major maintenance, which typically comprises 5-6% of the project cost incurred during construction. *Note: These numbers are adjusted for inflation*.

Estimated contribution of roads to freight traffic in India

Share of roads in freight compared with other transport modes

Road transport is the most frequently used mode of transport for freight as well as passengers. In fiscal 2017, it is estimated that 64.5% of total freight was via road when compared with railways. In fiscal 2010, roads accounted for 56% of the total freight traffic.

Share of roads in total freight movement – in BTKM terms



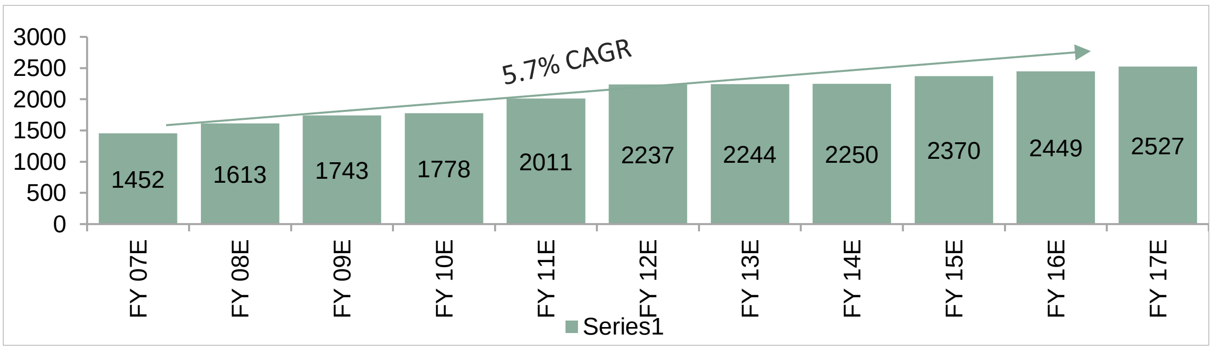
E: Estimated; P: Projected
BTKM: Billion tonne km
Source: CRISIL Research

Over the long term, the share of rail freight traffic is projected to increase following operationalisation of the dedicated freight corridors ("**DFCs**") and investment in railway capacity augmentation. Between fiscals 2017 and 2021, rail freight is expected to post a CAGR of 10-12% vis-a-vis 3-5% CAGR for roads.

However, freight traffic will see large-scale shift to rail only post fiscal 2019 when wagon shortage and capacity constraints abate with the expected operationalisation of the DFCs.

Qualitative coverage on recent freight traffic trends

Freight movement



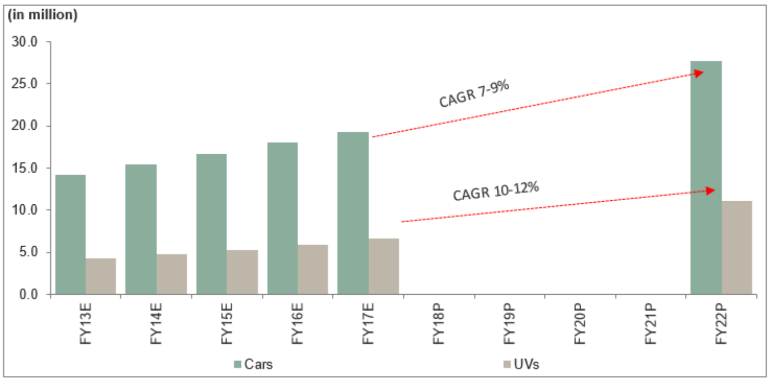
E: Estimated
Source: CRISIL Research

Primary freight in billion tonne km (BTKM) is expected to rise 5-7% on-year in fiscal 2018, compared with an estimated 2.3% on-year growth in fiscal 2017. The rise in primary freight will be largely driven by:

- 6.3% on-year expected growth in industrial GDP in fiscal 2018.
- 3% on-year growth in agricultural GDP in fiscal 2018, with expected stable share of imports.
- Pent-up demand from demonetisation supporting BTKM growth in fiscal 2018.

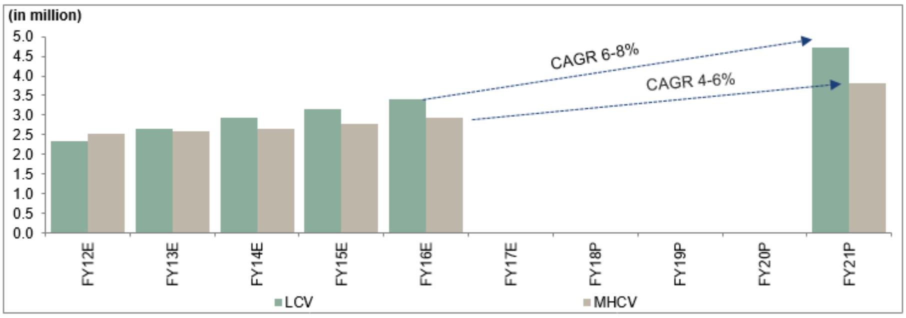
Vehicle population's historic growth

Growth in passenger vehicles



E: Estimated, P: Projected
Source: CRISIL Research

Growth in freight vehicles



E: Estimated, P: Projected
Source: CRISIL Research

Key growth drivers for road sector

Rise in government investments, reforms and higher budgetary support to drive growth in roads sector

CRISIL Research expects investment in road projects to double to ₹ 10.7 trillion over the next five years. Investment in state roads is expected to grow steadily, and rise at a faster pace in the case of rural roads, owing to higher budgetary allocation to PMGSY since fiscal 2016. The GoI has opened up to new avenues of investments, with NHAI launching Masala Bonds on the London Stock Exchange. Also, National Infrastructure Investment Fund (NIIF), a fund of funds, has been set up by the government; it will have multiple alternative investment funds under its umbrella.

Execution of national highway projects has seen good pick-up since fiscal 2016, aided by policy reforms, after having slowed down in previous two fiscals. Higher budgetary support to fund engineering, processing and construction (EPC) projects will also drive investment in national highways, which have recently witnessed significant drop in private interest. Government has come out with a new umbrella scheme of Bharat Mala Pariyojana, which plans to construct more than 65,000 km of road projects, taking the length of national highways to 200,000 km.

Policy changes to drive execution of national highway projects

Execution of national highway projects declined in fiscal 2013 and 2014 owing to private developers' weak financials and unwillingness of lenders to provide further credit to infrastructure companies. To clear the logjam, NHAI terminated projects -- work on 5,500 km of length was stalled – and re-awarded almost 1,000 km of the terminated projects. Moreover, in the past two years, the government announced a host of policy changes to reduce delays in project execution.

To offer some respite to ailing developers, the government came out with a premium rescheduling policy and allowed promoters to fully exit all projects two years after completion. The Union Cabinet has also allowed NHAI to fund projects stuck because of weak financial health of promoters and where at least 50% of the work has been completed. New amendments to the model concession agreement (MCA) such as back-ending of premium payments and deemed termination on delay of appointed date have also brought many changes, which will reduce delays and improve lender comfort. The Cabinet Committee on Economic Affairs (CCEA) has decided to pay 75% of the total payout in those cases where the arbitration tribunals have passed orders in favour of concessionaires in arbitral proceedings and such orders have been further challenged by government agencies.

Apart from that, the private party will be rewarded for early completion of project. In the case of EPC projects, the contractor will receive 0.03% of the total project cost for each day by which the project completion date precedes the scheduled completion date, capped at a total of 5%. In the case of Hybrid Annuity Model (HAM), if the concessionaire achieves commercial operation date (COD) more than 30 days prior to the scheduled date, it will receive 0.5% of 60% of the bid project cost (BPC) for every 30 days saved in achieving COD. Hence, the government's focus has clearly shifted towards ensuring on-the-ground implementation, instead of merely awarding more projects.

New region-specific initiatives to increase road network

New initiatives have been taken by the government to build state roads. Road Requirement Plan-I (RRP-I) for left wing extremism (LWE)-affected areas and Special Accelerated Road Development Programme for North-Eastern Region (SARDP- NE) are two ongoing projects covering state roads. MoRTH has set up National Highways and Infrastructure Development Corporation Ltd (NHIDCL), an organisation that will award national highway projects specifically in border areas and in north-eastern states. Apart from these projects, the Bharat Mala programme has also been proposed to build new roads along the border.

Healthy economic growth to push road development

With the economy expected to grow at a healthy pace, per capita income is set to improve, which will increase demand for two-wheelers and passenger vehicles in the country. Initiatives like 'Make in India' and implementation of Goods and Services Tax (GST) are also expected to add to the road freight traffic in India. Rise in two- and four-wheeler vehicles, increasing freight traffic, and strong trade and tourist flows between states are all set to augment road development in the country. Also, all segments of roads, i.e., national highways, state roads and rural roads, are expected to see higher traffic growth due to faster economic growth.

Increased private participation to boost road development

Government's efforts to put in place appropriate policies, and institutional and regulatory mechanisms, including a set of fiscal and financial incentives, are expected to encourage further private participation in the future, which will boost all segments of roads in the country.

Cognisant of financial distress of the companies that previously participated heavily in build-operate-transfer (BOT) model projects, the government has introduced a new model - HAM - which addresses the needs of the private sector and increases their participation. Private investments are expected to flow into new operation and maintenance (O&M) models like toll-operate-transfer (TOT), which will help existing players shed off debt sitting on their balance sheets.

New trends in roads sector

- **Improvement in rate of execution:** The length of roads constructed declined at a CAGR of 3%, from 1,784 km in fiscal 2011 to 1,576 km in fiscal 2015 (from 500 km under NHDP in 2001). However, in fiscal 2016, total road constructed/upgraded shot up to 2,196 km, and in fiscal 2017 it went up to 2,625 km mainly due to government's push to clear stalled projects.

- **Improved awarding momentum:** The government has tried to improve the rate of awarding over the years. Also, a significant share of awarding has recently been under HAM, which is expected to increase going forward.

- **Increasing participation of private equity funds:** Private equity has contributed to road projects in the past. Going ahead, private equity investment could pick up further, following recent announcements of exit policy for debt-stressed operators of toll roads.

- **Re-emergence of EPC contracts:** Given the current financial crunch being faced by BOT players, it is expected the share of EPC/ cash contract projects will widen, especially in low-traffic-volume projects under NHDP-Phase IV, over the next five years.

- **Other sector favourable policies:** These include 100% exit policy for stressed BOT players, providing for 'secured' status for PPP projects while lending, proposal to scrap slow-moving highway projects (under consideration), etc.

- **HAM:** HAM has been successful in bringing a new set of private players by mitigating risks related to traffic, interest rate and inflation, and by requiring a smaller equity commitment (only 12-15% of project cost).

- **TOT:** TOT model is a new PPP model under consideration by NHAI to spur private participation in the roads sector.

- **OMT:** Apart from NHAI, a few large Indian states have also adopted operate, maintain, transfer (OMT) models, where state road development authorities have invited bids, or awarded state highway stretches, to be operated and maintained on OMT basis.

- **ETC lane:** Electronic toll collection (ETC) enables road users to pay highway tolls electronically without stopping at toll plazas. Dedicated ETC lanes will help reduce congestion at toll plazas and enable seamless movement of vehicles on national highways. The ministry has decided to roll out the ETC programme in the country under the brand name 'FASTag'.

SUMMARY OF OUR BUSINESS

Investors should note that this is only a summary of our business and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Red Herring Prospectus, including the information in "Risk Factors", "Our Business" and "Financial Statements" beginning on pages 19, 190 and 260, respectively. An investment in the Equity Shares involves a high degree of risk.

Overview

We are an integrated road EPC company with experience in design and construction of various road/highway projects across 14 States in India. In addition to our EPC activities, one operational road project has been constructed and developed by us on a Build Operate Transfer ("**BOT**") basis and seven road projects under the Hybrid Annuity Model ("**HAM**") have been awarded to us, of which four projects are currently under construction. Our principal business operations are broadly divided into three categories: (i) civil construction activities, under which we provide EPC services; (ii) development of roads and highways on a BOT basis; and (iii) manufacturing activities, under which we process bitumen, manufacture thermoplastic road-marking paint and road signage and fabricate and galvanize metal crash barriers.

Our Company was incorporated in December 1995 and we have gradually increased our execution capabilities in terms of the size of projects that we have bid for and executed. For example, one of the first road projects that we executed was for the Public Works Department, Rajasthan in 1997 with a contract value of ₹ 26.50 million, whereas the project awarded by NHAI in 2017 currently under construction by us involves a contract value of ₹ 24,470.00 million. Our individual Promoters have more than two decades of experience in the construction industry. Prior to the incorporation of our Company, our individual Promoters were associated with M/s. Gumani Ram Agarwal, a partnership firm engaged in the construction business, which business was acquired by our Company in 1996.

Our principal business of civil construction comprises EPC projects in the road sector. We have since 2006 executed over 89 projects in this sector. We also have experience in constructing state and national highways, bridges, culverts, flyovers, airport runways and rail over-bridges.

We operate and manage one BOT road project which is annuity based and are currently constructing another four road projects under the HAM model. In addition, we have recently been awarded three additional projects under the HAM model. We have been pre-qualified by the MoRTH to bid for EPC projects with contract values of up to ₹ 4,581.40 million as of June 30, 2014 while as of February 28, 2016 we have been eligible to bid for EPC projects with contract value of up to ₹ 9,646.10 million. Similarly, we have been pre-qualified by the NHAI to bid for BOT projects with contract value of up to ₹ 13,251.00 million as of December 31, 2014 while as of December 31, 2016, we have been eligible to bid for BOT projects of contract value up to ₹ 17,127.6 million (toll and annuity) and ₹ 17,527.6 million (hybrid annuity).

We have over the years developed an established road EPC business and have gradually added facilities to support and supplement our road construction business. As part of our in-house integration model, we have developed in-house resources with key competencies to deliver a project from conceptualization to completion that includes our design and engineering team, two manufacturing units at Udaipur, Rajasthan and Guwahati, Assam for processing bitumen, thermoplastic road-marking paint and road signage and a fabrication and galvanization unit at Ahmedabad, Gujarat for manufacturing metal crash barriers. In addition, as of January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles. Our in-house integrated model reduces dependence on third party suppliers for key raw materials, construction equipment and other products and services required in the development and construction of our projects. We have also set up a central procurement team that procures major materials and engineering items required for our projects. Our integrated business model facilitates execution of projects within scheduled timelines.

We execute road projects as EPC contractors, construction services providers as well as through PPP model on a BOT basis, with a focus on HAM projects. For the projects that we deliver on an EPC and construction services basis, the scope of our services typically includes design and engineering of the project, procurement of raw materials, project execution at site with overall project management up to the commissioning of these projects. In addition, we also undertake repair and maintenance of projects in accordance with our contractual arrangements. For BOT projects, in addition to construction and development of the project, we are also required to operate and manage the project during the concession period. Our employee resources and fleet of equipment, together with our engineering skills and capabilities, enable us to execute a range of road construction projects involving varying degrees of complexity. We believe that our in-house integrated model and efficient project execution capabilities have enabled us to execute projects in a timely manner while maintaining requisite quality standards. Since 2013, of the 18 projects completed by us, 16 projects were completed early or within stipulated timelines.

In March 2010, our Company commissioned a wind energy based power plant at Jaisalmer, Rajasthan with an installed capacity of 1.25 MW under the 'Policy for Promoting Generation of Electricity through Non-Conventional Energy Sources – 2004'. We are also currently constructing a group housing project comprising row houses and other residential units at Udaipur, Rajasthan.

While we execute a majority of our projects ourselves, we also form project-specific joint ventures and consortiums with other infrastructure and construction companies. In particular, when a project requires us or our consortium partners to meet specific eligibility requirements in relation to certain projects, including requirements relating to specific types of experience and financial resources, we enter into such partnerships or consortiums with other infrastructure and construction companies. As of January 31, 2018, our Company had an Order Book of ₹ 98,895.40 million that comprised 19 road EPC projects and three other projects across. For further details on our Order Book, see "- *Order Book*" on page 199 and "*Risk Factors – Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.*" on page 22.

In March 2011, IBEF I, IBEF and IDFC Investment Advisors Limited invested in our Company. While IDFC Investment Advisors Limited subsequently exited, IBEF I and IBEF currently hold 6.63% and 3.27% of the pre-Offer Equity Share capital of our Company, respectively. For further details, see "*History and Corporate Structure*" and "*Capital Structure*" on pages 216 and 104, respectively.

As of January 31, 2018, our Company had 6,473 permanent employees. In the nine months ended December 31, 2017 and in Fiscal 2017, 2016, 2015, 2014 and 2013, our total income was ₹ 19,325.63 million, ₹ 33,023.73 million, ₹ 20,383.01 million, ₹ 10,585.66 million, ₹ 9,803.89 million and ₹ 11,270.49 million, respectively and we generated profit for the year / period of ₹ 3,244.77 million, ₹ 5,412.80 million, ₹ 1,485.64 million, ₹ 362.54 million, ₹ 294.12 million and ₹ 529.38 million, respectively. Our total income and profit for the year grew at a CAGR of 30.83% and 78.82%, respectively, between Fiscal 2013 to Fiscal 2017.

The following table sets forth certain information on the revenue contributed by our business segments, for the periods indicated:

(*₹ million*)

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Construction and Engineering	15,832.70	30,588.76	18,708.05	9,270.76	8,454.65	9,055.15
BOT Projects	2,327.88	1,164.51	1,016.42	1,006.29	1,164.51	2,085.36
Others	900.91	1,049.94	530.01	220.57	135.98	81.67

Competitive Strengths

Our principle competitive strengths include the following:

Focused road EPC player

We have over 20 years of experience in executing road EPC projects, comprising construction and development of state and national highways, bridges, culverts, flyovers, airport runways and rail over-bridges. Since 2006, we have executed more than 89 road construction and EPC projects. We have focused on the roads EPC sector and have established our credentials as an EPC player capable of executing a range of road construction projects that involve varying degrees of complexity. We believe that our focused approach will enable us to benefit from future market opportunities and expand into new markets, and combined with our technical experience and pricing, will be critical in competing in the industry.

As of January 31, 2018, our Order Book comprised 19 road EPC projects and three other projects across Maharashtra, Rajasthan, Punjab, Haryana, Himachal Pradesh, Gujarat, Uttar Pradesh, Bihar, Meghalaya, and Odisha. We have in the past also executed projects in Jharkhand and Meghalaya. We have developed experience of executing projects across diverse geographic locations in India with varied degrees of complexities such as construction in high-traffic and high-density areas, construction of tunnels in hilly terrain and slope protection and rock fall protection due to high rainfall. We believe that the consistent growth in our Order Book has resulted from our continued focus on road EPC projects and our ability to successfully bid and win new projects. We believe that our experience in execution of road projects, technical capabilities, timely performance, reputation for quality, financial strength as well as the price competitiveness of our bids have enabled us to successfully bid for and win projects.

We have a developed a long-standing relationship with our clients including the National Highways Authority of India, Ministry of Road Transport and Highways, Public Works Department, Government of Rajasthan and Rajasthan State Road Development Corporation.

Established track record of timely execution

With our experience of over 20 years and more than 89 road construction and EPC projects executed since 2006, we believe that we have developed an established track record of efficient project management and execution experience, involving trained and skilled manpower, efficient deployment of equipment and an in-house integrated model. We believe that these attributes have enabled us to compete projects prior to or by scheduled timelines. Our in-house materials supply chain management ensures that key construction materials are timely delivered to our manufacturing facilities and construction sites, thereby enabling us to manage our processes effectively and maintain our key raw material inventory in an optimal manner. Our project management team, working in conjunction with the design and engineering team, ensures operational efficiencies through overall supervision of the manufacturing and project execution process.

The construction of the Shillong Bypass Project which had a construction period of 1,095 days was completed approximately 10 months ahead of schedule and our Company was awarded a bonus of ₹ 432.10 million for such early completion. In addition, the construction of the Jodhpur Pokaran Project which had a scheduled construction period of 730 days was completed approximately 67 days ahead of schedule and our Company was awarded a bonus of ₹ 53.27 million on account of early completion. We believe that our track record of successfully completing complex projects in a timely manner has allowed us to grow our business.

In-house integrated model

We undertake our construction business in an integrated manner as we have developed key competencies and resources in-house to deliver a project from conceptualization until completion. Our in-house integrated model includes a design and engineering team, manufacturing facilities for processing of bitumen, thermoplastic road-marking paint and road signage, fabrication and galvanization unit for manufacture of metal crash barriers, owned construction equipment and a fleet of transportation vehicles. Our manufacturing facilities for processing of bitumen located in Udaipur, Rajasthan and Guwahati, Assam and fabrication and galvanization unit for manufacturing metal crash barriers located at Ahmedabad, Gujarat and thermoplastic road-marking paint and road signage manufacturing unit, also located in Udaipur, Rajasthan cater to the key components that we require in the construction and development of our projects. Our manufacturing facilities help reduce our dependence on third party suppliers for our key materials i.e., bitumen emulsion, as well as other products required for completion of roads such as signages, overhead structures and toll canopies. Our in-house integrated model is facilitated by the timely transportation of key raw materials such as bitumen and diesel to project sites by tankers owned by us that are fitted with GPS tracking devices, which we believe reduces pilferage and adulteration. As of January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles that enabled us to be less dependent on third party equipment providers and efficiently manage our project execution schedules. We have also set up a workshop in Udaipur, Rajasthan where we undertake major repair and maintenance of our construction equipment and vehicles that ensures reduced downtime of our construction equipment. We also own specialized construction equipment such as hot mix plants, soil stabilizers, mobile cold recycling mixing plants and cement spreaders. As at December 31, 2017, the aggregate gross block value of our Company's property, plant and equipment was ₹ 7,260.36 million.

Our integrated model ensures that products and services required for development and construction of a project meet our quality standards and are delivered in a timely manner thereby reducing contractual risks involved with third party suppliers of products and services. We believe that our in-house integrated model has contributed to our ability to successfully complete projects on or before time, without compromising on quality and allowing us to capture a larger proportion of the value chain in the road development business, including EPC margins, developer returns and operation and maintenance margins. We also believe that our in-house integrated model provides us with a competitive advantage over other infrastructure development and construction companies that outsource their construction activities to external agencies.

Strong financial performance and credit rating

The significant growth of our business in the last five fiscal years has contributed significantly to our financial strength. Our total revenue from operations increased from ₹ 11,222.18 million in Fiscal 2013 to ₹ 32,803.21 million in Fiscal 2017 at a CAGR of 30.76% while our profit for the year increased from ₹ 529.38 million in Fiscal 2013 to ₹ 5,412.80 million in Fiscal 2017 at a CAGR of 78.82%.

The table below sets forth certain key financial parameters on a consolidated and standalone basis for the periods indicated:

Consolidated

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Return on net worth for equity shareholders excluding exception items (%)	22.32%	36.15%	25.26%	7.67%	7.33%	14.26%
EBITDA# (₹ million)	4,809.11	6,411.91	3,270.05	1,659.12	1,377.72	1,394.98
Profit for the year / period (₹ million)	3,244.77	5,412.80	1,485.64	362.54	294.12	529.38

Calculated as our profit (loss) before tax plus depreciation and amortization expenses plus finance costs

Standalone

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Return on net worth for equity shareholders excluding exception items (%)	21.80%	35.43%	24.46%	8.62%	7.32%	14.76%
EBITDA# (₹ million)	4,664.41	5,693.93	2,452.70	1,204.42	1,030.81	1,224.85
Profit for the year / period (₹ million)	3,160.48	5,369.24	1,432.16	381.87	296.85	552.92

Calculated as our Company's profit (loss) before tax plus depreciation and amortization expenses plus finance costs

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 439.

We believe that we have been able to maintain our growth, due to our in-house integrated model, efficient project execution and our prudent bidding strategy. We strive to maintain a robust financial position with emphasis on having a strong balance sheet. Our balance sheet coupled with low levels of debt enable us to fund our strategic initiatives, pursue opportunities for growth and better manage unanticipated cash flow variations. Our financial strength enables us to access bank guarantees and letters of credit at reasonable terms.

As of December 31, 2017, our total outstanding long term borrowings (including current maturities) were ₹ 4,480.81million, while our net worth was ₹ 14,541.12 million. Also, see "*Financial Indebtedness*" on page 484. We have received the following credit ratings from CARE issued pursuant to letters dated December 29, 2017:

Facilities	Amount	Ratings
Long term bank facilities	₹ 1,645.80 million	CARE AA-
Long term/ Short term bank facilities	₹ 18,000.0 million	CARE AA-
Non-convertible Debenture Issue 1 (NCD-I)- Tranche 1	₹ 1,000.00 million	CARE AA-
Non-convertible Debenture Issue 2 (NCD-II)	₹ 1,500.00 million	CARE AA-

Our credit ratings and relationships with our lenders enable us to raise financing in a timely manner, which helps us to maintain the requisite leverage for our operations.

Experienced Promoters with strong management team

We have seen robust business growth under the vision, leadership and guidance of our individual Promoters, who have more than two decades of experience in the construction industry. Prior to incorporation of our Company, our individual Promoters were associated with M/s. Gumani Ram Agarwal, a partnership firm, whose business was acquired by our Company in 1996. We believe that our Promoters have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership. Our Promoters have strong operational knowledge, good relationships with our clients and a successful track record of executing infrastructure projects.

In addition to our individual Promoters, our senior management team includes qualified, experienced and skilled professionals who have experience across various sectors. We believe the stability of our management team and the industry experience brought on by our individual Promoters will enable us to continue to take advantage of future market opportunities and expand into newer markets. Our senior management team is able to leverage our market position with their collective experience and knowledge in the infrastructure construction industry, to execute our business strategies and drive our future growth. Our department heads have an average experience of over two decades in the infrastructure construction industry. For further details relating to our Key Management Personnel, see "*Our Management – Key Management Personnel*" on page 244.

Our Business Strategies

Maintain focus on our road EPC business

We continue to maintain and strengthen our market position of our EPC business in India. Over the next few years, we will continue to focus on construction of our existing projects while seeking opportunities to expand our portfolio of road EPC projects. While we plan to selectively pursue BOT / DBFOT projects, either independently or in partnership with other players, we intend to maintain our focus on EPC contracts. Currently, we are constructing four road projects and have been awarded three additional projects that are under the HAM model.

As of January 31, 2018, our Company's Order Book comprised 19 road EPC projects and three other projects. We intend to draw on our experience, asset base, market position and ability to execute and manage multiple projects across various geographies, to further grow our portfolio of road projects. We also continue to focus on increasing our bid capacity to enable us to bid for larger projects. We have been pre-qualified by the MoRTH to bid for EPC projects with contract values of up to ₹ 4,581.40 million as of June 30, 2014 while as of February 28, 2016 we have been eligible to bid for EPC projects with contract value of up to ₹ 9,646.10 million. Similarly, we have been pre-qualified by the NHAI to bid for BOT projects with contract value of up to ₹ 13,251.00 million as of December 31, 2014 while as of December 31, 2016, we were eligible to bid for BOT projects of up to ₹ 17,127.6 million (toll and annuity) and ₹ 17,527.6 million (hybrid annuity). We may also consider sale of our interests in certain of our BOT projects, subject to requisite approvals.

A key element of our growth strategy is to seek to improve the performance and competitiveness of our existing activities. The scale and complexity of our projects have increased in recent years and we intend to continue to focus on projects with higher contract values. Further, to fuel our growth strategy, we intend to invest in latest equipment and technology to support our expanding operations. We also seek to purchase equipment from domestic and foreign manufacturers and continue our strategy of minimal reliance on hired or leased equipment. We believe investment in modern equipment ensures continuous and timely availability of equipment critical to our business while investments in technology makes us more efficient and accurate, both of which make our operations cost-effective in the long term.

We believe that geographical diversification of our projects will reduce our reliance on particular States and allow us to capitalise on different growth trends in various States across India. We believe that our strategy of focusing on further developing our existing markets as well as expanding into new markets with high growth potential will enable us to effectively target growth opportunities, widen our revenue base, as well as reduce the risk of volatile market conditions and price fluctuations resulting from concentration of resources in a particular geographic region.

Pursue other segments within the EPC space

We believe that infrastructure development will be a major driver for growth of the Indian industry in the foreseeable future due to ever increasing levels of the Government's focus and investment in infrastructure in India. Investment in the infrastructure sector reached ₹ 27.3 trillion between fiscals 2008 and 2012, driven by the Government thrust. (*Source: CRISIL Report*) For details of initiatives and investments planned by the Government in infrastructure development, see "*Industry Overview*" on page 141. We intend to capitalise on these opportunities by leveraging on our established project execution track record in road EPC contracts and by diversifying into new functional areas of infrastructure development sector. We have focused on road projects, acquired experience in the timely execution of EPC contracts, and have also forayed into BOT contracts for road projects. This significant experience in mid-level infrastructure road projects under EPC and BOT models have enabled us to develop significant experience in project management and site management of road infrastructure projects. We intend to leverage such experience and credentials to diversify into other infrastructure sectors. We may enter into strategic alliances with key players in these sectors or make individual bids on the basis of our existing experience.

While we continue to focus on development and construction of road EPC projects, as part of our growth strategy, we intend to diversify into, and will continue to bid for, projects related to the railways sector, including earthwork, construction of bridges and supply of materials and track linking, laying of optical fibre cables, as well as water-related infrastructure projects, including inland water transportation, water treatment and sewerage. We believe that expanding into new functional areas will allow us to consolidate our position in the infrastructure sector and effectively leverage our experience in executing EPC projects. This will also help us gain experience in such sectors and be well positioned to strategically expand in these sectors in future.

Leverage core competencies with enhanced in-house integration

In-house integration has been an integral part of our growth over the years and we seek to focus on further enhancing our in-house competencies by expanding into various functional aspects of our projects thereby eliminating dependence on third parties. Depending on the nature of projects that we may bid for and win in future, we may also develop design and engineering capabilities in-house, which may include fabrication of steel girders, rail over-bridges, fabrication of canopies for road infrastructure, highway traffic management systems and other road safety and traffic management solutions for road infrastructure. We believe that further developing specialized in-house capabilities would reduce dependence on third parties, thereby avoiding risks and minimizing costs associated with outsourcing. Further, as part of our diversification strategy into other sectors such as railways and water infrastructure, we plan to set up in-house facilities to assist us in timely execution of these projects while maintaining construction quality, similar to that of our current in-house integrated model in the road EPC space.

Strengthen internal systems and continue to focus on technology and operational efficiency

Information technology is a part of almost every aspect of our operations. Our growing dependence on IT infrastructure, applications, data management and other internal processes require us to ensure the reliability and functionality of our IT systems. We intend to strengthen our IT systems and other internal processes to reduce manual intervention, improve reliability and efficiency of our business. In order to achieve this, we have implemented an 'Enterprise Resource Planning' system across our operations and departments and we continue to take steps to strengthen the same.

Given the nature of our industry, cost competitiveness is a key component of our success. We believe we have low execution costs which is partly attributable to our integrated operations and investment in technology. Further, the scale of our operations provide us with a significant advantage in reducing costs and sustaining our cost advantage. We also believe that operational efficiency, i.e., maintaining quality, minimizing costs and ensuring timely completion of our projects depends largely on the skill and workmanship of our employees. As competition for qualified personnel and skilled labour is increasing among construction companies in India and as we pursue growth opportunities, we seek to attract, train and retain qualified personnel and skilled labour by increasing our focus on training our staff in basic and advanced engineering and construction technology and skills. We also seek to offer our engineering and technical personnel a wide range of work experience and learning opportunities by providing them with an opportunity to work on a variety of large and complex construction projects.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Standalone Financial Statements for and as of nine month period ended December 31, 2017 and Fiscals 2017, 2016, 2015, 2014 and 2013 and our Restated Consolidated Financial Statements for and as of nine month period ended December 31, 2017 and Fiscals 2017, 2016, 2015, 2014 and 2013.

These Restated Financial Statements have been prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations and are presented in "*Financial Statements*" on page 260. The summary financial statements presented below should be read in conjunction with our Restated Financial Statements, the notes and annexures thereto and the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 439.

RESTATED STANDALONE FINANCIAL STATEMENTS

Restated Standalone Summary Information of Assets and Liabilities

(in ₹ million)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Assets						
Non-current assets						
(a) Property, plant and equipment	4,821.20	3,806.43	2,823.47	1,919.30	2,288.57	1,908.16
(b) Capital work-in-progress	228.18	167.60	281.18	212.48	37.43	34.44
(c) Other intangible assets	26.98	27.37	32.34	35.33	43.48	54.85
(d) Financial assets						
(i) Investments	1,368.28	670.43	2,251.51	575.57	551.31	525.61
(ii) Loans	1,378.69	-	-	-	-	-
(iii) Other financial assets	90.86	103.54	393.24	330.62	23.29	65.00
(e) Deferred tax assets (net)	1,233.50	997.71	274.87	143.65	89.85	67.43
(f) Current tax assets (net)	323.99	325.43	326.42	115.30	75.64	67.15
(g) Other non-current assets	903.26	143.33	152.09	99.17	113.36	68.82
	10,374.94	**6,241.84**	**6,535.12**	**3,431.42**	**3,222.93**	**2,791.46**
Current assets						
(a) Inventories	2,279.16	2,209.62	762.84	1,270.66	840.25	578.76
(b) Financial assets						
(i) Investments	877.43	1,347.33	-	-	-	-
(ii) Trade receivables	3,601.47	5,294.73	3,620.10	1,805.48	2,030.99	1,780.03
(iii) Cash and cash equivalents	1,087.51	4,149.84	549.80	379.33	46.68	238.90
(iv) Bank balances other than (iii) above	1,436.28	1,241.52	561.03	263.17	203.95	160.95
(v) Loans	176.42	162.49	177.78	1,996.36	1,519.42	349.60

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
(vi) Other financial assets	4,485.15	898.41	1,225.42	741.58	1,130.54	236.10
(c) Current tax assets (net)	-	-	10.89	4.50	-	-
(d) Other current assets	2,436.80	1,875.61	1,193.57	288.35	284.23	173.90
	16,380.22	**17,179.55**	**8,101.43**	**6,749.42**	**6,056.06**	**3,518.24**
Total assets	**26,755.16**	**23,421.39**	**14,636.55**	**10,180.84**	**9,278.99**	**6,309.70**
Equity and liabilities						
Equity						
(a) Equity share capital	484.81	484.81	242.41	242.41	242.41	242.41
(b) Other equity	14,009.58	10,841.01	5,613.47	4,188.24	3,810.50	3,504.84
	14,494.39	**11,325.82**	**5,855.88**	**4,430.65**	**4,052.91**	**3,747.25**
Liabilities						
Non-current liabilities						
(a) Financial Liabilities						
(i) Borrowings	1,505.42	2,569.88	2,107.59	490.13	567.99	1.94
(b) Current tax liabilities (net)	-	-	-	10.44	8.58	2.28
Total non current liabilities	**1,505.42**	**2,569.88**	**2,107.59**	**500.57**	**576.57**	**4.22**
Current liabilities						
(a) Financial liabilities						
(i) Borrowings	1,187.60	245.73	488.61	1,436.43	1,399.77	954.32
(ii) Trade payables	1,818.48	2,256.37	2,210.40	1,147.82	512.35	544.36
(iii) Other financial liabilities	4,038.65	1,979.59	1,413.73	1,149.33	1,101.25	300.14
(b) Provisions	33.35	17.15	10.57	-	-	-
(c) Other current liabilities	3,375.54	4,852.44	2,477.13	1,514.51	1,621.07	753.37
(d) Current tax liabilities (net)	301.73	174.41	72.64	1.53	15.07	6.04
	10,755.35	**9,525.69**	**6,673.08**	**5,249.62**	**4,649.51**	**2,558.23**
	12,260.77	**12,095.57**	**8,780.67**	**5,750.19**	**5,226.08**	**2,562.45**
Total equity and liabilities	**26,755.16**	**23,421.39**	**14,636.55**	**10,180.84**	**9,278.99**	**6,309.70**

Restated Standalone Summary Information of Profit and Loss

(in ₹ million)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Income						

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Revenue from operations	17,931.69	31,820.43	19,315.15	9,555.11	8,661.29	9,754.98
Other income	346.33	229.75	158.97	249.66	131.14	70.62
Total income	**18,278.02**	**32,050.18**	**19,474.12**	**9,804.77**	**8,792.43**	**9,825.60**
Expenses						
Cost of materials consumed	646.40	865.15	218.51	126.48	80.10	43.40
Civil construction costs	15,003.11	23,321.95	16,432.16	7,246.07	7,743.54	7,777.05
Changes in inventories of finished goods and trading goods	(65.14)	(145.76)	(180.35)	(27.03)	(2.07)	0.39
Changes in project work-in-progress	(3,483.53)	606.94	(566.86)	570.50	(831.97)	190.86
Excise duty	34.03	121.93	35.15	21.04	15.43	9.73
Employee benefits expense	1,252.82	1,277.50	826.71	537.08	539.78	487.33
Finance costs	423.49	533.26	382.14	311.75	220.10	100.78
Depreciation and amortisation expense	549.11	636.21	437.28	428.74	348.31	308.17
Other expenses	225.92	308.54	256.10	126.21	216.81	91.99
Total expenses	**14,586.21**	**27,525.72**	**17,840.84**	**9,340.84**	**8,330.03**	**9,009.70**
Profit before exceptional items and tax	**3,691.81**	**4,524.46**	**1,633.28**	**463.93**	**462.40**	**815.90**
Exceptional items						
Profit on sale of investment in subsidiaries	-	1,356.84	-	-	-	-
Profit before tax	**3,691.81**	**5,881.30**	**1,633.28**	**463.93**	**462.40**	**815.90**
Tax expense:						
Current tax	765.39	1,263.91	328.76	134.70	191.74	256.85
Deferred tax (credit)/charge	(234.06)	(751.85)	(127.64)	(52.64)	(26.19)	6.13
	531.33	512.06	201.12	82.06	165.55	262.98
Profit for the period / year	**3,160.48**	**5,369.24**	**1,432.16**	**381.87**	**296.85**	**552.92**
Other comprehensive income						
Items that will not be reclassified subsequently to profit or loss						

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Re-measurements of defined benefit plans	(23.67)	0.12	(10.34)	(3.36)	10.90	(1.73)
Equity instruments through other comprehensive income - net change in fair value	30.03	129.60	(0.17)	(1.93)	1.68	(2.55)
Income tax relating to above	1.73	(29.01)	3.58	1.16	(3.77)	0.60
Other comprehensive income for the period / year, net of tax	**8.09**	**100.71**	**(6.93)**	**(4.13)**	**8.81**	**(3.68)**
Total comprehensive income for the period / year	**3,168.57**	**5,469.95**	**1,425.23**	**377.74**	**305.66**	**549.24**
Earnings per share						
(Nominal value of share Rs.5 each)						
Basic and Diluted (Rs.)	32.59	55.37	14.77	3.94	3.06	5.70

Restated Standalone Summary Information of Cash Flows

(in ₹ million)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Cash flows from operating activities						
Profit before tax	3,691.81	5,881.30	1,633.28	463.93	462.40	815.90
Adjustments for:						
Depreciation and amortisation expense	549.11	636.21	437.28	428.74	348.31	308.17
Provision for impairment in value of investments	-	-	-	-	-	2.60
Bad debts written off	-	-	-	-	46.98	-
Provision for doubtful debts	-	5.02	9.02	2.38	60.00	-
Interest income	(163.55)	(130.15)	(98.91)	(166.97)	(83.87)	(32.31)
Gain on sale of current investments	(92.38)	(16.15)	(3.34)	(0.15)	(0.66)	(0.27)
Gain arising on financial assets measured at FVTPL (net)	(31.95)	(34.38)	(27.10)	(25.88)	(22.98)	(23.29)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Unrealised foreign exchange loss / (gain) (net)	6.54	(7.30)	(2.24)	-	6.93	-
Profit on sale of items of property, plant and equipment (net)	(17.36)	(13.88)	(20.41)	(21.26)	(0.71)	(2.80)
Finance costs	423.49	533.26	382.14	311.75	220.10	100.78
Profit on sale of investment in subsidiaries	-	(1,356.84)	-	-	-	-
	4,365.71	5,497.09	2,309.72	992.54	1,036.50	1,168.78
Changes in working capital:						
(Increase) / decrease in financial and other assets	(4,935.51)	(52.07)	(1,444.40)	115.67	(1,030.98)	258.85
(Increase) / decrease in inventories	(69.54)	(1,446.78)	507.82	(430.41)	(261.49)	27.27
Decrease / (increase) in trade receivables	1,693.26	(1,679.65)	(1,823.65)	223.14	(357.94)	(581.94)
(Decrease) / Increase in trade payables	(437.55)	46.03	1,062.58	635.47	(38.94)	(588.96)
(Decrease) / increase in provisions, financial and other liabilities	(67.44)	2,555.95	1,009.53	(91.86)	898.20	137.30
Cash generated from operating activities	548.93	4,920.57	1,621.61	1,444.55	245.35	421.30
Income tax paid (net)	(636.63)	(1,150.26)	(485.60)	(190.54)	(184.90)	(263.59)
Net cash (used in) / generated from operating activities (A)	(87.70)	3,770.31	1,136.01	1,254.01	60.45	157.71
Cash flows from investing activities						
Payments for purchase of item of property, plant and equipment and other intangible assets	(1,513.49)	(1,288.29)	(1,363.85)	(247.13)	(770.63)	(161.86)
Proceeds from sale of item of property, plant and equipment and other intangible assets	50.75	62.29	97.62	98.03	30.89	27.15
Interest received	164.61	129.40	100.25	174.76	80.65	46.05
Proceeds from sale of liquid and non current investments	95.83	16.15	3.34	1.95	0.66	0.27
(Payments for purchase of) / receipt from non-current investments including	(2,078.38)	3.60	113.19	(479.05)	(1,170.86)	(350.57)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
subordinated debt of subsidiary companies						
Payments for purchase of non-current investments - others	-	(11.37)	56.55	-	-	-
Proceeds from sale of non-current investments	-	2,995.36	-	-	-	-
Receipt from maturity of term deposits and mutual funds	10,946.96	8,833.76	1,175.53	21.18	159.43	860.99
Payments for purchase of term deposits and mutual funds	(11,580.10)	(9,511.62)	(1,510.00)	(135.05)	(157.50)	(767.50)
Net cash (used in) / generated from investing activities (B)	(3,913.82)	1,229.28	(1,327.37)	(565.31)	(1,827.36)	(345.47)
Cash flows from financing activities						
Interest paid	(519.66)	(458.25)	(287.14)	(318.97)	(197.39)	(98.77)
Proceeds from /(repayment of) current borrowings (net)	941.87	(242.88)	(947.82)	36.66	445.45	306.35
Proceeds from long term borrowings	352.00	269.82	1,296.01	889.26	555.73	273.00
Repayment of long term borrowings	(329.95)	(1,000.75)	(791.85)	(429.15)	(22.27)	(305.86)
Proceeds from issue of debentures	-	1,500.00	1,500.00	-	800.00	-
Repayment of debentures	(500.00)	(250.00)	(400.00)	(400.00)	-	-
Net cash (used in) / generated from financing activities (C)	(55.73)	(182.06)	369.20	(222.20)	1,581.51	174.72
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(4,057.25)	4,817.53	177.84	466.50	(185.40)	(13.04)
Cash and cash equivalents at the beginning of the period / year	5,367.33	549.80	371.96	(94.54)	90.86	103.90
Cash and cash equivalents at the end of the period / year	**1,310.08**	**5,367.33**	**549.80**	**371.96**	**(94.54)**	**90.86**
Notes:						

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
1. The above Restated Standalone Summary Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".						
2. Cash and cash equivalents comprises of						
Balances with banks:						
- Current accounts	1,051.27	1,315.10	471.35	355.79	37.15	118.27
- Cash credit account	24.92	2,809.73	34.83	0.40	-	-
Cheques on hand	-	1.26	-	12.36	-	101.96
Cash on hand	11.32	23.75	43.62	10.78	9.53	18.67
Cash and cash equivalents (refer note 10 of Annexure VI)	1,087.51	4,149.84	549.80	379.33	46.68	238.90
Add : investment in liquid mutual funds [refer note 4 of Annexure VI]	723.06	1,220.94	-	-	-	-
Less : investment in liquid mutual funds pledged against bank overdraft [refer note 4 of Annexure VI]	(450.00)	-	-	-	-	-
Less : unrealised gain on liquid mutual funds	(21.89)	(3.45)	-	-	-	-
Less : Book overdraft [refer note 19 of Annexure VI]	(28.60)	-	-	(7.37)	(141.22)	(148.04)
Cash and cash equivalents in statement of cash flows	**1,310.08**	**5,367.33**	**549.80**	**371.96**	**(94.54)**	**90.86**

3. The Company has following undrawn borrowing facilities (excluding non-fund based facilities) towards future projects to be executed by the Company.

	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Undrawn borrowing facilities (excluding non-fund based facilities)	1,463.54	1,754.80	1,113.70	422.31	34.50	482.50

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Restated Consolidated Summary Information of Assets and Liabilities

(in ₹ million)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Assets						
Non-current assets						
(a) Property, plant and equipment	4,820.90	3,814.75	2,849.80	1,967.74	2,293.92	1,908.16
(b) Capital work-in-progress	228.18	167.60	281.18	212.48	37.45	34.46
(c) Investment property	1.97	1.97	5.50	5.50	5.50	5.50
(d) Goodwill on consolidation	0.13	0.15	0.24	0.27	0.27	-
(e) Other intangible assets	27.00	27.39	4,104.83	3,487.97	43.50	54.85
(f) Intangible assets under development	-	-	-	513.42	1,429.11	-
(g) Financial assets						
(i) Investments	22.41	19.27	17.07	12.51	15.25	13.22
(ii) Other financial assets	1,667.74	1,752.21	4,024.99	4,201.40	4,117.34	3,705.04
(h) Deferred tax assets (net)	1,217.39	978.50	136.59	23.83	-	-
(i) Current tax assets (net)	352.96	321.37	326.42	115.30	75.91	67.15
(j) Other non-current assets	1,063.60	185.42	152.09	99.17	113.42	68.82
	9,402.28	7,268.63	11,898.71	10,639.59	8,131.67	5,857.20
Current assets						
(a) Inventories	2,279.15	2,210.64	764.14	1,270.67	869.36	578.76
(b) Financial assets						
(i) Investments	1,085.82	1,486.58	548.27	399.84	93.19	0.01
(ii) Trade receivables	4,166.77	5,582.43	3,968.36	2,280.91	1,991.83	1,517.90
(iii) Cash and cash equivalents	1,134.16	4,245.23	588.69	417.89	66.86	242.19
(iv) Bank balances other than (iii) above	1,436.28	1,241.52	564.51	265.84	203.95	160.95
(v) Other financial assets	6,280.96	1,153.20	1,494.10	872.42	1,389.48	390.96
(c) Current tax assets (net)	-	26.65	48.10	37.79	10.53	3.58
(d) Other current assets	2,572.84	1,892.50	1,206.31	299.31	297.29	184.56
	18,955.98	17,838.75	9,182.48	5,844.66	4,922.49	3,078.91
Total assets	**28,358.26**	**25,107.38**	**21,081.19**	**16,484.25**	**13,054.16**	**8,936.11**
Equity and liabilities						
Equity						
(a) Equity share capital	484.81	484.81	242.41	242.41	242.41	242.41
(b) Other equity	14,056.31	10,761.91	5,560.91	4,097.52	3,771.41	3,469.67
Equity attributable to owners of the Company	14,541.12	11,246.72	5,803.32	4,339.93	4,013.82	3,712.08

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-controlling interests	-	0.12	49.55	29.95	0.97	-
Total equity	14,541.12	11,246.84	5,852.87	4,369.88	4,014.79	3,712.08
Liabilities						
Non-current liabilities						
(a) Financial liabilities						
(i) Borrowings	2,761.44	3,817.90	8,033.51	6,535.95	4,328.80	2,458.66
(b) Provisions	127.00	82.00	72.00	-	-	-
(c) Deferred tax liabilities (net)	-	-	-	-	38.59	68.84
(d) Current tax liabilities (net)	-	-	-	10.44	8.58	2.28
Total non current liabilities	2,888.44	3,899.90	8,105.51	6,546.39	4,375.97	2,529.78
Current liabilities						
(a) Financial liabilities						
(i) Borrowings	1,187.60	245.72	524.66	1,468.74	1,434.09	954.32
(ii) Trade payables	2,014.86	2,289.74	2,213.33	1,153.20	512.80	545.27
(iii) Other financial liabilities	4,147.85	2,089.10	1,761.04	1,471.13	1,402.94	499.48
(b) Provisions	33.35	17.15	10.57	-	-	-
(c) Other current liabilities	3,227.18	5,138.72	2,531.47	1,463.33	1,298.50	688.84
(d) Current tax liabilities (net)	317.86	180.21	81.74	11.58	15.07	6.34
	10,928.70	9,960.64	7,122.81	5,567.98	4,663.40	2,694.25
	13,817.14	13,860.54	15,228.32	12,114.37	9,039.37	5,224.03
Total equity and liabilities	**28,358.26**	**25,107.38**	**21,081.19**	**16,484.25**	**13,054.16**	**8,936.11**

Restated Consolidated Summary Information of Profit and Loss

(in ₹ million)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Income						
Revenue from operations	19,061.49	32,803.21	20,254.48	10,497.62	9,755.14	11,222.18
Other income	264.14	220.52	128.53	88.04	48.75	48.31
Total income	19,325.63	33,023.73	20,383.01	10,585.66	9,803.89	11,270.49
Expenses						
Cost of materials consumed	646.40	865.15	218.51	126.48	80.10	43.40
Civil construction costs	15,198.49	23,585.08	16,505.10	7,470.24	8,362.88	9,014.61

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Changes in inventories of finished goods and trading goods	(65.14)	(145.76)	(180.35)	(27.03)	(2.07)	0.39
Changes in project work-in-progress	(2,877.07)	482.27	(673.07)	570.50	(831.97)	190.86
Excise duty	34.03	121.93	35.15	21.04	15.43	9.73
Employee benefits expense	1,272.86	1,311.82	856.61	549.07	542.68	487.33
Finance costs	435.57	1,258.35	1,060.15	770.12	572.76	301.87
Depreciation and amortisation expense	573.25	687.50	495.58	442.69	349.88	308.17
Other expenses	306.95	391.33	351.01	216.24	259.12	129.19
Total expenses	15,525.34	28,557.67	18,668.69	10,139.35	9,348.81	10,485.55
Profit before exceptional items and tax	**3,800.29**	**4,466.06**	**1,714.32**	**446.31**	**455.08**	**784.94**
Exceptional items						
Profit on sale of investment in subsidiaries	-	1,356.84	-	-	-	-
Profit before tax	**3,800.29**	**5,822.90**	**1,714.32**	**446.31**	**455.08**	**784.94**
Tax expense						
Current tax	792.68	1,281.03	337.86	145.03	194.98	257.15
Deferred tax (credit)/charge	(237.16)	(870.93)	(109.18)	(61.26)	(34.02)	(1.59)
	555.52	410.10	228.68	83.77	160.96	255.56
Profit for the period / year	**3,244.77**	**5,412.80**	**1,485.64**	**362.54**	**294.12**	**529.38**
Other comprehensive income						
Items that will not be reclassified subsequently to profit or loss						
Re-measurements of defined benefit plans	(23.67)	0.12	(10.34)	(3.36)	10.90	(1.73)
Equity instruments through other comprehensive income - net change in fair value	30.03	129.60	(0.17)	(1.93)	1.68	(2.56)
Income tax relating to above	1.73	(29.02)	3.58	1.16	(3.77)	0.60
Items that will be reclassified subsequently to profit or loss						
Exchange differences in translating the financial statements of foreign operations	41.42	40.49	4.28	(2.77)	(1.19)	-

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Other comprehensive income for the period / year, net of tax	49.51	141.19	(2.65)	(6.90)	7.62	(3.69)
Total comprehensive income for the period / year	**3,294.28**	**5,553.99**	**1,482.99**	**355.64**	**301.74**	**525.69**
Profit for the period / year attributable to:						
- Owners of the company	3,244.89	5,423.08	1,466.04	333.01	294.12	529.38
- Non controlling interests	(0.12)	(10.28)	19.60	29.53	-	-
	3,244.77	5,412.80	1,485.64	362.54	294.12	529.38
Other comprehensive income for the period / year attributable to:						
- Owners of the company	49.51	141.19	(2.65)	(6.90)	7.62	(3.69)
- Non controlling interests	-	-	-	-	-	-
	49.51	141.19	(2.65)	(6.90)	7.62	(3.69)
Total comprehensive income for the period / year attributable to:						
- Owners of the company	3,294.40	5,564.27	1,463.39	326.11	301.74	525.69
- Non controlling interests	(0.12)	(10.28)	19.60	29.53	-	-
	3,294.28	5,553.99	1,482.99	355.64	301.74	525.69
Earnings per share						
(Nominal value of share Rs. 5 each)						
Basic and Diluted (Rs.)	33.47	55.93	15.12	3.43	3.03	5.46

Restated Consolidated Summary Information of Cash Flows

(in ₹ million)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Cash flows from operating activities						
Profit before tax	3,800.29	5,822.90	1,714.32	446.31	455.08	784.94
Adjustments for:						
Depreciation and amortisation expense	573.25	687.50	495.58	442.69	349.88	308.17
Provision for doubtful debts	-	5.02	9.02	2.38	60.00	-
Bad debts written off	-	-	-	-	46.98	-
Advances written off	-	-	-	-	9.24	-

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Provision for diminution in value of investments	-	-	-	-	-	2.60
Interest income	(81.98)	(101.94)	(67.66)	(29.79)	(21.24)	(32.31)
Gain on sale of current investments	(93.56)	(45.77)	(14.92)	(15.51)	(0.66)	(0.27)
Gain arising on financial assets measured at FVTPL (net)	(30.07)	(30.36)	(16.20)	(0.99)	(0.36)	(0.98)
Exchange differences in translating the financial statements of foreign operations	41.42	40.49	4.28	(2.77)	(1.19)	-
Unrealised foreign exchange gain (net)	2.46	(7.30)	(2.24)	(18.91)	6.93	(1.54)
Profit on sale of item of property, plant and equipment (net)	(17.36)	(13.88)	(20.41)	(6.35)	(0.71)	(2.80)
Profit on sale of item of investment property	-	(0.84)	-	-	-	-
Provision for major maintenance (net)	45.00	160.00	72.00	-	-	-
Finance costs	435.57	1,258.35	1,060.15	770.12	572.76	301.87
Profit on sale of investment in subsidiaries	-	(1,356.84)	-	-	-	-
	4,675.02	6,417.33	3,233.92	1,587.18	1,476.71	1,359.68
Changes in working capital :						
(Increase) / decrease in financial and other assets	(6,638.05)	1,896.04	(1,344.99)	469.14	(1,591.47)	(1,931.22)
(Increase) / decrease in inventories	(68.51)	(1,446.50)	506.53	(401.31)	(290.60)	27.27
Decrease / (increase) in trade receivables	1,415.66	(1,619.09)	(1,696.48)	(291.45)	(580.91)	(530.23)
(Decrease) / increase in trade payables	(274.46)	76.54	1,060.16	659.31	(48.90)	(586.52)
(Decrease) / increase in provisions, financial and other liabilities	(488.53)	2,632.59	1,113.80	175.86	649.69	230.43
Cash (used in) / generated from operating activities	(1,378.87)	7,956.91	2,872.95	2,198.73	(385.48)	(1,430.59)
Income tax paid (net)	(659.97)	(1,156.06)	(499.57)	(213.31)	(195.66)	(267.17)
Net cash (used in) / generated from operating activities (A)	(2,038.84)	6,800.85	2,373.38	1,985.42	(581.14)	(1,697.76)
Cash flows from investing activities						
Interest received	92.60	94.46	64.79	37.59	18.02	46.04
Proceeds from sale of current investments	0.02	1.80	-	-	-	-

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Payments for purchase of non-current investments	-	-	(5.00)	-	-	-
Payments for purchase of item of property, plant and equipment and other intangible assets	(1,529.00)	(1,283.53)	(1,506.47)	(2,841.02)	(2,206.74)	(161.88)
Proceeds from sale of item of property, plant and equipment and other intangible assets	50.73	4,099.87	97.62	83.12	30.89	27.15
Proceeds from sale of item of investment property	-	2.25	-	-	-	-
Proceeds from sale of non-current investments	-	1,198.95	-	-	-	-
Receipt from maturity of term deposits and mutual funds	11,239.31	9,868.33	2,066.36	930.85	489.64	861.26
Payments for purchase of term deposits and mutual funds	(11,758.90)	(10,473.84)	(2,380.71)	(1,031.89)	(487.05)	(767.50)
Net cash (used in) / generated from investing activities (B)	(1,905.24)	3,508.29	(1,663.41)	(2,821.35)	(2,155.24)	5.07
Cash flows from financing activities						
Interest paid	(484.25)	(1,176.65)	(1,048.13)	(745.20)	(551.89)	(298.09)
Receipt from / (payments to) non-controlling interest	-	-	-	(0.55)	0.97	-
(Repayment of) / Proceeds from current borrowings (net)	941.88	(278.94)	(944.08)	34.65	479.77	306.35
Proceeds from long term borrowings	352.00	269.82	1,492.51	3,319.84	2,387.23	1,968.70
Repayment of long term borrowings	(1,735.36)	(5,917.98)	(998.37)	(583.08)	(455.03)	(294.83)
Proceeds from issue of debentures	1,352.00	1,500.00	1,500.00	-	800.00	-
Repayment of debentures	(500.00)	(250.00)	(400.00)	(400.00)	-	-
Net cash (used in) / generated from financing activities (C)	(73.73)	(5,853.75)	(398.07)	1,625.66	2,661.05	1,682.13
Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(4,017.81)**	**4,455.39**	**311.90**	**789.73**	**(75.33)**	**(10.56)**
Cash and cash equivalents at the beginning of the period / year	5,575.85	1,120.46	808.56	18.83	94.16	104.72

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Cash and cash equivalents at the end of the period / year	**1,558.04**	**5,575.85**	**1,120.46**	**808.56**	**18.83**	**94.16**

Notes:

1. The above Restated Consolidated Summary Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

2. Cash and cash equivalents comprises of	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Balances with banks:						
- Current accounts	1,097.21	1,410.00	538.37	393.50	56.01	121.00
- Cash credit account	24.92	2,809.73	3.48	0.12	-	-
Cheques on hand	-	1.26	-	12.36	1.03	101.96
Cash on hand	12.03	24.24	46.84	11.91	9.82	19.23
Cash and cash equivalents [refer note 12 of Annexure VI]	1,134.16	4,245.23	588.69	417.89	66.86	242.19
Add : investment in liquid mutual funds [refer note 6 of Annexure VI]	931.45	1,360.18	548.27	399.84	93.19	0.01
Less : investment in liquid mutual funds pledged as securities against bank overdraft [refer note 6 of Annexure VI]	(450.00)	-	-	-	-	-
Less : unrealised gain on liquid mutual funds	(28.97)	(29.56)	(16.47)	(1.80)	-	-
Less : book overdraft [refer note 20 of Annexure VI]	(28.60)	-	(0.03)	(7.37)	(141.22)	(148.04)
Cash and cash equivalents in statement of cash flow	**1,558.04**	**5,575.85**	**1,120.46**	**808.56**	**18.83**	**94.16**

3. The Holding Company has following undrawn borrowing facilities (excluding non-fund based facilities) towards future projects to be executed by the Company.

	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Undrawn borrowing facilities (excluding	1,463.54	1,754.80	1,113.70	422.31	34.50	482.50

	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
non-fund based facilities)						

4. **Disclosure for changes in ownership interests in subsidiary companies**

Derecognition of assets and liabilities of subsidiary companies	As at 31 March 2017
Non-current assets	5,763.01
Current assets	969.41
Non-current Liabilities	6,124.59
Current Liabilities	201.34

5. Borrowing cost capitalised as part of qualifying assets (property, plant and equipment and other intangible assets) are classified as cash flows from investing activity.

THE OFFER

The following table summarises the details of the Offer:

Offer	Up to [●] Equity Shares aggregating to ₹ [●] million
of which:	
(i) Fresh Issue(1)	Up to [●] Equity Shares aggregating up to ₹ 5,000 million
(ii) Offer for Sale(2)	Up to 11,225,343 Equity Shares aggregating up to ₹ [●] million
The Offer consists of:	
Employee Reservation Portion (5)	Up to [●] Equity Shares
Net Offer	Up to [●] Equity Shares
The Net Offer consists of:	
A) QIB Portion(3)	[●] Equity Shares
of which	
Anchor Investor Portion(4)	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which	
Available for allocation to Mutual Funds (at least 5% of the QIB Portion (excluding the Anchor Investor Portion)	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non – Institutional Portion(3)	Not less than [●] Equity Shares
C) Retail Portion(3)	Not less than [●] Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	99,448,432 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Utilisation of Net Proceeds	For details, see "*Objects of the Offer*" on page 119. Our Company will not receive any proceeds from the Offer for Sale.

Allocation to Bidders in all categories, except the Retail Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Offer Price. For further details, see "*Offer Procedure – Allotment Procedure and Basis of Allotment*" on page 565.

(1) The Fresh Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on March 17, 2018 and by our Shareholders pursuant to a resolution passed at the EGM held on March 24, 2018.

(2) The Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale. For details see "Other Regulatory and Statutory Disclosures" on page 502.

(3) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from any other categories

(4) Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Portion. For details, see "Offer Procedure" on page 530.

(5) Eligible Employees bidding in the Employee Reservation Portion must ensure that the Bid Amount does not exceed ₹ 500,000 and should note that while filling the "SCSB/Payment Details" block in the Bid cum Application Form, Eligible Employees must mention

the Bid Amount. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

Notes:

Pursuant to Rule 19(2)(b)(iii) of the SCRR, the Net Offer is being made for at least 10% of the post-Offer paid-up Equity Share capital of our Company. In case of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b)(iii) of the SCRR, our Company and the BRLMs shall first ensure Allotment of Equity Shares in the Fresh Issue followed by Allotment of Equity Shares offered by the Selling Shareholders in the following order of priority (i) Investor Selling Shareholders (ii) Kandoi Fabrics Private Limited; (iii) Pradeep Kumar Agarwal; and (iv) the Promoter Selling Shareholders. In case of any reduction in the size of the Offer for Sale by the Investor Selling Shareholders on account of under-subscription, the Equity Shares offered by IBEF I shall be in preference over and in priority to the Equity Shares offered by IBEF. The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with this Draft Red Herring Prospectus and SEBI ICDR Regulations.

For details of the Offer procedure, including the grounds for rejection of Bids, please refer to the section titled "*Offer Procedure*" on page 530. For details of the terms of the Offer, see "*Terms of the Offer*" on page 522.

GENERAL INFORMATION

Our Company was incorporated as 'G. R. Agarwal Builders and Developers Limited' on December 22, 1995 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the RoC Rajasthan on January 3, 1996. The name of our Company was changed to 'G R Infraprojects Limited' vide a resolution passed by our Shareholders on August 24, 2007. A fresh certificate of incorporation pursuant to change of name was issued by the RoC Rajasthan on August 31, 2007. For details of change in name and registered office of our Company, see "*History and Corporate Structure*" on page 216.

Registered Office

The details of the registered office of our Company are set forth below:

Revenue Block No.223
Old Survey No. 384/1, 384/2
Paiki and 384/3
Khata No. 464, Kochariya
Ahmedabad – 382 220,
Gujarat, India
Email: info@grinfra.com
Website: www.grinfra.com

For details in relation to change in the location of the registered office of our Company, see "*History and Corporate Structure*" on page 216.

Corporate Office

The details of the corporate office of our Company are set forth below:

Novus Tower, Second Floor
Plot no 18, Sector 18
Gurugram- 122 015
Haryana, India
Tel: +91 124 6435 000

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company Registration Number	098652
Corporate Identity Number	U45201GJ1995PLC098652

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Gujarat at Ahmedabad situated at the following address:

ROC Bhawan,
Opp. Rupal Park Society
Behind Ankur Bus stop, Naranpura
Ahmedabad- 380 013
Gujarat, India

Board of Directors

Brief details of our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name/Designation	Age (in years)	DIN	Address
1.	**Vinod Kumar Agarwal** Managing Director	58	00182893	58, Gattani Square, Haridas Ji Ki Magri, Udaipur, Rajasthan 313 001, India
2.	**Ajendra Agarwal** Executive Director	53	01147897	42, Ambavgarh, Udaipur, Rajasthan 313 001, India
3.	**Anand Bordia** Non-executive independent Director	73	00679165	B-4, Sector-27, Noida, Uttar Pradesh 201 301, India
4.	**Desh Raj Dogra** Non-executive independent Director	63	00226775	Flat no. 402, Somerset Building, Hiranandani Gardens, Powai, Mumbai 400 076, Maharashtra, India
5.	**Maya Swaminathan Sinha** Non-executive independent Director	59	03056226	11, 3rd floor, Vipul Building, 28, BG Kher Road, Malabar Hill, Mumbai 400 006, Maharashtra, India
6.	**Chander Khamesra** Non-executive independent Director	52	01946373	9, New Fatehpura, Udaipur, Rajasthan 313 001, India

For further details of our Directors, see the section titled "*Our Management*" on page 231.

Company Secretary and Compliance Officer

Our Company has appointed Sudhir Mutha, as our Company Secretary and Compliance Officer. His contact details are as follows:

G R Infraprojects Limited
GR House, Hiran Magri
Sector 11, Udaipur
Rajasthan – 313 002
India
Tel: +91 294 248 7370
Fax: +91 294 248 7749
Email: cs@grinfra.com

Chief Financial Officer

Anand Rathi is the Chief Financial Officer of our Company. His contact details are as follows:

G R Infraprojects Limited
GR House, Hiran Magri
Sector 11, Udaipur
Rajasthan 313 002
India
Tel: +91 294 248 7370
Fax: +91 294 248 7749
Email: anand@grinfra.com

Book Running Lead Managers

HDFC Bank Limited
Investment Banking Group
Unit No 401 & 402, 4th Floor
Tower B Peninsula Business Park
Lower Parel, Mumbai – 400 013
Maharashtra, India
Tel: +91 22 3395 8021
Fax: +91 22 3078 8584
Email: gril.ipo@hdfcbank.com
Investor grievance email:
investor.redressal@hdfcbank.com

IDFC Bank Limited
Naman Chambers, C-32
G Block, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Maharashtra, India
Tel: +91 22 7132 5500
Fax: +91 22 4222 2088
Email: grinfra.ipo@idfcbank.com
Investor grievance email: mb.ig@idfcbank.com
Website: www.idfcbank.com
Contact Person: Gaurav Goyal

Website: www.hdfcbank.com
Contact Person: Rakesh Bhunatar/Sakshi Jain
SEBI Registration No.: INM000011252

SEBI Registration No.: MB/INM000012250

Motilal Oswal Investment Advisors Limited*
Motilal Oswal Tower, Rahimtullah Sayani Road
Opposite Parel ST Depot,
Prabhadevi, Mumbai – 400 025
Maharashtra, India
Tel: +91 91 22 3846 5541
Fax: +91 22 3980 4315
Email: gril.ipo@motilaloswal.com
Investor grievance email:
moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Keyur Desai/Kristina Dias
SEBI Registration No.: INM000011005

YES Securities (India) Limited
IFC, Tower 1 & 2, Unit no. 602 A
6th Floor, Senapati Bapat Marg
Elphinstone (West), Mumbai – 400 013
Maharashtra, India
Tel: +91 22 3012 6919
Fax: +91 22 2421 4508
E-mail: grinfraipo@yessecuritiesltd.in
Investor grievance email: igc@yessecuritiesltd.in
Website: www.yesinvest.in
Contact Person: Pratik Pednekar
SEBI Registration No: MB/INM000012227

** In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited would be involved only in the marketing of the Offer.*

Syndicate Members

[●]

Legal Counsel to the Offer as to Indian Law

Khaitan & Co
Ashoka Estate, 12th Floor
24, Barakhamba Road
New Delhi 110 001
India
Tel: +91 11 4151 5454
Fax: +91 11 4151 5318

International Legal Counsel to the BRLMs

Squire Patton Boggs Singapore LLP
10 Collyer Quay
#03-01/02
Ocean Financial Centre
Singapore 049315
Republic of Singapore
Tel: +65 6922 8668
Fax: +65 6922 8650

Statutory Auditor to our Company

B S R & Associates LLP
903, Commerce House V,
Near Vodafone House,
Prahaladnagar Corporate Road
Ahmedabad – 380 051
Tel: +91 79 4014 4858
Fax: +91 79 4014 4850
Email: jeyurshah@bsraffiliates.com

Registrar to the Offer

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
Email: einward.ris@karvy.com
Investor grievance email: gril.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: M Murali Krishna
SEBI Registration No.: INR000000221

Bidders may contact the Company Secretary and Compliance Officer, Book Running Lead Managers, their respective SCSBs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of Allotment Advice, credit of Allotted Equity Shares in the respective beneficiary account or unblocking of funds.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager with whom the Bid cum Application Form was submitted by the Anchor Investor.

Escrow Collection Bank(s)

[●]

Refund Banker

[●]

Public Offer Bank(s)

[●]

Key bankers to our Company

Union Bank of India
Industrial Finance Brach
M-11, Middle Circle Connaught Circus
New Delhi – 110 001
Tel: +91 11 2341 7406
Fax: +91 11 2341 7405
Email: ifbcp@unionbankofindia.com
Contact Person: Deputy General Manager
Website: www.unionbankofindia.com

HDFC Bank Limited
HDFC Bank Ltd, Investment Banking Group
Unit 40 & 402, 4th Floor
Tower B Peninsula Business Park, Lower Parel
Mumbai – 400 013
Tel: +91 11 4150323
Fax: +91 11 4150323
Email: anuj.jain@hdfcbank.com
Contact Person: Anuj Jain
Website: www.hdfcbank.com

IDFC Bank Limited
4th Floor, Soodh Towers, Barakhamba Road
New Delhi – 110 001
Tel: +91 22 4222 2000
Fax: +91 11 1267 13357
Email: praveen.sanjeevi@idfcbank.com/ akshay.singh@idfcbank.com
Contact Person: Praveen Sanjeevi/ Akshay Singh
Website: www.idfcbank.com

Yes Bank Limited
1st Floor, C.G. Centre, C.G. Road, Ahmedabad – 380 009
Tel: +91 79 6631 9000
Fax: +91 79 6631 8430
Email: saumil.parikh@yesbank.in
Contact Person: Saumil Parikh
Website: www.yesbank.in

Kotak Mahindra Bank
27 C BKC, G Block Badra Kurla Complex,
Bandra East Mumbai – 400 051
Tel: +91 141 5101038
Fax: +91 141 511 8474
Email: sumit.tak@kotak.com / amit.bandhera@kotak.com
Contact Person: Amit Bandhera / Sumit Tak
Website: www.kotak.com

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs under the SEBI Bankers to the Issue Regulations, 1994 for the ASBA process in accordance with the SEBI ICDR Regulations is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details of the list of the Designated SCSB Branches named by the respective SCSB which shall collect the Bid cum Application Forms, please refer to the above-mentioned link.

Syndicate SCSB Branches

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to collect of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time

Registered Brokers

The list of Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address of the Broker Centres, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

RTAs

The list of RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and email address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Monitoring Agency

Our Company shall appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with the SEBI ICDR Regulations.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

Trustees

As this is an offer of Equity Shares, the appointment of trustees is not required.

Project Appraisal

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Experts

Our Company has received consent dated April 30, 2018 from the statutory auditors of our Company namely, B S R & Associates LLP, Chartered Accountants, to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports dated April 26, 2018 of the Statutory Auditor on the Restated Standalone Financial Statements and Restated Consolidated Financial Statements and Statement of Possible Tax Benefits Available to the Company and its Shareholders dated April 25, 2018 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

The term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Statement of Inter-se Allocation of Responsibilities for the Offer

The following table sets forth the distribution of responsibility and coordination for various activities in the Offer amongst the Book Running Lead Managers:

S. No.	Activity	Responsibility	Coordination#
1.	Capital structuring with the relative components and formalities such as type of instruments, composition of debt and equity, size of the Offer, etc.	BRLMs*	HDFC
2.	Due diligence of Company's operations/ management/ business plans/ legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus including memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges,	BRLMs*	HDFC

S. No.	Activity	Responsibility	Coordination#
	RoC and SEBI including finalization of Prospectus and RoC filings of the same.		
3.	Drafting and approval of statutory advertisements	BRLMs*	HDFC
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned above, including corporate advertisements, brochure etc.	BRLMs*	YES
5.	Appointment of intermediaries viz., Registrar(s), Printers, Escrow Collection Bank(s), Refund Banker, Public Offer Bank(s), Advertising Agency, Monitoring Agency, etc. and coordinating with them for execution of their respective agreements.	BRLMs*	YES
6.	Preparation and finalisation of road-show presentation and FAQs	BRLMs*	IDFC
7.	International institutional marketing of the Offer, which will cover, inter alia, • Finalizing the list and division of investors for one to one meetings; • Finalizing the road show schedule and the investor meeting schedules	BRLMs	IDFC
8.	Domestic institutional marketing of the Offer, which will cover, inter alia, • Finalizing the list and division of investors for one to one meetings; • Finalizing the road show schedule and the investor meeting schedules	BRLMs	HDFC
9.	Retail and Non-institutional marketing of the Offer, which will cover *inter alia*: • Formulating marketing strategies, preparation of publicity budget; • Finalizing media and public relations strategy; • Finalizing center for holding conferences for press and brokers, etc.; • Follow-up on distribution of publicity and Offer material including forms, the Prospectus and deciding on the quantum of Offer material; and • Finalizing collection centres	BRLMs	HDFC
10.	Finalization of pricing in consultation with the Company and the Selling Shareholders	BRLMs*	HDFC
11.	Managing the book and coordination with Stock-Exchanges for Book building software, Bidding terminals and mock trading	BRLMs*	IDFC
12.	Post Offer activities including Anchor Investor related activities for post Offer, which shall involve essential follow-up steps including Anchor coordination, follow up steps including management of escrow accounts, co-ordinate non-institutional and institutional allocation, intimation of allocation and dispatch of refunds to bidders etc. The post Offer activities for the Offer will involve essential follow up steps, which include the finalization of basis of allotment, finalisation of basis of allotment advertisement, dispatch of refunds, demat and delivery of shares, finalization of listing and trading of instruments with the various agencies connected with the work such as the Registrar(s) to the Offer, Escrow Collection Banks and Self Certified Syndicate Banks and regular monitoring of investor grievances for redressal, no-objection certificate from SEBI and release of 1% security deposit, handling of investor grievances for redressal and media compliance report. Payment of the applicable Securities Transaction Tax ("STT") on sale of unlisted equity shares by the Selling Shareholders under the offer for sale included in the Offer to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.	BRLMs*	IDFC

* *Excluding Motilal Oswal Investment Advisors Limited who will be involved only in the marketing of the Offer in compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations,*

1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations.
 # HDFC refers to HDFC Bank Limited, IDFC refers to IDFC Bank Limited and YES refers to YES Securities (India) Limited.

Book Building Process

The Book Building Process, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid Cum Application Form. The Price Band will be decided by our Company and the Investor Selling Shareholders in consultation with the Book Running Lead Managers and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Managers and advertised in [●] edition of English national daily newspaper, [●] edition of Hindi national daily newspaper [●]and [●] edition of the Gujarati daily newspaper [●] (Gujarati being the regional language of the State where our Registered Office is located), each with wide circulation at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Offer Price shall be determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, in accordance with the Book Building Process, after the Bid/Offer Closing Date.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

All Bidders (except Anchor Investors) shall participate in the Offer only through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 522, 527 and 530 respectively.

Investors should note the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Our Company and the Selling Shareholders will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to the Offer. In this regard, our Company and the Selling Shareholders have appointed the Book Running Lead Managers to manage the Offer and procure subscriptions to the Offer.

The process of Book Building and ASBA under the SEBI ICDR Regulations is subject to change from time to time and investors are advised to make their own judgment about investment through the process of Book Building prior to making a Bid in the Offer.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure – Part B – Basis of Allocation – Illustration of the Book Building and Price Discovery Process*" on page 564.

Underwriting Agreement

After the determination of the Offer Price, but prior to the filing of Prospectus with the RoC, our Company and the Selling Shareholders will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that, pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that their respective Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This table below has been intentionally left blank and would be finalized after the determination of the Offer Price and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations and will be filled in before filing of the Prospectus with the RoC.

(*₹ in million, except share data*)

Name, address, telephone number, fax number and email of the Underwriters	Indicative Number of the Equity Shares to be Underwritten	Amount Underwritten
[●]	[●]	[●]

In the opinion of the Board of Directors, the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors/committee of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. Notwithstanding the above table, the BRLMs and the Syndicate Members shall be severally and not jointly responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/subscribe to Equity Shares to the extent of the defaulted amount in accordance with and subject to the terms of the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Red Herring Prospectus, is set forth below:

S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price(1)
A.	**Authorised Share Capital(2)**		
	178,000,000 Equity Shares	890,000,000	
B.	**Issued, subscribed and paid up share capital before the Offer**		
	99,448,432 Equity Shares	497,242,160	
C.	**Present Offer in terms of this Draft Red Herring Prospectus(3)**		
	Up to [●] Equity Shares	[●]	[●]
	of which		
	(i) Fresh Issue		
	Up to [●] Equity Shares	[●]	[●]
	(ii) Offer for Sale		
	Up to 11,225,343 Equity Shares(4)	[●]	[●]
	(iii) Employee Reservation Portion		
	Up to [●] Equity Shares	[●]	[●]
D.	**Issued, subscribed and paid up share capital after the Offer**		
	[●] Equity Shares	[●]	[●]
E.	**Share premium account**		
	Before the Offer	559,372,625	
	After the Offer(1)	[●]	

(1) *To be finalized upon determination of the Offer Price.*

(2) *For details of changes in authorised share capital of our Company, see "History and Corporate Structure – Amendments to Memorandum of Association" on page 217.*

(3) *The Fresh Issue has been authorized by a resolution of our Board of Directors in their meeting held on March 17, 2018 and a resolution of our Shareholders in their Extraordinary General Meeting held on March 24, 2018.*

(4) *The Offer for Sale has been authorised by the Selling Shareholders. For details, see "Other Regulatory and Statutory Disclosures" on page 502.*

Notes to Capital Structure:

1. Share capital history of our Company

(a) *Equity share capital history*

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative number of Equity Shares	Cumulative issued and paid up Equity Share capital (₹)
December 26, 1995	70	10.00	10.00	Cash	Subscription to Memorandum*	70	700
May 1, 1996	429,089	10.00	-	Other than cash	Allotment against takeover of business of M/s Gumani Ram Agarwal, a partnership firm(1)	429,159	4,291,590
March 29, 1997	433,900	10.00	10.00	Cash	Preferential allotment(2)	863,059	8,630,590

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consider ation	Reasons for allotment	Cumulativ e number of Equity Shares	Cumulative issued and paid up Equity Share capital (₹)
May 4, 2001	650,000	10.00	10.00	Cash	Preferential allotment(3)	1,513,059	15,130,590
March 25, 2003	1,677,500	10.00	10.00	Cash	Preferential allotment (4)	3,190,559	31,905,590
March 8, 2010	16,250,000	10.00	10.00	Cash	Preferential allotment(5)	19,440,559	194,405,590
September 3, 2010	861,441	10.00	65.00	Cash	Preferential allotment(6)	20,302,000	203,020,000
March 9, 2011	3,375,902	10.00	177.73	Cash	Preferential allotment(7)	23,677,902	236,779,020
August 29, 2011	621,553	10.00	10.00	Cash	Allotment(8)	24,299,455	242,994,550
August 29, 2011	562,653	10.00	355.46	Cash	Preferential allotment(9)	24,862,108	248,621,080
June 18, 2016	24,862,108	10.00	-	Other than cash	Bonus issue(10)	49,724,216	497,242,160
March 12, 2018	(18,500,000)	10.00	-	-	Cancellation of equity shares(11)	31,224,216	312,242,160
March 12, 2018	18,500,000	10.00	-	Other than cash	Allotment pursuant to amalgamation of GRIPL with and into our Company (12)	49,724,216	497,242,160
Sub-division of equity shares of our Company having a face value of ₹ 10 each to equity shares with face value of ₹ 5 each, as approved by the Shareholders on March 24, 2018						99,448,432	497,242,160

* *10 equity shares each were subscribed to by Vinod Kumar Agarwal, Ajendra Agarwal, Mahendra Kumar Agarwal, Purshottam Agarwal, Devki Nandan Agarwal, Harish Agarwal and Gumani Ram Agarwal.*

(1) Allotment of 46,289 equity shares to Gumani Ram Agarwal, 68,395 equity shares to Devki Nandan Agarwal, 58,828 equity shares to Harish Agarwal, 42,486 equity shares to Purshottam Agarwal, 69,697 equity shares to Vinod Kumar Agarwal, 77,359 equity shares to Ajendra Agarwal and 66,035 equity shares to Mahendra Kumar Agarwal.

(2) Allotment of 1,500 equity shares to Jamil Khan, 1,700 equity shares to Sad Khan, 1,800 equity shares to Begum Jamila, 1,800 equity shares to Shanti Lal Mali, 1,800 equity shares to Nanad Lal Mali, 1,800 equity shares to Dali Bai, 1,800 equity shares to Ratan Lal Salvi, 1,800 equity shares to Dalu Ram Salvi, 1,500 equity shares to Heera Lal Gadri, 1,500 equity shares to Raju Lal Gadri, 1,700 equity shares to Narmada Gadri, 1,500 equity shares to Jai Ram Choudhary, 1,700 equity shares to Pemi Bai, 1,500 equity shares to Ghevar Ram Jaat, 1,500 equity shares to Palasi Devi, 1,500 equity shares to Mohan Nath Jogi, 1,100 equity shares to Kailash Nath Jogi, 1,500 equity shares to Dakha Bai, 1,500 equity shares to Laxman Meena, 1,500 equity shares to Parvati Devi Meena, 1,500 equity shares to Bani Lal Meena, 1,500 equity shares to Heera Lal Choudhary, 1,500 equity shares to Hamira Devi, 1,600 equity shares to Ramesh Meena, 1,600 equity shares to Meera Devi, 1,600 equity shares to Jai Prakash, 1,600 equity shares to Shashi Kala, 1,500 equity shares to Ishwar Bhai Patel, 1,500 equity shares to Parvati Devi, 1,500 equity shares to Jinendra Jain, 1,500 equity shares to Neelkanth Bhairvoth, 1,500 equity shares to Pushpadant Mehta, 5,000 equity shares to Suresh Agarwal, 5,000 equity shares Rajendra Meena, 4,000 equity shares to Govind Meena, 4,000 equity shares to Dharampal Jain, 4,000 equity shares to Anand Vanawat, 4,000 equity shares to Alpesh Bohra, 4,000 equity shares to Bhanwar Lal Kalal, 3,500 equity shares to Rajendra Kalal, 4,000 equity shares to Ramesh Chand Bohra, 4,000 equity shares to Mohd. Rafiq Khan, 4,000 equity shares to Begum Hasina, 4,000 equity shares to Janab Aziz Khan, 4,000 equity shares to Begum Kerun, 4,000 equity shares to Suresh Verma, 4,000 equity shares to Neetu Verma, 4,000 equity shares to Raju Ram Choudhary, 4,000 equity shares to Girdhari Lal Choudhary, 3,500 equity shares to Sukha Ram Choudhary, 4,500 equity shares to Jitendra Tatiya, 4,500 equity shares to Madhu Tatiya, 4,500 equity shares to Nana Ram Choudhary, 5,000 equity shares to Alka Bohra, 1,600 equity shares to Balwant Singh, 1,700 equity shares to Satya Naryan Bhati, 1,300 equity shares to Kaushalya Pareek, 1,800 equity shares to Kailash Pareek, 1,600 equity shares to Mohan Lal, 1,400 equity shares to Ladu Ram Prajapat, 1,200 equity shares to Nathu Lal Choudhary, 1,400 equity shares to Rajeshwar Vyas, 1,200 equity shares to Bhura Ram, 1,800 equity shares to Vijay Singh, 1,000 equity shares to Mohan Ram, 1,000 equity shares to Pukhraj Choudhary, 1,300 equity shares to Jawana Ram Choudhary, 1,000 equity shares to Gopal Ram Choudhary, 1,500 equity shares to Gopal Krishna Vaishnav, 1,200 equity shares to Purshottam Lal Vaishnav, 1,400 equity shares to Mahesh Kumar Vaishnav, 1,500 equity shares to Sushila Vaishnav, 1,200 equity shares to Jitendra Kumar Vaishnav, 1,500 equity shares to Dinesh Kumar Vaishnav, 1,400 equity shares to Surta Ram Choudhary , 1,300 equity shares to Kharta Ram Choudhary, 1,750 equity shares to Dilip Kumar Panchal, 1,750 equity shares to Amrut Lal Panchal, 2,500 equity shares to Shiv Ram Panchal, 10,000 equity shares to Laxmi Lal Patel, 1,500 equity shares to Hemant Jain, 1,500 equity shares to Sushila Jain, 1,500 equity shares to Sanjay Jain, 1,500 equity shares to Bharti Jain, 3,800 equity shares to Rajendra Jain, 3,800 equity shares to Ritesh Kankariya, 3,700 equity shares to Uma Kankariya, 3,700 equity shares to Amrit Lal Kankariya, 4,000 equity shares to Abhilesh Jain, 4,200 equity shares to Babu Lal Jain, 4,200 equity shares to Santosh Jain, 4,000 equity shares to Lalit Kumar Vyas, 3,600 equity shares to Rajeshwar Vyas, 4,000 equity shares to Partap Singh Panwar, 4,500 equity shares to Sunita Panwar, 3,500 equity shares to Santosh Pareek, 4,500 equity shares to Virendra Pareek, 3,500 equity shares to Kapil Bafna, 3,500 equity shares to Naveen Bafna, 4,200 equity shares to Bhawna Jain, 2,500 equity shares to Satya Narayan Bhati, 2,500 equity shares to Anand Bhati, 2,500 equity shares to Kamlesh Bhati, 10,000 equity shares to Mohan Singh Pokarna, 2,000 equity shares to Ram Lal Pareek, 2,000 equity shares to Geeta Pareek, 3,000 equity shares to Mota Ram Jat, 2,000 equity shares to Gajanand Sharma, 2,000 equity shares to Dropati Sharma, 2,000 equity shares to Mangi Lal Aahir, 2,000 equity shares to Ramesh Ahir, 4,000 equity shares to Shyam Lal Choudhary, 2,500 equity shares to Banwari Lal Pareek, 2,500 equity shares to Kanhya Lal Pareek, 3,000 equity shares to Purshottam Joshi, 2,500 equity shares to Nirmala Joshi, 3,000 equity shares to Kachru Lal Joshi, 4,500 equity shares to Roshan Lal Jain, 2,000 equity shares to Shyam Singhvi, 4,000 equity shares to Alpesh Jain, 2,500 equity shares to Nilesh Jain, 2,500 equity shares to Himanshu Jain, 1,500 equity shares to Anita Kabra, 1,500 equity shares to Renu Kabra, 4,000 equity shares to Babu Ram Purbiya, 5,000 equity shares to Brij Lal Moga, 2,500 equity shares to Umed Singh Choudhary, 2,500 equity shares to Purkha Ram Choudhary, 2,000 equity shares to Ram Baksh Pareek, 2,000 equity shares to Ratan Lal Pareek, 2,000 equity shares to Hari Singh Rajpurohit, 2,000 equity shares to Santosh Mali, 2,000 equity shares to Prahlad Mali, 2,500 equity shares to Manoj Mewara, 2,500 equity shares to Anita Mewara, 2,500 equity shares to Mohan Lal Malvi, 2,500 equity shares to Prabhu Lal Lohar, 2,000 equity shares to Ram Bhagat Choudhary, 2,000 equity shares to Ram Avtar Choudhary, 1,000 equity shares to Narayan Lal Meena, 4,000 equity shares to Karamjeet Singh Saini, 3,000 equity shares to Piyush Raval, 4,000 equity shares to Lila Chand Raval, 2,000 equity shares to Mukesh Patel, 2,000 equity shares to Mohan Lal Patel, 2,000 equity shares to Heera Lal Jaat, 3,000 equity shares to Gopal Singh Choudhary, 2,500 equity shares to Abdul Rajak, 2,500 equity shares to Thana Ram Bishnoi, 2,000 equity shares to Basu Lal Hakra, 2,500 equity shares to Vijay Singh Pratihar, 2,500 equity shares to Jai Singh Choudhary, 2,000 equity shares to Vijay Kumar Nayar, 3,000 equity shares to Arvind Kumar Agarwal, 2,500 equity shares to Narbada Gayari, 2,000 equity shares to Sunanda Devi, 2,500 equity shares to Rehana, 2,500 equity shares to Bansi Lal Bishnoi, 2,000 equity shares to Laxmi Devi Meena, 2,500 equity shares to Rukmani Devi, 2,000 equity shares to Roopwati Devi, 2,500 equity shares to Anil Kumar Nayar, 1,000 equity shares to Sunder Lal Choubisa, 1,000 equity shares to Geeta Devi Choubisa, 2,000 equity shares to Bhagirath Lal Chaubisa, 2,000 equity shares to Mukesh Kumar Patel, 2,000 equity shares to Bhoopat Singh Solanki, 2,000 equity shares to Ravindra Singh Solanki and 4,000 equity shares to Harendra Purbiya.

(3) Allotment of 210,000 equity shares to Asha Fincon Private Limited and 440,000 equity shares to Unisys Securities & Finance Limited.

(4) Allotment of 12,000 equity shares to Ajendra Agarwal HUF, 50,000 equity shares to Arvind Kumar Agarwal, 50,000 equity shares to Balu Ram Purbia, 50,000 equity shares to Chandra Prakash, 7,000 equity shares to Devki Nandan Agarwal HUF, 50,000 equity shares to Dhanraj Suthur, 50,000 equity shares to Dinesh Sukhwal, 50,000 equity shares to Gajanand Sankrot, 200,000 equity shares to M/s Jai Exports (Prop. Ram Avtar Agarwal HUF), 50,000 equity shares to Jai Singh Pratihar, 50,000 equity shares to Jala Ram Choudhary, 50,000 equity shares to Kishan Singh Pratihar, 150,000 equity shares to Mahaveer Agarwal HUF, 50,000 equity shares to Mahaveer Prasad Chachan, 8,000 equity shares to Mahendra Agarwal HUF, 52,500 to Alka Sharma, 50,000 equity shares to Sunita Agarwal, 50,000 equity shares to Mukesh Patel, 50,000 equity shares to Nahar Singh, 19,000 equity shares to Prem Singh Choudhary, 50,000 equity shares to Prem Moga, 15,000 equity shares to Purshottam Agarwal HUF, 50,000 equity shares to Rajendra Singh Rathore, 50,000 equity shares to Rajendra Singh Bhati, 100,000 equity shares to Ram Avtar Agarwal HUF, 50,000 equity shares to Ram Bhagat, 50,000 equity shares to Ramesh Aheer, 50,000 equity shares to Shiv Ratan Sharma, 50,000 equity shares to Thana Ram Bishnoi, 6,000 equity shares to Vinod Kumar Agarwal, 8,000 equity shares to Vinod Kumar Agarwal HUF, 50,000 equity shares to Vijay Kumar Nayar and 50,000 equity shares to Vijay Singh Pratihar.

(5) Allotment of 9,250,000 equity shares to G R Infratech Private Limited and 7,000,000 equity shares to Lokesh Builders Private Limited.

(6) Allotment of 261,500 equity shares to Vinod Kumar Agarwal, 153,830 equity shares to Mahendra Kumar Agarwal, 138,451 equity shares to Purshottam Agarwal, 153,830 to Devki Nandan Agarwal and 153,830 equity shares to Ajendra Agarwal.

(7) Allotment of 1,413,659 equity shares to IBEF I, 696,280 equity shares to IBEF and 1,265,963 equity shares to IDFC Investment Advisors Limited.

(8) Allotment of 621,553 equity shares to Trustees, G R Infraprojects Employees Welfare Trust for further allotment to eligible employees on a future date.

(9) Allotment of 235,611 equity shares to IBEF I, 116,047 equity shares to IBEF and 210,995 equity shares to IDFC Investment Advisors Limited.

(10) Bonus issue in the ratio of 1:1 to all Shareholders as on June 18, 2016.

(11) Cancellation of equity shares pursuant to the Scheme of amalgamation of GRIPL with and into our Company. For further details, see "History and Corporate Structure" on page 221.

(12) Allotment of 1,665,000 equity shares to Vinod Kumar Agarwal, 1,665,000 equity shares to Mahendra Kumar Agarwal, 1,665,000 equity shares to Purshottam Agarwal, 1,665,000 equity shares to Devki Nandan Agarwal, 1,480,000 equity shares to Ajendra Agarwal, 1,480,000 equity shares to Harish Agarwal, 1,480,000 equity shares to Kiran Agarwal, 1,480,000 equity shares to Ritu Agarwal, 1,480,000 equity shares to Suman Agarwal, 1,480,000 equity shares to Laxmi Devi Agarwal, 1,480,000 equity shares to Lalita Agarwal and 1,480,000 equity shares to Sangeeta Agarwal pursuant to amalgamation of GRIPL with our Company. For further details, see "History and Corporate Structure" on page 221.

(b) *Issue of Equity Shares in the last year*

Other than the allotment of equity shares of our Company pursuant to amalgamation of G R Infratech Private Limited with our Company, our Company has not issued any equity shares which may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

(c) *Issue of Equity Shares for consideration other than cash*

Other than the bonus issue in the ratio os 1:1 on June 18, 2016, following are the details of equity shares allotted by our Company for consideration other than cash:

Date of allotment	No. of equity shares	Issue Price (₹)	Names of allottees	Details of allotment	Benefits accrued to our Company, if any
May 1, 1996	429,089	-	Gumani Ram Agarwal, Devki Nandan Agarwal, Harish Agarwal, Purshottam Agarwal, Vinod Kumar Agarwal, Ajendra Agarwal and Mahendra Kumar Agarwal	Allotment of equity shares against takeover of business of M/s Gumani Ram Agarwal, a partnership firm.	Takeover of business of M/s Gumani Ram Agarwal, a partnership firm.

Date of allotment	No. of equity shares	Issue Price (₹)	Names of allottees	Details of allotment	Benefits accrued to our Company, if any
March 12, 2018	18,500,000	-	Vinod Kumar Agarwal, Mahendra Kumar Agarwal, Purshottam Agarwal, Devki Nandan Agarwal, Ajendra Agarwal, Harish Agarwal, Kiran Agarwal, Ritu Agarwal, Suman Agarwal, Laxmi Devi Agarwal, Lalita Agarwal and Sangeeta Agarwal	Allotment pursuant to the Scheme.	Pursuant to the Scheme and NCLT Order, GRIPL was amalgamated with and into our Company along with its assets and liabilities.

(d) *Issue of equity shares out of revaluation reserves*

Our Company has not issued any equity shares out of revaluation reserves since incorporation.

2. **History of Build-up, Contribution and Lock in of Promoters' Shareholding**

(a) *Build-up of our Promoters' shareholding in our Company*

Set forth below is the build-up of the shareholding of our Promoters since incorporation of our Company:

VINOD KUMAR AGARWAL							
Date of Allotment / Transfer	**No. of equity shares**	**Face Value (₹)**	**Issue/ Transfer Price (₹)**	**Nature of Consideration**	**Nature of Transaction**	**Percentage of the pre-Offer capital (%)**	**Percentage of the post-Offer capital (%)**
December 26, 1995	10	10.00	10.00	Cash	Subscription to Memorandum	Negligible	[●]
May 1, 1996	69,697	10.00	-	Other than cash	Allotment against takeover of business of M/s Gumani Ram Agarwal, a partnership firm	0.14	[●]
March 25, 2003	6,000	10.00	10.00	Cash	Preferential allotment	0.01	[●]
November 7, 2006	100,000	10.00	1.00	Cash	Transfer from Asha Jain	0.20	[●]
April 5, 2007	100,000	10.00	10.00	Cash	Transfer from Ram Avtar Agarwal HUF	0.20	[●]
September 3, 2010	261,500	10.00	65.00	Cash	Preferential allotment	0.53	[●]
June 18, 2016	537,207	10.00	-	Other than cash	Bonus issue	1.08	[●]
March 12, 2018	1,665,000	10.00	-	Other than cash	Allotment pursuant to amalgamation of GRIPL with and into our Company	3.35	[●]
March 23, 2018	(268,658)	10.00	-	Other than cash	Transfer to Shakuntala Devi Gupta	(0.54)	[●]
Each equity share of our Company with a face value of ₹ 10 each was sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018.							
TOTAL	**4,941,512**					**4.97**	[●]

AJENDRA AGARWAL							
Date of Allotment / Transfer	**No. of equity shares**	**Face Value (₹)**	**Issue/ Transfer Price (₹)**	**Nature of Consideration**	**Nature of Transaction**	**Percentage of the pre-Offer capital (%)**	**Percentage of the post-Offer capital (%)**
December 26, 1995	10	10.00	10.00	Cash	Subscription to Memorandum	Negligible	[●]
May 1, 1996	77,359	10.00	-	Other than cash	Allotment against takeover of business of M/s Gumani Ram Agarwal, a partnership firm	0.16	[●]
November 7, 2006	200,000	10.00	1.00	Cash	Transfer from Asha Jain	0.40	[●]
September 3, 2010	153,830	10.00	65.00	Cash	Preferential allotment	0.31	[●]
June 18, 2016	431,199	10.00	-	Other than cash	Bonus issue	0.87	[●]
March 12, 2018	1,480,000	10.00	-	Other than cash	Allotment pursuant to amalgamation of GRIPL with and into our Company	2.98	[●]
March 27, 2018	(10,752)	10.00	-	Other than cash	Transfer to Shakuntala Devi Gupta	(0.02)	[●]
March 27, 2018	(186,422)	10.00	-	Other than cash	Transfer to Harish Agarwal	(0.37)	[●]
Each equity share of our Company with a face value of ₹ 10 each was sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018.							
TOTAL	**4,290,448**					**4.31**	**[●]**

PURSHOTTAM AGARWAL							
Date of Allotment / Transfer	**No. of equity shares**	**Face Value (₹)**	**Issue/ Transfer Price (₹)**	**Nature of Consideration**	**Nature of Transaction**	**Percentage of the pre-Offer capital (%)**	**Percentage of the post-Offer capital (%)**
December 26, 1995	10	10.00	10.00	Cash	Subscription to Memorandum	Negligible	[●]
May 1, 1996	42,486	10.00	-	Other than cash	Allotment against takeover of business of M/s Gumani Ram Agarwal, a partnership firm	0.09	[●]
April 5, 2007	100,000	10.00	10.00	Cash	Transfer from Ram Avtar Agarwal HUF	0.20	[●]
April 5, 2007	150,000	10.00	10.00	Cash	Transfer from Mahaveer Agarwal HUF	0.30	[●]
September 3, 2010	138,451	10.00	65.00	Cash	Preferential allotment	0.28	[●]
June 18, 2016	430,947	10.00	-	Other than cash	Bonus issue	0.87	[●]
October 25, 2017	100,598	10.00	-	Other than Cash	Transmission from Gumani Ram Agarwal	0.20	[●]
March 12, 2018	1,665,000	10.00	-	Other than Cash	Allotment pursuant to amalgamation of GRIPL with and into our Company	3.35	[●]
March 23, 2018	(531,468)	10.00	-	Other than cash	Transfer to Shakuntala Devi Gupta	(1.06)	[●]
Each equity share of our Company with a face value of ₹ 10 each was sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018.							
TOTAL	**4,192,048**					**4.22**	**[●]**

LOKESH BUILDERS PRIVATE LIMITED							
Date of Allotment / Transfer	**No. of equity shares**	**Face Value (₹)**	**Issue/ Transfer Price (₹)**	**Nature of Consideration**	**Nature of Transaction**	**Percentage of the pre-Offer capital (%)**	**Percentage of the post-Offer capital (%)**
March 8, 2010	7,000,000	10.00	10.00	Cash	Preferential allotment	14.08	[●]
December 22, 2015	1,476,958	10.00	445.44	Cash	Transfer from IDFC Investment Advisors Limited	2.97	[●]
March 30, 2016	(373,000)	10.00	(523.20)	Cash	Transfer to Kandoi Fabrics Private Limited	(0.75)	[●]
March 30, 2016	(125,000)	10.00	(523.20)	Cash	Transfer to Pradeep Kumar Agarwal*	(0.25)	[●]

June 18, 2016	7,978,958	10.00	-	Other than cash	Bonus issue	16.05	[●]
Each equity share of our Company with a face value of ₹ 10 each was sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018.							
TOTAL	**31,915,832**					**32.09**	**[●]**

**Jointly with Rita Agarwal*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

(b) *Shareholding of our Promoters and Promoter Group*

S. No.	Name of Person	Promoter/ Promoter Group	No. of Equity Shares	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital
1.	Vinod Kumar Agarwal	Promoter	4,941,512	4.97	[●]
2.	Ajendra Agarwal	Promoter	4,290,448	4.31	[●]
3.	Purshottam Agarwal	Promoter	4,192,048	4.22	[●]
4.	Lokesh Builders Private limited	Promoter	31,915,832	32.09	[●]
5.	Mahendra Kumar Agarwal	Promoter Group	4,215,248	4.24	[●]
6.	Devki Nandan Agarwal	Promoter Group	3,657,248	3.68	[●]
7.	Harish Agarwal	Promoter Group	4,586,448	4.61	[●]
8.	Ajendra Agarwal HUF	Promoter Group	296,000	0.30	[●]
9.	Devki Nandan Agarwal HUF	Promoter Group	288,000	0.29	[●]
10.	Mahendra Kumar Agarwal HUF	Promoter Group	295,200	0.30	[●]
11.	Purshottam Agarwal HUF	Promoter Group	272,800	0.27	[●]
12.	Vinod Kumar Agarwal HUF	Promoter Group	278,800	0.28	[●]
13.	Pankaj Agarwal	Promoter Group	200,000	0.20	[●]
14.	Vikas Agarwal	Promoter Group	210,000	0.21	[●]
15.	Kiran Agarwal	Promoter Group	3,081,600	3.10	[●]
16.	Ritu Agarwal	Promoter Group	3,020,000	3.04	[●]
17.	Rupal Agarwal	Promoter Group	42,000	0.04	[●]
18.	Suman Agarwal	Promoter Group	3,072,000	3.09	[●]
19.	Laxmi Devi Agarwal	Promoter Group	3,073,200	3.09	[●]
20.	Lokesh Agarwal	Promoter Group	16,000	0.02	[●]
21.	Puja Agarwal	Promoter Group	76,000	0.08	[●]
22.	Lalita Agarwal	Promoter Group	2,960,000	2.98	[●]
23.	Sangeeta Agarwal	Promoter Group	2,960,000	2.98	[●]
24.	Shakuntala Devi Gupta	Promoter Group	2,983,448	3.00	[●]
25.	Jasamrit Designers Private Limited	Promoter Group	800,000	0.80	[●]
26.	Jasamrit Creations Private Limited	Promoter Group	1,000,000	1.01	[●]
27.	Jasamrit Construction Private Limited	Promoter Group	800,000	0.80	[●]
28.	Jasamrit Fashions Private Limited	Promoter Group	800,000	0.80	[●]
29.	Jasamrit Premises Private Limited	Promoter Group	800,000	0.80	[●]
		TOTAL	**85,123,832**	**85.60**	**[●]**

(c) *Details of Promoters' contribution and lock-in*

Pursuant to SEBI ICDR Regulations, an aggregate of 20.00% of the fully diluted post-Offer capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment ("**Promoters' Contribution**").

All Equity Shares, which are being locked-in, are not ineligible for computation of Promoters' contribution under Regulation 33 of the SEBI ICDR Regulations. Our Promoters have confirmed to the Book Running Lead Managers that acquisition of the Equity Shares held by our Promoters and which will be locked-in as Promoter's Contribution have been financed from owned funds or have been allotted pursuant to a bonus issue and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

The lock-in of the Promoters' Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock Exchanges before the listing of the Equity Shares.

Details of Promoters' Contribution are as provided below:

Name of the Promoter	**Date of allotment/ transfer***	**Nature of transaction**	**Nature of consideration**	**No. of Equity Shares locked in**	**Face value (₹)**	**Issue Price/Purchase Price (₹)**	**Percentage of post-Offer paid-up capital**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

**Fully paid up at the time of allotment*

The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

(i) The Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets or bonus shares out of revaluations reserves or unrealised profits or bonus shares which are otherwise ineligible for computation of Promoters' Contribution;
(ii) Other than the eligible Equity Shares issued pursuant to bonus issues, Promoters' Contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
(iii) The Equity Shares issued to the Promoters upon conversion of a partnership firm; and
(iv) The Equity Shares held by the Promoters that are subject to any pledge.

Our Company further confirms that such Equity Shares shall be held in dematerialised form prior to the filing of the Red Herring Prospectus with the RoC and that these Equity Shares do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of their Equity Shares as a part of the Promoters' Contribution subject to lock-in. For such time that the Equity Shares under the Promoters' Contribution are locked in as per the SEBI ICDR Regulations, the Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer and pledge of such Equity Shares is one of the terms of sanction of loan. For such time that they are locked in as per the SEBI ICDR Regulations, the Equity Shares held by the Promoters in excess of the Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions if the pledge of the Equity Shares is one of the terms of the sanction of the loan. For details regarding the objects of the Offer, see "*Objects of the Offer*" beginning on page 119. As on the date of this Draft Red Herring Prospectus, 1,320,000 Equity Shares held by Lokesh Builders Private Limited and 880,000 Equity Shares held by Vinod Kumar Agarwal, constituting in aggregate 2.21% of the pre-Offer paid-up capital of our Company, have been pledged by these Promoters.

The Equity Shares held by our Promoters may be transferred to and among the Promoters, members of the Promoter Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

(d) *Other requirements in respect of lock-in*:

In addition to the 20.00% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment except for the Equity Shares held by IBEF, which is a VCF. Additionally, any unsubscribed portion of the Offer for Sale being offered by the Selling Shareholders would also be locked-in for one year from the date of Allotment, except for the Equity Shares held by IBEF, a VCF.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.

Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of thirty (30) days from the date of Allotment.

3. **Details of the share capital held by the Investor Selling Shareholders in our Company**

The details of the shareholding of the Selling Shareholders in our Company are set forth below:

Date of transaction	Nature of transaction	Number of shares	Face value (₹)	Issue price per share (₹)	Nature of consideration
INDIA BUSINESS EXCELLENCE FUND I					
March 9, 2011	Preferential allotment of equity shares	1,413,659	10.00	177.73	Cash
August 29, 2011	Preferential allotment of equity shares	235,611	10.00	355.46	Cash
June 18, 2016	Bonus issue	1,649,270	10.00	Nil	Other than cash
Each equity share of our Company with a face value of ₹ 10 each was sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018.					
TOTAL		**6,597,080**			
INDIA BUSINESS EXCELLENCE FUND					
March 9, 2011	Preferential allotment of equity shares	696,280	10.00	177.73	Cash
August 29, 2011	Preferential allotment of equity shares	116,047	10.00	355.46	Cash
June 18, 2016	Bonus issue	812,327	10.00	Nil	Other than cash
Each equity share of our Company with a face value of ₹ 10 each was sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018.					
TOTAL		**3,249,308**			

4. **Shareholding pattern of our Company**

The shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus is set out below:

Category (I)	Category of Shareholder (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	29	85,123,832	-	-	85,123,832	85.60	-	-	-	-	-	-	-	-	2,200,000	2.21	85,123,832
(B)	**Public**	4	11,838,388	-	-	11,838,388	11.90	-	-	-	-	-	-	-	-	-	-	11,838,388
(C)	**Non Promoter- Non Public**																	
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by Employee Trusts**	1	2,486,212	-	-	2,486,212	2.50	-	-	-	-	-	-	-	-	-	-	2,486,212
	Total	**34**	**99,448,432**	**-**	**-**	**99,448,432**	**100**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,200,000**	**2.21**	**99,448,432**

5. **Public shareholders holding more than 1% of the pre-Offer paid-up capital of our Company**

The details of the public shareholders holding more than 1% of the pre-Offer paid-up capital of our Company and their pre-Offer and post-Offer shareholding are set forth in the table below:

S. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares held	Percentage (%)	Number of Equity Shares held*	Percentage (%)
1.	IBEF I	6,597,080	6.63	Nil	N.A.
2.	IBEF	3,249,308	3.27	[●]	[●]
3.	Kandoi Fabrics Private Limited	1,492,000	1.50	[●]	[●]
TOTAL		**11,338,388**	**11.40**	[●]	[●]

**Assuming full subscription of the Offer*

6. **Equity Shares held by top ten shareholders**

The list of top 10 shareholders of our Company and the number of Equity Shares held by them:

(i) As on the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)
1.	Lokesh Builders Private Limited	31,915,832	32.09
2.	IBEF I	6,597,080	6.63
3.	Vinod Kumar Agarwal	4,941,512	4.97
4.	Harish Agarwal	4,586,448	4.61
5.	Ajendra Agarwal	4,290,448	4.31
6.	Mahendra Kumar Agarwal	4,215,248	4.24
7.	Purshottam Agarwal	4,192,048	4.22
8.	Devki Nandan Agarwal	3,657,248	3.68
9.	IBEF	3,249,308	3.27
10.	Kiran Agarwal	3,081,600	3.10
TOTAL		**70,726,772**	**71.12**

(ii) As of 10 days prior to the date of filing of this Draft Red Herring Prospectus were as follows:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Shares capital (%)
1.	Lokesh Builders Private Limited	31,915,832	32.09
2.	IBEF I	6,597,080	6.63
3.	Vinod Kumar Agarwal	4,941,512	4.97
4.	Harish Agarwal	4,586,448	4.61
5.	Ajendra Agarwal	4,290,448	4.31
6.	Mahendra Kumar Agarwal	4,215,248	4.24
7.	Purshottam Agarwal	4,192,048	4.22
8.	Devki Nandan Agarwal	3,657,248	3.68
9.	IBEF	3,249,308	3.27
10.	Kiran Agarwal	3,081,600	3.10
TOTAL		**70,726,772**	**71.12**

(iii) Two years prior to the date of filing this Draft Red Herring Prospectus were as follows:

S. No.	Name of the Shareholder	Number of equity shares	Percentage of pre-Offer Equity Share capital (%)*
1.	G R Infratech Private Limited	9,250,000	18.60
2.	Lokesh Builders Private Limited	7,978,958	16.05
3.	IBEF I	1,649,270	3.32
4.	IBEF	812,327	1.63

S. No.	Name of the Shareholder	Number of equity shares	Percentage of pre-Offer Equity Share capital (%)*
5.	Trustees, G R Infraprojects Employees Welfare Trust	621,553	1.25
6.	Vinod Kumar Agarwal	537,207	1.08
7.	Mahendra Kumar Agarwal	475,875	0.96
8.	Ajendra Agarwal	431,199	0.87
9.	Purshottam Agarwal	430,947	0.87
10.	Devki Nandan Agarwal	422,235	0.85
TOTAL		**22,609,571**	**45.57**

** Computed considering that the equity shares of our Company with a face value of ₹ 10 each were sub-divided into two Equity Shares with a face value of ₹ 5 each, pursuant to a Shareholders' resolution dated March 24, 2018, without giving effect to the bonus issue of equity shares by our Company on June 18, 2016.*

7. **Details of purchase or sale of Equity Shares by our Promoters, Promoter Group, Directors and directors of our corporate Promoter**

Except as set out below, there has been no purchase or sale of Equity Shares or other specified securities of our Company by our Promoters, Promoter Group, directors of our corporate Promoter, our Directors or their immediate relatives during the six month period immediately preceding the date of filing of this Draft Red Herring Prospectus:

Date of transaction	Nature of transaction	Number of Equity Shares	Purchase / sale price per Equity Share (₹)
March 27, 2018	Gift from Ajendra Agarwal to Harish Agarwal	186,422	Nil
March 27, 2018	Gift from Mahendra Kumar Agarwal to Harish Agarwal	509,126	Nil
March 27, 2018	Gift from Ajendra Agarwal to Shakuntala Devi Gupta	10,752	Nil
March 23, 2018	Gift from Devki Nandan Agarwal to Shakuntala Devi Gupta	680,846	Nil
March 23, 2018	Gift from Purshottam Agarwal to Shakuntala Devi Gupta	531,468	Nil
March 23, 2018	Gift from Vinod Kumar Agarwal to Shakuntala Devi Gupta	268,658	Nil

8. **Details of Equity Shares held by our Directors, Key Management Personnel and directors of our corporate Promoter**

The table below sets forth the details of Equity Shares that are held by our Directors, Key Management Personnel and directors of our corporate Promoter:

S. No.	Name of the person	Director/ Key Management Personnel/ Director of our corporate Promoter	No. of Equity Shares	Percentage of pre-Offer Equity Share Capital (%)	Percentage of post-Offer Equity Share Capital (%)
1.	Vinod Kumar Agarwal	Managing Director and Key Management Personnel	4,941,512	4.97	[●]
2.	Ajendra Agarwal	Director and Key Management Personnel	4,290,448	4.31	[●]
3.	Lokesh Agarwal	Director of LBPL	16,000	0.02	[●]
TOTAL			**9,247,960**	**9.30**	**[●]**

9. **Employee Stock Option Plan**

Our Shareholders by a special resolution at the Extra-Ordinary General Meeting held on September 9, 2016, approved an employee stock option plan titled Employee Stock Option Plan 2016 ("**ESOP Plan**"). The purpose of ESOP Plan is to enhance awareness of creating shareholder value, align rewards with the creation of value, attract and retain talent and remain competitive in the talent market and strengthen interdependence between individual and organization prosperity. The ESOP Plan is administered by the Nomination and Remuneration Committee through G R Infraprojects Employees Welfare Trust. The maximum number of options that can be granted to eligible employees under the ESOP Plan are 1,243,106. The maximum number of options to be granted to each eligible employee during a year shall not exceed 1% of the issued share capital of our Company unless so authorised by a special resolution of the Shareholders.

In terms of the ESOP Plan, minimum vesting period is one year and maximum vesting period is six years from the date of grant of options. Subject to certain conditions, the employee can exercise the vested options within the exercise period, which shall commence from the date of vesting and extend till the end of seven years from the date of grant of options.

As on the date of this Draft Red Herring Prospectus, no options have been granted under the ESOP Plan. Our Company may, during the period between filing of this Draft Red Herring Prospectus and filing the Red Herring Prospectus with the RoC, grant options under ESOP Plan to its employees.

As per the certificate dated April 30, 2018 issued by K.L. Vyas & Company, Chartered Accountants, the ESOP Plan is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended.

10. Except as disclosed above, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 of the Companies Act, 2013.

11. There are no financing arrangements whereby the Promoters, the Promoter Group, Directors, the directors of our Promoter companies or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing this Draft Red Herring Prospectus with SEBI.

12. Neither our Company, Promoters, Directors nor the Book Running Lead Managers have entered into any buy-back, safety net and/or standby arrangements for the purchase of Equity Shares from any person.

13. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

14. Other than the options that may be granted under the ESOP Plan as disclosed above, there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue, conversion of convertible instruments or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares to be issued pursuant to the Offer have been listed on the Stock Exchanges.

15. The Offer is being made in terms of Rule 19(2)(b)(iii) of SCRR, read with Regulation 41 of the SEBI ICDR Regulations. Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations. Further, the Offer is being made through the Book Building Process wherein 50% of the Offer shall be available for allocation to QIBs on a proportionate basis. Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance of Equity Shares shall be added to the QIB Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. Such number of Equity Shares representing at least 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer will be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject

to valid Bids being received at or above the Offer Price, such that subject to availability of Equity Shares, each Retail Individual Bidder shall be allotted not less than the Minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Bidders on a proportionate basis.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion , would be allowed to be met with spillover from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Offer.

16. Of the Offer of up to [●] Equity Shares, [●] Equity Shares (which shall not exceed 5% of the post-Offer Equity Share capital of our Company) shall be reserved for allocation to Eligible Employees on a proportionate basis, subject to valid Bids being received at or above the Offer Price. Only Eligible Employees would be eligible to apply in the Offer under the Employee Reservation Portion. Bid by Eligible Employees (subject to Bid Amount being up to ₹ 500,000) in the Employee Reservation Portion and in the Retail Portion shall not be treated as multiple Bids. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids. Bids by Eligible Employees can also be made in the Net Offer and such Bids shall not be treated as multiple Bids. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000 each.

17. Over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off while finalising the Basis of Allotment.

18. A Bidder cannot make a Bid for more than the number of Equity Shares offered in the Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

19. Our Promoters, other than Lokesh Builders Private Limited and Vinod Kumar Agarwal to the extent of their offered Equity Shares, and members of our Promoter Group will not participate in the Offer.

20. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. Additionally, if our Company enters into acquisitions or joint ventures, we may, subject to necessary approvals, consider using our Equity Shares as currency for acquisitions or participation in such joint ventures we may enter into and/or we may raise additional capital to fund accelerated growth.

21. There will be only one denomination of Equity Shares unless otherwise permitted by law and our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

22. Our Company, Directors, Promoters or Promoter Group shall not make any payments direct or indirect, discounts, commissions, allowances or otherwise under the Offer except as disclosed in this Draft Red Herring Prospectus.

23. For details of our related party transactions, see "*Financial Statements- Restated Standalone Financial Statements- Annexure VI – Note 34 Related Party Disclosure*" and "*Financial Statements- Restated Consolidated Financial Statements- Annexure VI – Note 35 Related Party Disclosure*" on pages 318 and 410, respectively.

24. The Company has 34 Shareholders as of the date of this Draft Red Herring Prospectus.

25. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the members of the Promoter Group during the period between the date of registering the Red Herring Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transaction.

26. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as of the date of filing this Draft Red Herring Prospectus.

27. Except for the Equity Shares held by IBEF and IBEF I, both of which are associates of Motilal Oswal Investment Advisors Limited, none of the Book Running Lead Managers or their associates hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus. Accordingly, in compliance with proviso to regulation 21A (1) and explanation (iii) to regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, Motilal Oswal Investment Advisors Limited would be involved only in the marketing of the Offer. The Book Running Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

28. No person connected with the Offer, including, but not limited to, the Book Running Lead Managers, the members of the Syndicate, our Company, the Directors, the Promoters, members of our Promoter Group and Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

29. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

30. As on the date of this Draft Red Herring Prospectus, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares.

OBJECTS OF THE OFFER

The Offer consists of a Fresh Issue of [●] Equity Shares by our Company aggregating to ₹ 5,000 million and an Offer for Sale of up to 11,225,343 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders.

The Proceeds from the Offer for Sale

The proceeds from the Offer for Sale (net of Offer related expenses of the Selling Shareholders) shall be received by the Selling Shareholders and our Company shall not receive any proceeds from the Offer for Sale.

Objects of the Fresh Issue

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

1. Investment in certain of our Subsidiaries;

2. Repayment , in full or in part, of certain borrowings availed by our Company;

3. Purchasing capital equipment for our EPC business; and

4. General corporate purposes.

(collectively, the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	Estimated Amount* (₹ million)
Gross proceeds from the Fresh Issue	[●]
Less: Offer related expenses to be borne by our Company*	[●]
Net Proceeds*	[●]

* *Will be incorporated after finalization of the Offer Price and updated in the Prospectus at the time of filing with the RoC. Upon the listing and trading of the Equity Shares on the Stock Exchanges, all Offer related expenses shall be shared by our Company and the Selling Shareholders in proportion to the number of Equity Shares issued and sold to the public in the Fresh Issue and the Offer for Sale, respectively.*

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(*₹ in million*)

Particulars	Fiscal 2019	Fiscal 2020	Total
Investment in certain of our Subsidiaries	1,050.00	700.00	**1,750.00**
Repayment, in full or in part, of certain borrowings availed by our Company	750.00	500.00	**1,250.00**
Purchasing capital equipment for our EPC business	600.00	400.00	**1,000.00**
General corporate purposes*	[●]	[●]	[●]
TOTAL	**[●]**	**[●]**	**[●]**

**To be finalized upon determination of Offer Price.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects during the Fiscals 2019 and 2020. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, the same shall be utilised in the next Fiscal. Similarly, subject to our business considerations, our Company may also use the Net Proceeds in the preceding Fiscal, if it is in the best interests of our Company.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates and valid quotations from suppliers. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment. Further, if the Net Proceeds are not completely utilised for the objects stated above by Fiscal 2020 due to factors which may include, but are not limited to, (i) economic and business conditions; (ii) changes in circumstances surrounding our Order Book; (iii) increased competition; (iv) delay in procuring and operationalizing assets; (v) timely completion of the Offer; (vi) market conditions outside the control of our Company; and (vii) other commercial considerations; the same would be utilised (in part or full) in Fiscal 2021 or a subsequent period as may be determined by our Company in accordance with applicable law. Please also see "*Risk Factors - We have not entered into any definitive arrangements to utilize certain portions of the net proceeds of the Offer. Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised*" on page 43.

Subject to applicable laws, in the event of increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the objects is lower than the proposed deployment, then such balance will be used for future growth opportunities including, funding existing objects (if required) and general corporate purposes, subject to applicable laws.

Details of Objects of the Fresh Issue

1. Investment in certain of our Subsidiaries

We intend to utilise a part of the Net Proceeds amounting up to ₹ 1,750.00 million for investments into three of our Subsidiaries (namely, Porbandar Dwarka Expressway Private Limited, Varanasi Sangam Expressway Private Limited and GR Phagwara Expressway Limited) which are required to be made pursuant to the terms of the respective concession agreements and the facility arrangements, details of which are provided below. The investment into these Subsidiaries may be in the form of debt or equity or in any other manner as may be required under the respective facility agreements. The actual mode of investment has not been finalised as on the date of this Draft Red Herring Prospectus.

Investment in PDEPL

PDEPL has entered into a concession agreement dated August 8, 2017 with NHAI for the four laning with paved shoulder of Porbandar - Dwarka section of NH-8E (Ext.) from km 356.766 (Design Chainage km 379.100) to km 473.000 (Design Chainage km 496.848) in the state of Gujarat through Public Private Partnership (PPP). This is a project under the HAM and the appointed date for the same was February 12, 2018. The construction period for the project is currently underway. For further details, see "*Our Business*" at page 190. As per the terms of the concession agreement, 40% of the total bid project cost being ₹ 6,400.00 million, is to be funded by NHAI.

Further, in terms of the facility agreement dated December 21, 2017 entered into between PDEPL, Bank of India, IndusInd Bank Limited and Axis Trustee Services Limited, the total estimated cost of the project was ₹ 14,800.00 million. Therefore, after deducting the amount to be funded by NHAI (as mentioned above), for the remaining amount of the total estimated project cost amounting to ₹ 8,400.00 million; firm arrangements for ₹ 6,720.00 million has been completed pursuant to the facility agreement and the remaining amount of ₹ 1,680.00 million is required to be funded by our Company. In terms of the facility agreement, our Company is permitted to infuse the funds by way of equity capital, share application money, reserves, surpluses, debentures, non-interest bearing subordinate loans or other instruments ("**Equity Contribution**") acceptable to the lenders. As on February 28, 2018, our Company has invested ₹ 477.00 million towards its contribution in PDEPL of which ₹ 420.00 million is in the form of equity share capital and ₹ 57.00 million has been invested as unsecured loan.

We intend to utilise a part of the Net Proceeds amounting to ₹ 400.00 million to make an investment in PDEPL and the funds are proposed to be utilised in Fiscal 2019 and 2020.

Proposed schedule of completion of development under the concession agreement

The expected schedule of completion of the development by PDEPL as per the concession agreement is set out below:

Milestone	Activity to be completed prior to milestones	Estimated date of completion from the appointed date
Project Milestone – I	Commencement of construction of the project and completion of 20% physical progress along with expenditure of at least 20% of the total capital cost.	240 days from the appointed date
Project Milestone – II	Commencement of construction of the project and completion of 35% physical progress along with expenditure of at least 35% of the total capital cost (with at least 70% of that expenditure being on physical works).	430 days from the appointed date
Project Milestone – III	Commencement of construction of the project and completion of 75% physical progress along with expenditure of at least 75% of the total capital cost.	730 days from the appointed date
COD	Completion of project.	1,095 days from the appointed date

Investment in VSEPL

VSEPL has entered into a concession agreement dated May 15, 2017 with NHAI for the six- laning of Handia to Varanasi section of NH-2 from km 713.146 to km 785.544 in the state of Uttar Pradesh under NHDP Phase -V. This is a project under the HAM and the appointed date for the same was December 5, 2017. The construction period for the project is currently underway. For further details, see "*Our Business*" at page 190. As per the terms of the concession agreement, 40% of the total bid project cost being ₹ 9,788.00 million, is to be funded by NHAI.

Further, in terms of (i) the facility agreement dated June 21, 2017 entered into between VSEPL, HDFC Bank Limited and Axis Trustee Services Limited(the "**Facility Agreement**"), (ii) novation deed dated December 15, 2017 between Punjab National Bank, HDFC Bank Limited and Axis Trustee Services (on behalf of the other parties to the Facility Agreement), (iii) novation deed dated February 14, 2018 between Allahabad Bank, HDFC Bank Limited and Axis Trustee Services (on behalf of the other parties to the Facility Agreement); and (iv) novation deed dated February 15, 2018 between Syndicate Bank, HDFC Bank Limited and Axis Trustee Services (on behalf of the other parties to the Facility Agreement), the total estimated cost of the project was ₹ 22,300.00 million. Therefore, after deducting the amount to be funded by NHAI (as mentioned above), for the remaining amount of the total estimated project cost amounting to ₹ 12,512.00 million; firm arrangements for ₹ 9,920.00 million has been completed pursuant to the Facility Agreement and the remaining amount of ₹ 2,592.00 million is required to be funded by our Company. In terms of the Facility Agreement, our Company is permitted to infuse the funds by way of equity capital, share application money, reserves, surpluses, debentures, non-interest bearing subordinate loans or other instruments ("**Equity Contribution**") acceptable to the lenders. As on February 28, 2018, our Company has invested ₹ 1,123.32 million towards its contribution in VSEPL of which ₹ 388.90 million is in the form of equity share capital and ₹ 734.42 million has been invested as unsecured loan.

We intend to utilise a part of the Net Proceeds amounting to ₹ 850.00 million to make an investment in VSEPL and the funds are proposed to be utilised in Fiscal 2019 and 2020.

Proposed schedule of completion of development under the concession agreement

The expected schedule of completion of the development by VSEPL as per the concession agreement is set out below:

Milestone	Activity to be completed prior to milestones	Estimated date of completion from the appointed date
Project Milestone – I	Commencement of construction of the project and completion of 20% physical progress along with expenditure of at least 20% of the total capital cost.	290 days from the appointed date
Project Milestone – II	Commencement of construction of the project and completion of 35% physical progress along with expenditure of at least 35% of the total	430 days from the appointed date

Milestone	Activity to be completed prior to milestones	Estimated date of completion from the appointed date
	capital cost (with at least 70% of that expenditure being on physical works).	
Project Milestone – III	Commencement of construction of the project and completion of 75% physical progress along with expenditure of at least 75% of the total capital cost.	690 days from the appointed date
COD	Completion of project.	910 days from the appointed date

Investment in GPEL

GPEL has entered into a concession agreement dated October 5, 2016 with NHAI for the four laning of Phagwara to Rupnagar section of NH-344A from Km 0.00 (Design Chainage) to Km. 80.820 (Design Chainage) in the state of Punjab. This is a project under the HAM and the appointed date for the same was October 6, 2017. The construction period for the project is currently underway. For further details, see "*Our Business*" at page 190. As per the terms of the concession agreement, 40% of the total bid project cost being ₹ 5,468.00 million, is to be funded by NHAI.

Further, in terms of the facility agreement dated January 19, 2017 entered into between GPEL, HDFC Bank Limited and Beacon Trusteeship Limited, and subsequent novation deed dated April 26, 2017, executed by Aditya Birla Finance Limited and Beacon Trusteeship Limited, the total estimated cost of the project was ₹ 12,220.00 million. Therefore, after deducting the amount to be funded by NHAI (as mentioned above), for the remaining amount of the total estimated project cost amounting to ₹ 6,752.00 million; firm arrangements for ₹ 5,400.00 million have been completed pursuant to the aforementioned facility documents and the remaining amount of ₹ 1,352.00 million is required to be funded by our Company in manner as set out therein. In terms of the facility agreement, our Company is permitted to infuse the funds by way of equity capital, share application money, non-interest bearing subordinate loans, preference shares or other instruments ("**Equity Contribution**") acceptable to the lenders. As on February 28, 2018, our Company has invested ₹ 569.47 million towards its contribution in GEPL of which ₹ 203.00 million is in the form of equity share capital and ₹ 366.47 million has been invested as unsecured loan.

We intend to utilise a part of the Net Proceeds amounting to ₹ 500.00 million to make an investment in GPEL and the funds are proposed to be utilised in Fiscal 2019 and 2020.

Proposed schedule of completion of development under the concession agreement

The expected schedule of completion of the development by GPEL as per the concession agreement is set out below:

Milestone	Activity to be completed prior to milestones	Estimated date of completion from the appointed date
Project Milestone – I	Commencement of construction of the project and completion of 20% physical progress along with expenditure of at least 20% of the total capital cost.	290 days from the appointed date
Project Milestone – II	Commencement of construction of the project and completion of 35% physical progress along with expenditure of at least 35% of the total capital cost (with at least 70% of that expenditure being on physical works).	430 days from the appointed date
Project Milestone – III	Commencement of construction of the project and completion of 75% physical progress along with expenditure of at least 75% of the total capital cost.	690 days from the appointed date
COD	Completion of project.	910 days from the appointed date

Means of Finance

We intend to utilize a part of the Net Proceeds to make investments into our Subsidiaries in the following manner:

(in ₹ million)

Particulars	PDEPL	VSEPL	GPEL	Total
Total estimated cost of the project	**14,800.00**	**22,300.00**	**12,220.00**	**49,320.00**
NHAI component	6,400.00	9,788.00	5,468.00	21,656.00
Estimated cost excluding NHAI component	8,400.00	12,512.00	6,752.00	27,664.00
Amount sanctioned under the facility agreements	6,720.00	9,920.00	5,400.00	22,040.00
Equity Contribution as defined in the facility agreement	1,680.00	2,592.00	1,352.00	5,624.00
Sub-total of estimated cost excluding NHAI component to be funded	**8,400.00**	**12,512.00**	**6,752.00**	**27,664.00**
Amounts deployed as on February 28, 2018*				
• Pursuant to the facility agreement	-	-	-	-
• Equity Contribution as defined in the facility agreements	477.00	1,123.32	569.47	2,169.79
Total Amounts deployed as on February 28, 2018*	477.00	1,123.32	569.47	2,169.79
Balance funds to be deployed as on February 28, 2018	7,923.00	11,388.68	6,182.53	25,494.21
• Pursuant to the facility agreements	6,720.00	9,920.00	5,400.00	22,040.00
• Equity Contribution as defined in the facility agreements*	1,203.00	1,468.68	782.53	3,454.21
Amount proposed to be financed from the Net Proceeds	400.00	850.00	500.00	1,750.00
Remaining amount after debt and equity invested and the proposed utilisation of Net Proceeds as on February 28, 2018 (A)	7,523.00	10,538.68	5,682.53	23,744.21
Pursuant to the facility agreement	6,720.00	9,920.00	5,400.00	22,040.00
Equity Contribution as defined in the facility agreement *	803.00	618.68	282.53	1,704.21
75% of the funds required excluding the Net Proceeds (75% of A)	5,642.25	7,904.01	4,261.90	17,808.16

** pursuant to a certificate dated April 30, 2018 issued by K.L. Vyas & Company.*

Our actual investment, from the Net Proceeds, in the respective subsidiaries may increase or decrease depending upon the progress of the execution of the respective projects and our requirements at the time of utilization of the Net Proceeds. Further, we have recently been awarded certain additional projects and may be awarded new projects after the date of filing of this Draft Red Herring Prospectus and we may be required to fund any other existing or new subsidiaries as per the terms of the concession agreements that will be entered into for execution of these projects. Within the overall limit of the amount earmarked for this object, we may consider utilizing the amount for investment in any of the subsidiaries (as mentioned above) or in any other existing or new subsidiaries for implementing projects under the hybrid annuity model, which may be awarded. We undertake to update such disclosures in the Red Herring Prospectus.

2. Repayment, in full or in part, of certain borrowings availed by our Company

Our Company has entered into financing arrangements with various banks and financial institutions. For details of our outstanding borrowings, see "*Financial Statements*" and "*Financial Indebtedness*" on pages 260 and 484, respectively.

Our Company proposes to utilise an amount of ₹ 1,250.00 million out of the Net Proceeds towards repayment in part or full of certain borrowings listed in the table below. Our Company may repay or refinance some loans set out in the table below, prior to Allotment. In such a scenario, our Company may utilise the Net Proceeds for part or full repayment of any such additional loan or loans obtained to refinance any existing loans of our Company.

Further, our Company may choose to repay or pre-pay borrowings availed by us, other than those identified in the table below, which may include additional borrowings that our Company may avail after the filing of this Draft Red Herring Prospectus. We undertake to identify the borrowings that our Company may repay or pre-pay, in part or in full, prior to filing of the Red Herring Prospectus and update disclosures in this regard in the Red Herring Prospectus.

Further, the amounts outstanding under the borrowings identified for repayment (in full or in part) may vary on account of interim repayments and drawdowns. In the event that outstanding amounts were to vary prior to the filing of the Red Herring Prospectus with the RoC, we may revise our utilisation of the Net Proceeds towards repayment of amounts under the identified borrowings, subject to compliance with the SEBI ICDR Regulations, Companies Act and other applicable laws.

Our Company believes that such repayment will help reduce our outstanding indebtedness and our debt-equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion in new projects. In addition, our Company believes that the strength of our balance sheet and the leverage capacity of our Company will further improve, which shall enable us to raise further capital in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

The following table provides details of certain sanctioned borrowings availed by our Company as on February 28, 2018, out of which our Company may repay, in full or in part, any or all of the borrowings from the Net Proceeds, without any obligation to any financial institution:

S. No.	Name of the lender	Nature of borrowing and date of the sanction letter/ document	Purpose	Amount sanctioned (in ₹ million)	Amount outstanding as at February 28, 2018[1] (in ₹ million)	Rate of interest/ Coupon rate (%)	Pre-payment/Repayment penalty[2]	Repayment date / schedule
1.	Holders of the Listed 2015 NCDs	Secured, rated, listed, redeemable, non-convertible debentures of our Company of face value of ₹ 1.00 million, bearing a coupon rate of 11.40% per annum Debenture Trust Deed dated August 5, 2015	Enhancement of long term working capital, for purchase of equipment and for other general corporate purposes	1,500.00	750.00	11.40% p.a.	Nil	Repayable in six equated half yearly instalments beginning from November 18, 2016. Interest on the Listed 2015 NCDs are payable annually at the rate of 11.40% p.a. beginning from August 7, 2015.
2.	Holders of the Listed 2016 NCDs	Listed, senior, secured, redeemable non-convertible debentures of our Company of face value of ₹ 1.00 million, bearing a coupon rate of 10.50% per annum Debenture Trust Deed dated November 18, 2016	For regular business purpose, capex and refinancing existing debt and to augment long term resources of the company.	1,500.00	1,500.00	10.50% p.a.	Nil	Repayable in six half yearly instalments ranging from ₹ 200.00 million to ₹ 500.00 million beginning from April 25, 2018. Interest on the Listed 2016 NCDs are payable annually, at the rate of 10.50% p.a. beginning from August 24, 2017.
3.	Holders of the Unlisted 2018 NCDs	Senior, secured, redeemable non-convertible debentures of our Company of face value of ₹ 1.00 million, bearing a coupon rate of 7.85% per annum Debenture Trust Deed dated January 23, 2018	Regular business purposes, Capital expenditure, working capital requirements and advancing loans to the SPVs or subsidiaries.	1,500.00	1,500.00	7.85% p.a.	Nil	Repayable in six half yearly instalments ranging from ₹ 150.00 million to ₹ 300.00 million beginning from July 29, 2020. Interest on the Unlisted 2018 NCDs are payable annually, at the rate of 7.85% p.a. beginning from January 29, 2019.
4.	SREI Equipment Finance Limited	Term loan Sanction letter dated September 8, 2017 and agreement dated November 5, 2017	Purchase of equipment	250.00	250.00	7.75% p.a.	1% of the principal amount outstanding, on the date of foreclosure of the loan	Repayable in 24 monthly instalments beginning from May 5, 2018
	TOTAL			**4,750.00**	**4,000.00**			

(1) *K.L. Vyas & Company, Firm Registration no. 003289C, has vide its certificate dated April 30, 2018 confirmed that these borrowings have been utilized for the purposes for which they were availed, as provided in the relevant borrowing documents and as set out above.*

(2) *Taxes and any other levies may be extra, as applicable*

The selection of borrowings proposed to be repaid and/or pre-paid shall be based on various factors including: (i) any conditions attached to the loans restricting our ability to pre-pay the loans and time taken to fulfil such requirements; (ii) provisions of any law, rules, regulations and contracts governing such borrowings; and (iii) other commercial considerations including, the interest rate on the borrowings, the amount outstanding and the remaining tenor of the borrowing. We may also be required to obtain consent from or provide notice to the relevant lender, trustee or debenture holder in case of pre-payment of borrowings. Our Company will take such factors into consideration while deciding the borrowings to be repaid and / or pre-paid from the Net Proceeds. Payment of pre-payment penalty or premium, if any, shall be made by our Company out of our internal accruals.

For further details in relation to the terms and conditions under the aforesaid facility documentation as well as restrictive covenants in relation thereto, see *"Financial Indebtedness"* on page 484.

3. Purchasing capital equipment for our EPC business

We are required to purchase capital equipment on an ongoing basis for our EPC business. Our investment in capital equipment depends on our Order Book and the future requirements estimated by our management.

While we propose to utilize ₹ 1,000.00 million towards purchasing capital equipment based on our current estimates, the actual number and nature of equipment that shall be procured by our Company will depend on our business requirements, as estimated by our management, at the time of procurement.

The following table sets forth an indicative list of equipment proposed to be purchased by our Company for which we have received quotations. This list shall be updated, if required, at the RHP stage:

S. No.	Category	Description of the equipment	Cost per unit (in ₹ million)
1.	Wheel Loader	Wheel Loader JCB 432ZX	4.00
		Wheel Loader Volvo L120 F	14.30
		Wheel Loader Model Volvo L 90 F	12.51
		Wheel Loader CAT 950 L	12.75
2.	Motor Grader	Motor Grader Komatsu GD 535-5	11.32
		Motor Grader Catterpiller 120K2	12.51
3.	Concrete Pump	Truck Mounted Concrete Pump S36X	13.57
		Concrete Boom Pump Putzmeister Model BSF 36.10 H	12.98
		Stationary Concrete Pump Putzmeister Model BSA 1407D eSmart	3.46
4.	Batching Plant	Batching Plant Schwing Stetter Model M 2.5 Compartment Batcher	23.60
		Batching Plant Schwing Stetter Model CP 30 Compartment Batcher	4.72
		Stationary Concrete Batching Plant Schwing Stetter Model SP 120C	18.82
		Schwing Stetter Batching Plant Schwing Stetter Model CP 30 – Star Batcher	4.13
		Stationary Concrete Batching & Mixing Plant Schwing Stetter Model SP 30	4.95
		Cement Silo & Aggregate Feeding Conveyor for Batching Plant M 2.5	5.90
		Stationary concrete batching Plant Schwing Stetter Model SP 60	9.84
5.	Transit Mixer	Concrete Mixer Schwing Stetter Model AM7SHC2	1.06
6.	Sensor Paver	Asphalt Paver Volvo Model P5320B	10.68
		Tracked Asphalt Paver ABG 6820C Volvo	19.47
		Tracked Asphalt Paver Volvo ABG 7820 B[(1)]	20.44
		Electronic Sensor Paver Vogele Model Super 1400	12.98
		Electronic Sensor Paver Vogele Model Super 1800 – 3[(2)]	24.00
7.	Excavator	Hydraulic Excavator Volvo EC140DL	5.49
		Hydraulic Excavator Volvo EC210D	6.25
		Hydraulic Excavator Komatsu PC210LC - 8MO	6.08
		Hydraulic Excavator Komatsu PC130 - 7 (Quarry Variant)	4.31
		Hydraulic Excavator Komatsu PC300LC-7	9.50
		Hydraulic Excavator Kobelco SK220 XDLC-Super X	5.76
		Hydraulic Excavator Kobelco SK140 HDLC Super X	4.26
		Hydraulic Excavator Volvo EC300DL	10.50
		Hydraulic Excavator SANY SY140C-9	3.89
		Hydraulic Excavator SANY SY140C-9i	3.66
		Hydraulic Excavator SANY SY220-9	5.28
		Hydraulic Excavator SANY SY350LC-9H	8.85
8.	Tandem Roller	Vibratory Asphalt Compactor Volvo Model DD 90B	2.65
		Tandom Vibratory Roller HAMM Model HD99	2.98

S. No.	Category	Description of the equipment	Cost per unit (in ₹ million)
9.	Soil Compactor	Soil Compactor Model HAMM 311	2.74
		Soil Compactor Volvo SD110 BA	2.58
10.	Concrete Paver	Slip Form Paver Wirtgen SP 94[(3)]	137.86
		Slipform Paver Wirtgen SP15[(4)]	21.63
		Slipform Paver Wirtgen SP64[(5)]	82.72
11.	Air Compressor	Portable Light Tower Atlas Copco Model XA-157	0.71
		Portable Compressor Doosan P250	0.74
12.	Light Source	Portable Light Tower Atlas Copco Model Hi Light V4	0.59
		Light Source Doosan Model - LSCK 4 With Power In and Out	0.59
13.	Chilling Plant	Water Chilling Plant Schwing Stetter 150 TR	5.50
		Water Batching Chillers Reynold 150TR	8.08
14.	D. G. Set	Sudhir Silent DG Set 82.5 KVA Engine Model 4BTAA3.9-G4	0.64
		Sudhir Silent DG Set 125 KVA Engine Model 6BTAA5.9-GI3	0.74
		Sudhir Silent DG Set 200 KVA Engine Model QSB6.7-GI5	1.28
		Sudhir Silent DG Set 250 KVA[Engine Model 6L8.9TAA-G4]	1.58
		Sudhir Silent DG Set 380 KVA[Engine Model QSN 14-G2] Basic	2.30
15.	Weigh Bridge	Mobile Weighbridge 100MT Capacity Pitless	1.15
16.	Mobile Crusher	Terex Powerscreen Track Mounted Crushing Plant	55.50
17.	Fixed Crusher	270 MTPH 3-Stage Portable Plant METSO	64.90
18.	Chasis	LPK 2518 RMC Chassis	2.64
		LPT1109/48HD	1.54
		LPT909 38HD	1.25
		Tata LPT 1109/42 HD	1.46
		Tata Ultra 1014/39 HD	1.37
19.	Tipper	16 cum FE BOX TIPP LPK 2518/38 BS3/G1150	3.26
		14 cum FE BOX TIPP LPK 2518HD/38 BS3/G1150	3.39
		10 cum FE BOX TIPP LPK 1618/36 TC BS III	2.30
		LPK 2523 HD CAB NA 16 Cum BX SRT 10X20 NT	3.43
		LPT 1615 COWL 42WB NA 109RR 10R20 ABS	1.70
		LPK2518 CAB NA SRT 10x20 NT	2.88
20.	Trailor	LPS4018 BS3 SLCAB 32WB 10R20RD TEL ABS	2.36
		4923.S M0 6X4BS3 38TRACT 6.83 RAR AC	3.04
21.	Truck	LPT 2518 COWL 48 WB NA 109 RR 10R20 ABS	2.22
		LPT 3118 COWL 56 WB 109 RR 10R20 ABS STLM	2.75
		LPT 3718 COWL 62 WB RA-110 10R20 TAG ABS	3.04
22.	Mobile Crane	Loadall JCB 530-110	3.20
23.	Backhoe Loader	Backhoe Loader JCB 3DX Extra	2.47
		Backhoe Loader JCB 3DX Super	2.60
24.	PTR Roller	Pneumatic Tyre Roller Volvo PTR 220	4.95
25.	Pilling Rig	Hydraulic Pilling Rig Model SANY SR 155C10[(6)]	23.73
		Hydraulic Pilling Rig Model SANY SR 205 C[(7)]	31.38

(1) *Quotation amount is € 0.22 million which is converted at the exchange rate of 1€ = ₹ 80.58 as on March 14, 2018 (Source: www.rbi.org.in)*
(2) *Quotation amount is € 0.24 million which is converted at the exchange rate of 1€ = ₹ 79.78 as on March 19, 2018 (Source: www.rbi.org.in)*
(3) *Quotation amount is € 1.35 million which is converted at the exchange rate of 1€ = ₹ 79.78 as on March 19, 2018 (Source: www.rbi.org.in)*
(4) *Quotation amount is € 0.21 million which is converted at the exchange rate of 1€ = ₹ 80.46 as on March 20, 2018 (Source: www.rbi.org.in)*
(5) *Quotation amount is € 0.81 million which is converted at the exchange rate of 1€ = ₹ 79.78 as on March 19, 2018 (Source: www.rbi.org.in)*
(6) *Quotation amount is $ 0.31 million which is converted at the exchange rate of 1$ = ₹ 64.87 as on March 18, 2018 (Source: www.rbi.org.in)*
(7) *Quotation amount is $ 0.41 million which is converted at the exchange rate of 1$ = ₹ 64.87 as on March 18, 2018 (Source: www.rbi.org.in)*

The quotations in relation to the equipment are valid as on the date of this Draft Red Herring Prospectus. Some of the quotations mentioned above do not include cost of freight, insurance, customs duty (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds proposed to be utilised towards the purchase of capital equipment or through internal accruals, if required.

In relation to the purchase of equipment for our EPC business as set out above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or at the same costs. The quantity of equipment to be purchased will be based on management estimates and our business requirements. Our Company shall have the flexibility to deploy such equipment according to the business requirements of our Company and based on estimates of our management.

None of the machinery described above, is used/second hand in nature, and we do not propose to purchase any used / second hand machinery. Each of the units of capital equipment mentioned above is proposed to be acquired in a ready-to-use condition or be assembled at the locations.

Our Promoters, Promoter Group, Directors, Key Managerial Personnel and the Group Companies do not have any interest in the proposed acquisition of the equipment and machineries or in the entity from whom we have obtained quotations for the same.

4. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ [●] million towards general corporate purposes, subject to such utilisation not exceeding 25% of the Offer Proceeds of the Fresh Issue, in compliance with SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include expenses towards strategic initiatives, partnerships and joint ventures, funding growth opportunities, meeting expenses incurred in the ordinary course of business, meeting exigencies which our Company may face in the ordinary course of business, or any other purposes as may be approved by the Board of Directors or a duly appointed committee from time to time, subject to compliance with necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board of Directors and subject to applicable laws, will have flexibility in utilising any surplus amounts, if any.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The Offer expenses consist of underwriting fees, selling commission, fees payable to the BRLMs, fees payable to legal counsels, fees payable to Escrow Collection Bank(s) including processing fee to the SCSBs for processing the ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to the SCSBs and Registrar to the Offer, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges as agreed in terms of the Offer Agreement. All expenses for the Offer shall be shared amongst the Selling Shareholders and our Company, in proportion to the Equity Shares being offered by them in the Offer. The break-up for the estimated Offer expenses is as follows:

Activity	Estimated expenses(1) (in ₹ million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer Size(1)
Fees payable to BRLMs	[●]	[●]	[●]
Selling commission and processing fees for SCSBs(2)(3); Selling commission, brokerage, and bidding charges for the Syndicate Members, Registered Brokers, RTAs and CDPs (4) (5)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Printing and stationary expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others			
• Listing fees	[●]	[●]	[●]
• SEBI, BSE and NSE processing fees and other regulatory expenses	[●]	[●]	[●]
• Fees payable to legal counsels	[●]	[●]	[●]
• Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

1) *Amounts will be finalised at the time of filing the Prospectus and on determination of Offer Price and other details*

2) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, the portion for Non-Institutional Investors and the portion for Eligible Employee which are directly procured by the SCSBs, would be as follows:*

Portion for Retail Individual Investors	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employee Reservation	*[●]% of the Amount Allotted* (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional processing/uploading charges shall be payable by the Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

3) *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, the portion for Non-Institutional Investors and the portion for Eligible Employee which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking would be as follows:*

Portion for Retail Individual Bidders	*₹ 10 per application procured (plus applicable taxes)*
Portion for Non-Institutional Investors	*₹ 10 per application procured (plus applicable taxes)*
Portion for Eligible Employee Reservation	*₹ 10 per application procured (plus applicable taxes)*

4) *Selling commission on the portion for Retail Individual Bidders, the portion for Non-Institutional Investors and the portion for Eligible Employee which are procured by Syndicate Members (including their sub Syndicate Members) would be as follows:*

Portion for Retail Individual Investors	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Investors	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employee Reservation	*[●]% of the Amount Allotted* (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Bidding Charges: ₹ 10 (plus applicable taxes) per valid application bid by the Syndicate Members (including their sub Syndicate Members).

5) *Selling commission payable to the Registered Brokers, RTAs and CDPs on the portion for Retail Individual Bidders, the portion for Non-Institutional Investors and the portion for Eligible Employee which are directly procured by the Registered Broker or RTAs or CDPs or submitted to SCSB for processing, would be as follows:*

Portion for Retail Individual Investors	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
Portion for Non-Institutional Investors	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
Portion for Eligible Employee Reservation	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*

The fees and expenses shall be payable within 30 Working Days from the date of the receipt of the final invoices of the respective intermediaries by the Company in accordance with the arrangements/ agreements with the relevant intermediary.

Appraisal and Bridge Financing Facilities

The Objects have not been appraised by any banks, financial institutions or agency and the fund requirements for the Objects are based on internal management estimates. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Interim use of Net Proceeds

Our Company, in accordance with the policies formulated by the Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in second schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Monitoring of Utilization of Funds

Our Company shall appoint a monitoring agency in relation to the Fresh Issue as required under the SEBI ICDR Regulations prior to filing of the Red Herring Prospectus. Our Board will monitor the utilisation of the Net Proceeds through its Audit Committee and the Monitoring Agency will monitor the utilization of Net Proceeds of the Offer and submit its report to us in terms of Regulation 16(2) of SEBI ICDR Regulations. We will disclose the utilization of the Net Proceeds, including interim use, under a separate head specifying the purpose for which such proceeds have been utilized along with details, if any in relation to all such proceeds of the Offer that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Offer in our balance sheet for the relevant financial years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee, the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Offer from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Offer from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules and chapter-VI A of the SEBI ICDR Regulations, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act, applicable rules and the SEBI ICDR Regulations. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as prescribed under the SEBI ICDR Regulations.

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoters, our Directors, our Key Management Personnel or Group Companies.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Investor Selling Shareholders in consultation with the Book Running Lead Managers on the basis of an assessment of market demand for the offered Equity Shares through the book building process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹ 5 each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also see "*Our Business*", "*Risk Factors*" and "*Financial Statements*" on pages 190, 19 and 260, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for the Offer Price are:

- proven experience in executing road projects;
- established track record of efficient project management and execution skills;
- our financial performance and credit rating;
- our in-house integration model; and
- our experienced promoters and strong management team.

For a detailed discussion on the qualitative factors, which form the basis for computing the Offer Price, see "*Our Business*", *"Financial Statements"* and "*Risk Factors*" on pages 190, 260 and 19 respectively.

Quantitative Factors

Some of the information presented below relating to our Company has been derived from the Restated Financial Statements for Fiscals 2017, 2016 and 2015 prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations. For details, see "*Financial Statements*" on page 260.

Notes: The accounting ratios shown below are after taking into account the impact of the following corporate actions completed post December 31, 2017:

(i) Pursuant to the shareholders resolution dated March 24, 2018, the authorized and the issued share capital of the Company was sub-divided by decreasing the face value of the equity shares from ₹ 10 each to ₹ 5 each.

(ii) Pursuant to a special resolution passed by the Shareholders at the extra ordinary general meeting of the Company held on August 27, 2011, our Company intends to adopt the ESOP Plan. The total number of Equity Shares reserved under the ESOP Plan is 2,486,212 Equity Shares as on date, fully paid for which exercise price have not been determined. No equity shares have been granted under the ESOP Plan from the date of the aforesaid resolution till date. Our Company has formed a trust and issued shares to the said trust. Accordingly, the same has been considered as '*treasury shares*' and have been eliminated from the equity share capital of our Company in the Restated Financial Statements in accordance with the requirement of Ind AS 32 "Financial instruments: Presentation". For further details, see "*Financial Statements – Restated Consolidated Financial Statements – Annexure VI - Notes to Restated Consolidated Financial Information – Note 13: Share Capital*" on page 299.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Equity Share ("EPS") of our Company (in ₹) as adjusted for change in capital

As per our Restated Consolidated Financial Statements:

For the year ended	Basic EPS* (Consolidated)	Diluted EPS* (Consolidated)	Weight
March 31, 2017	41.94	41.94	3
March 31, 2016	15.12	15.12	2
March 31, 2015	3.43	3.43	1

Weighted average	26.58	26.58	

** before exceptional income*

For the nine months ended December 31, 2017, the basic EPS was ₹ 33.47 and the diluted EPS was ₹ 33.47, on a consolidated basis.

As per our Restated Standalone Financial Statements:

For the year ended	Basic EPS* (Standalone)	Diluted EPS* (Standalone)	Weight
March 31, 2017	41.38	41.38	3
March 31, 2016	14.77	14.77	2
March 31, 2015	3.94	3.94	1
Weighted average	26.27	26.27	

** before exceptional income*

For the nine months ended December 31, 2017, the basic EPS was ₹ 32.59 and the diluted EPS was ₹ 32.59, on a standalone basis.

Notes:

1. *Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. {(EPS x Weight) for each year} / {Total of weights}.*
2. *Earnings per Share is calculated in accordance with Ind AS 33 'Earnings Per Share'. As per Ind AS 33 - Earnings Per Share, if the number of ordinary or potential ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. Pursuant to the shareholders' consent to the sub division of the equity shares as mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been adjusted in the financial statements for all the periods presented.*
3. *The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in "Financial Statements" on page 260.*

2. Return on Net Worth ("RONW")

As per our Restated Consolidated Financial Statements:

For the year ended	RONW (Consolidated)	Weight
March 31, 2017	36.15%	3
March 31, 2016	25.26%	2
March 31, 2015	7.67%	1
Weighted Average (1)	27.77%	

As per our Restated Standalone Financial Statements:

For the year ended	RONW (Standalone)	Weight
March 31, 2017	35.43%	3
March 31, 2016	24.46%	2
March 31, 2015	8.62%	1
Weighted Average (1)	27.31%	

Note: The RONW has been computed by dividing net profit after tax (excluding exceptional income) as restated by net worth (excluding exceptional income) as restated as at year end.
(1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. {(Return on Net Worth x Weight) for each year} / {Total of weights}

3. Minimum Return on Increased Net Worth required to maintain pre-Offer EPS for the year ended March 31, 2017:

To maintain pre-Offer Basic EPS

Particulars	Consolidated (%)	Standalone (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

To maintain pre-Offer Diluted EPS

Particulars	Consolidated (%)	Standalone (%)
At the Floor Price	[●]	[●]
At the Cap Price	[●]	[●]

4. Net Asset Value ("NAV") per Equity Share for the Company (₹)

For the year Ended	NAV (Consolidated)	NAV (Standalone)
March 31, 2015	44.76	45.69
March 31, 2016	59.85	60.39
March 31, 2017	115.99	116.81
After the Offer	[●]	[●]

For the nine months ended December 31, 2017, the NAV was ₹ 149.97 on a consolidated basis and ₹ 149.48 on a standalone basis.

Offer Price: ₹ [●] per Equity Share.

Note: Net Asset Value per Equity Share represents net worth, as restated, divided by the number of Equity Shares outstanding at the end of the period.

5. Price/Earning (P/E) ratio in relation to Offer Price of ₹ [●] per Equity Share of ₹ 10 each:

Particulars	P/E (Standalone)		P/E (Consolidated)	
	P/E at the Floor Price	P/E at the Cap Price	P/E at the Floor Price	P/E at the Cap Price
P/E ratio based on Basic EPS for the financial year ended March 31, 2017	[●]	[●]	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2017	[●]	[●]	[●]	[●]

Industry P/E ratio (on a consolidated basis):

a. Highest: 41.12
b. Lowest: 12.99
c. Industry Composite: 32.77

Source: For Industry P/E ratio, P/E figures for the peers are computed based on closing market price as on April 23, 2018, of such peers, on BSE (available at www.bseindia.com) divided by basic EPS (on consolidated basis) based on consolidated financials from the filings made by the respective peers for Fiscal 2017 on BSE or as mentioned below.

6. Comparison with Industry Peers (on a consolidated basis):

S no.	Name of the Company	For the year ended March 31, 2017						
		Face Value (₹)	Standalone/Consolidated	Revenue from operations [(1)] (in ₹ million)	Basic EPS (₹)	P/E [(3)]	RONW [(4)] (%)	NAV [(5)] (₹)
1	G R Infraprojects Limited[#]	5	Standalone	31,820.43	41.38*	[●]	35.43%	116.81
			Consolidated	32,803.21	41.94*	[●]	36.15%	115.99

S no.	Name of the Company	For the year ended March 31, 2017						
		Face Value (₹)	Standalone/Consolidated	Revenue from operations (1) (in ₹ million)	Basic EPS (₹)	P/E (3)	RONW (4) (%)	NAV (5) (₹)
	Peer Group##							
2	Sadbhav Engineering Limited	1	Standalone	33,203.05	10.95	35.66	11.31	96.81
			Consolidated	45,700.06	-3.15	NM	NM	52.83
3	PNC Infratech Limited	2	Standalone	16,891.14	8.17	21.27	13.34	61.28
			Consolidated	2,2523.32	4.62	37.62	8.10	56.95
4	KNR Constructions Limited	2	Standalone	15,410.53	11.18	28.76	17.56	63.68
			Consolidated	16,795.88	8.17	39.36	14.12	57.88
5	IRB Infrastructure Developers Limited	10	Standalone	34,125.43	5.78	45.75	8.11	71.29
			Consolidated	58,459.36	20.36	12.99	13.57	150.00
6	Ashoka Buildcon Limited	5	Standalone	20,519.04	9.83	26.94	9.87	99.61
			Consolidated	29,820.90	-0.53	NM	NM	89.32
7	Dilip Buildcon Limited	10	Standalone	50,976.25	27.81	40.76	19.48	135.48
			Consolidated	53,191.57	27.56	41.12	20.81	125.68
Industry Composite			**Standalone**			**33.19**		
			Consolidated			**32.77**		

NM: Denoted as NM in table above as a) EPS is negative, resulting in a negative P/E ratio or b) Net loss after tax for Fiscal March 31, 2017 is leading to a negative RONW

Notes:

 # Based on the Restated Consolidated Financial Statements for the year ended March 31, 2017

Based on consolidated financials from the filings/annual reports made by the respective companies for Fiscal 2017 on BSE/corporate websites except for J Kumar Infraprojects Limited which reports financials on an un-consolidated basis.

** before exceptional income*

(1) Based on income from operations (net) as reported in company filings, excluding other income

(2) Basic EPS (on consolidated basis wherever applicable) as reported in company filings

(3) Price earnings ratio calculated by dividing the closing price of equity shares of the company as on April 23, 2018 on BSE, by the basic EPS of the company for Fiscal 2017

(4) RONW has been computed as Net profit after tax for Fiscal 2017 divided by the net worth as at March 31, 2017

(5) Net asset value (NAV) per equity share has been computed as net worth as at March 31, 2017 divided by the total number of equity shares outstanding as at March 31, 2017

The Offer Price of ₹ [●] has been determined by our Company and the Investor Selling Shareholders, in consultation with the BRLMs on the basis of assessment of market demand from investors for the Equity Shares through the Book-Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 19, 260 and 439, respectively, to have a more informed view.

The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

Statement of possible special Income-tax benefits available to G R Infraprojects Limited ("the Company") and its Shareholders

The Board of Directors
G R Infraprojects Limited
G.R. House, Hiran Magri, Sector 11,
Udaipur - 313 002
Rajasthan

Sub: Statement of possible special Income-tax benefits ('the Statement') available to G R Infraprojects Limited ('the Company') and its Shareholders prepared in accordance with the requirement in Schedule VIII – Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ('the Regulations')

This report is issued in accordance with the terms of our engagement letter dated 25 January 2018.

We hereby report that the enclosed Annexure prepared by the Company, initialed by us for identification purpose only, states the possible special Income-tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961 ("the Act") and Income-tax Rules, 1962 (together "tax laws"), presently in force in India. These possible special Income-tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive these possible special Income-tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the near future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only possible special Income-tax benefits available and do not cover any general tax benefits available to the Company or its Shareholders. Further, the preparation of the enclosed Statement and its contents is the responsibility of the Management of the Company. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("**the Proposed Offer**") by the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither we are suggesting nor advising the investor to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" ('the **Guidance Note**') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these possible special Income-tax benefits in future; or

ii) the conditions prescribed for availing the possible special Income-tax benefits have been/would be met with.

The contents of the enclosed Statement are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of Income-tax law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

The enclosed Statement is intended solely for your information and for inclusion in the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and any other material in connection with the Proposed Offer and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 116231W/W100024

Jeyur Shah
Partner
Membership No. 045754

Ahmedabad
April 25, 2018

The statement of possible special Income-tax benefits available to G R Infraprojects Limited ('the Company') and its Shareholders

Outlined below are the possible Special Income-tax benefits available to the Company and its shareholders under the direct tax laws in force in India (*i.e.* applicable for the Financial Year 2018-19 relevant to the assessment year 2019-20). These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the Special Income-tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfill.

A. Special Income-tax benefits to the Company

1. Tax holiday under section 80IA of the Income-tax Act, 1961 ('the Act')

The following specific Income tax benefits may be available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws on certain eligible projects / contracts:

In accordance with and subject to the conditions specified in Section 80-IA of the Act, the Company may be entitled for a deduction of an amount equal to hundred percent of profits or gains derived from any enterprise carrying on business of (i) developing or (ii) operating and maintaining or (iii) developing, operating and maintaining any infrastructure facility or (iv) generating or distributing or transmission of power, for any ten consecutive assessment years out of fifteen years beginning from the year in which the enterprise has started its operation. For the words "fifteen years", the words "twenty years" has been substituted for the following infrastructure facility-

a. A road including toll road, a bridge or a rail system

b. A highway project including housing or other activities being an integral part of the highway project.

c. A water supply project, water treatment system, irrigation project, sanitation and sewerage system or solid waste management system.

d. A port, airport, Inland waterway, inland port or navigational channel in the sea.

As per the Finance Act, 2016, the deduction shall not be available to an enterprise which starts the development or operation and maintenance of the infrastructure facility on or after 1 April 2017.

However, the aforesaid deduction is not available while computing Minimum Alternative Tax ('MAT') liability of the Company under Section 115JB of the Act. Nonetheless, such MAT paid/ payable on the adjusted book profits of the Company computed in terms of the provisions of Act, read with the Companies Act, 2013 would be eligible for credit against tax liability arising in succeeding years under normal provisions of Act as per Section 115JAA of the Act to the extent of the difference between the tax as per normal provisions of the Act and MAT in the year of set-off. Further, such credit would not be allowed to be carried forward and set off beyond 10 assessment years immediately succeeding the assessment year in which such credit becomes allowable Further, the Finance Act, 2017 amended the period of carry forward and set off of MAT credit from 10 to 15 assessment years immediately succeeding the assessment year in which such credit become allowable and the same shall be applicable with effect from 1 April 2018.

2. Tax benefits under section 35AD of the Act

- Section 35AD of the Act provides for deduction of 100 percent of the expenditure of capital nature, which is incurred wholly and exclusively for the purpose of any specified business carried on by the Company during the previous year in which such expenditure is incurred subject to specified conditions.

- The specified business has been inter-alia defined to include developing or maintaining and operating or developing, maintaining and operating a new infrastructure facility *(inserted by the Finance Act, 2016 w.e.f. FY 2017-18).*
- For the purpose of this section, “Infrastructure facility” means
    - A road including toll road, a bridge or a rail system;
    - A highway project including housing or other activities being an integral part of the highway project;
    - A water supply project, water treatment system, irrigation project, sanitation and sewerage system or solid waste management system;
    - A port, airport, inland waterway, inland port or navigational channel in the sea
- As per the Finance Act, 2016 the additional conditions for claiming deduction under this section for a business of developing or operating and maintaining or developing, operating and maintaining, any infrastructure facility w.e.f. FY 2017-18, are mentioned below:
- The business is owned by a company registered in India or by a consortium of such companies or by an authority or by a board or a corporation or any other body established or constituted under any Central or State Act;
- Entity referred to above has entered into an agreement with the Central Government or a State Government or a local authority or any other statutory body for developing or operating and maintaining or developing, operating and maintaining a new infrastructure facility.
- In case of specified business being in the nature of developing or operating and maintaining or developing, operating and maintaining, any infrastructure facility, the provisions of this section shall apply only if its operation commences on or after 1 April 2017.
- Where a deduction under this section is claimed and allowed in respect of the specified business for any assessment year, no deduction shall be allowed under the provisions of section 80IA of the Act or vice versa.

3. Share of Profit from Joint operations

In accordance with section 10 read with section 86 of the Act, income-tax shall not be payable by the Company in respect of its share in the income of association of person or body of individuals, computed in the manner provided in section 67A of the Act.

B. Special Income-tax benefits to the Shareholders of the Company under the Act

There are no special Income-tax benefits available to the shareholders of the Company.

Notes:

1) All the above benefits are as per the current tax law and any change or amendment in the laws/regulation, which when implemented would impact the same.

2) The stated benefits will be available only to the sole/ first named holder in case the equity shares are held by joint holders.

The special Income-tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfill.

3) The tax benefits discussed in the statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

4) The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   - Company or its shareholders will continue to obtain these benefits in future;
   - Conditions prescribed for availing the benefits have been/ would be met with;
   - The revenue authorities/courts will concur with the view expressed herein; and

   The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

5) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law.

6) The above statement of possible special Income-tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Equity Shares held as investment (and not as stock in trade). Investors are advised to consult their tax advisors with respect to the tax consequences of the purchase, ownership and disposal of the Equity Shares.

7) In respect of non-residents, the tax rates and the consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

SECTION IV: ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from "Industry Report on Infrastructure" dated March 2018 prepared and issued by CRISIL Limited (the "CRISIL Report") on our request. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

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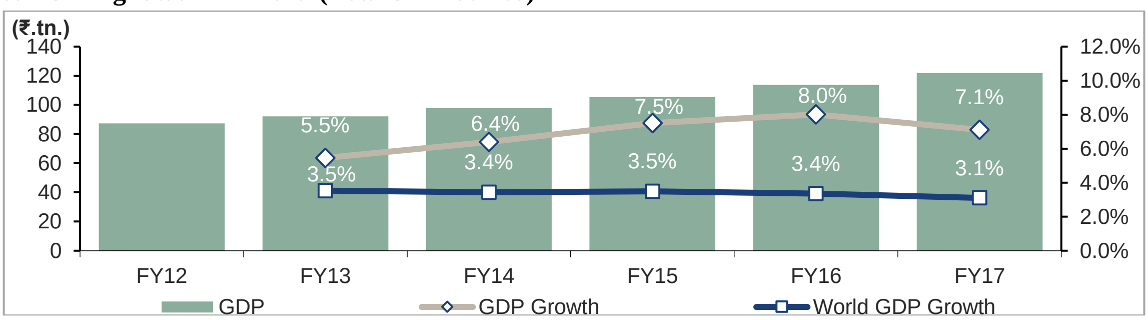
OVERVIEW OF MACROECONOMIC SCENARIO IN INDIA

Review and outlook of GDP growth in India

GDP grew at 6.9% CAGR over past 5 years

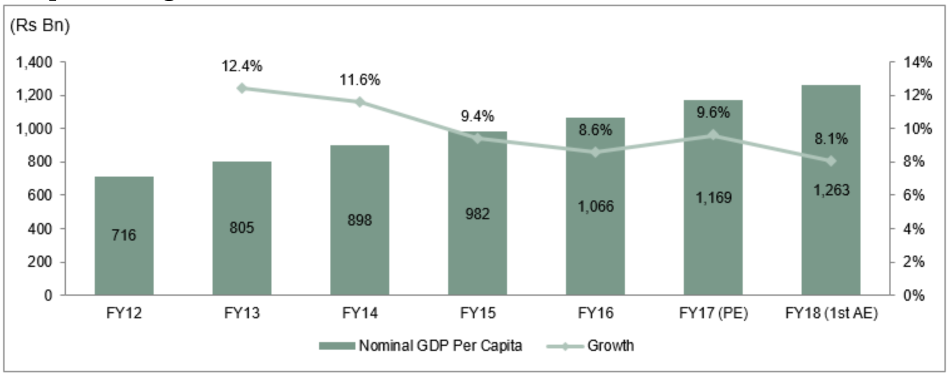
India adopted a new base year (fiscal 2012) for calculating the gross domestic product ("**GDP**") based on which the GDP in nominal terms shot up from ₹ 87 trillion in fiscal 2012 to ₹ 122 trillion in fiscal 2017, representing a compounded annual growth rate ("**CAGR**") of 6.9%. As per the Central Statistics Office ("**CSO**"), GDP growth for India clocked 7.1% in fiscal 2017, well above the world average of 3.1%, but down from 8% in fiscal 2016. One of the major reasons for this was demonetisation.

Real GDP growth in India (new GDP series)



Source: CSO, CRISIL Research

Nominal per capita GDP growth



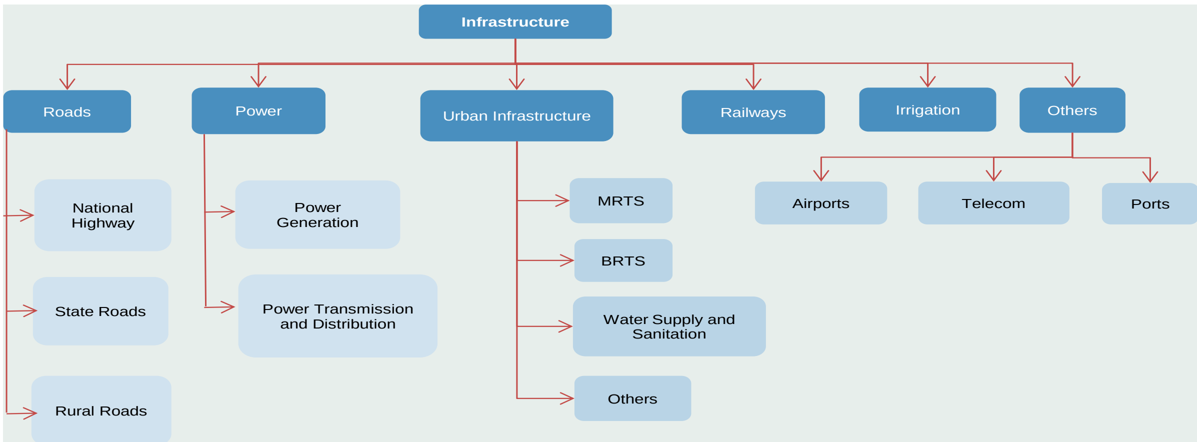
Source: CSO, CRISIL Research
Note: PE-Provisional Estimate, AE- Advance estimate

Private consumption is the largest contributor to India's GDP (58%). The nominal per capita GDP growth, which is used as a proxy for income growth, picked up in fiscal 2017. It rose to 9.6% on-year compared with 8.6% in the previous year. Correspondingly, the nominal per capital private final consumption expenditure, which is used as a proxy for consumer spending, also grew by 11.2% (despite demonetisation), compared with 8.3% in the previous year. This indicated a pickup in consumer demand, after consecutive years of decline in spending growth.

OVERVIEW OF INFRASTRUCTURE SECTOR IN INDIA

Review of past investments in key infrastructure segments

The infrastructure sector encompasses roads, power, railways, urban infrastructure, and irrigation, among others. The sheer size and magnitude of major infrastructure development projects dictate substantial capital investment. The government introduced significant policy reforms to augment foreign direct investment ("**FDI**") inflows to further boost investment and enhance infrastructure in the country. The reformative policies of the Indian government resulted in total FDI inflows of $10.3 billion in construction activities in infrastructure from April 2000 to June 2017, as per Department of Industrial Policy & Promotion data.

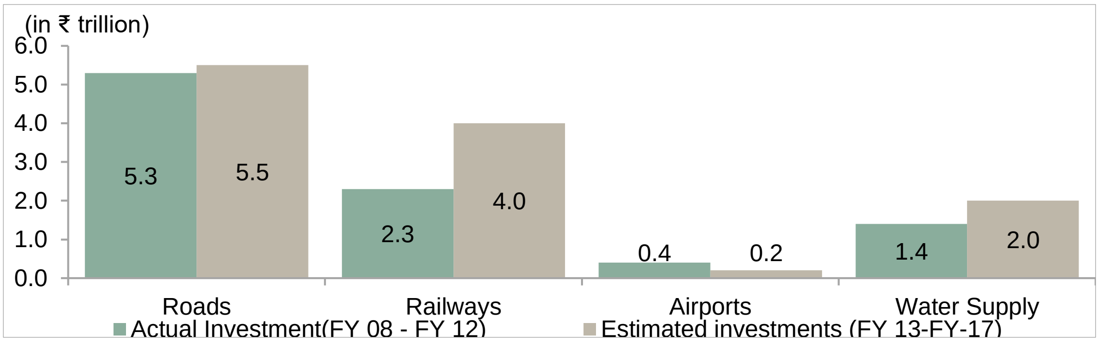


Source: CRISIL Research

Investment in the infrastructure sector reached ₹ 27.3 trillion between fiscals 2008 and 2012, driven by the Centre's thrust. According to the second report of the High-Level Committee on Financing Infrastructure, the construction spend on infrastructure projects was estimated to be ₹ 30.93 trillion between fiscals 2012 and 2017, up from ₹ 10.3 trillion (likely investments till fiscal 2014). Of this, 39% was estimated to come from the private sector, and 61%, from the central and state governments. Within infrastructure, power was estimated to be the largest contributor, forming 42% of the total infrastructure investments, followed by roads and railways, at 19% and 14% respectively.

Construction spends in key infrastructure segments (Fiscal 2008 to Fiscal 2012 and Fiscal 2013 to Fiscal

2017)



 # At fiscal 2012 prices, in ₹ trillion
Fiscal 2013 – fiscal 2017 CRISIL Research
Source: Fiscal 2008 –2012: High-level Committee on Financing Infrastructure (Second Report, June 2014)

Share of various infrastructure segments in total construction spend

Roads

Investment in roads between fiscals 2008 and 2012 was ₹ 5.3 trillion, accounting for 19% of overall infrastructure investment. Investment was largely driven by the government's thrust on the sector through encouragement of public private partnerships ("**PPPs**"), speedy implementation of the National Highways Development Project ("**NHDP**"), and recent policy changes. The continued emphasis on improving rural and state road network by various state governments has supported growth. Investment in roads is expected to have risen 11% to ₹ 5.8 trillion between fiscals 2013 and 2017. However, its share in overall infrastructure investment is estimated to have remained at 19%.

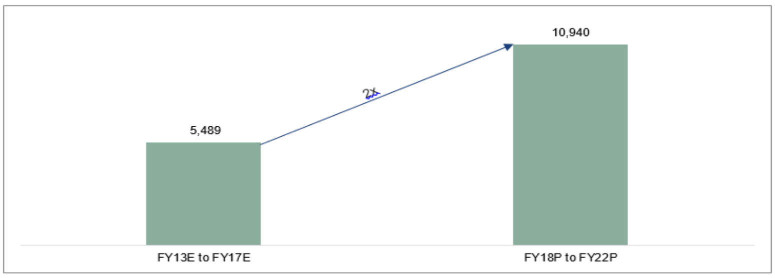
Investment in roads sector in 12th Five Year Plan (Fiscal 2012 prices)

(₹ billion)	Centre	State	Private	Total
Fiscal 2013 (E)	278	485	262	1025
Fiscal 2014 (E)	250	495	271	1017
Fiscal 2015 (P)	243	563	294	1100
Fiscal 2016 (P)	240	677	335	1252
Fiscal 2017 (P)	236	815	381	1432
Total	1248	3035	1543	5826

P – Projected
Plan investments are the budgeted estimates for a particular year
Source: Planning Commission, CRISIL Research

CRISIL Research expects the spend to almost double over fiscals 2018 to 2022, led by the government's focus on roads, and state and national highways. CRISIL Research estimates investment in national highways will triple, driven by public funds. Private players are struggling to infuse funds in BOT-Toll projects because of their highly leveraged balance sheets and overhang of stuck projects awarded between fiscals 2011 and 2013. However, HAM was instrumental in attracting substantial private funds. Introduced by the end of fiscal 2016, HAM constituted more than 50% of the total length awarded by NHAI in fiscal 2017. As execution in these projects picks up, private investments are expected to go up.

CRISIL Research's estimate of construction investment in roads



Source: CRISIL Research

Railways

Investments in the 11th and 12th Five Year Plans

Investment in railways between fiscals 2008 and 2012 (11th Five Year Plan period) was ₹ 2.3 trillion, or 8.5% of overall infrastructure investment. Historically, investments in railways have come from the Centre; and private participation has been miniscule. The railway sector has been facing capacity constraints for the past few years and needs heavy investment for its augmentation. The Indian Railways plans to harness private capital for funding capex across projects, such as first/last mile and port connectivity projects, logistic parks/ private freight terminals, station redevelopment, etc. To this end, it has finalised various PPP models such as non-government rail, joint venture, build-operate-transfer, etc., to suit different risk appetites. The model concession agreements for each of these models have been finalised to improve transparency and attract private players. The government has also increased investment in the sector by 47% between fiscals 2012 and 2017 over the previous five years to ₹ 3.4 trillion, taking its share in overall infrastructure investment to 11%.

Investment in railways in the 12th Five Year Plan (Fiscal 2012 prices)

(₹ billion)	Centre	Private	Total
Fiscal 2013 (E)	470	10	479
Fiscal 2014 (E)	552	10	562
Fiscal 2015 (P)	586	30	616
Fiscal 2016 (P)	647	93	740
Fiscal 2017 (P)	715	285	1000
Total	2971	428	3398

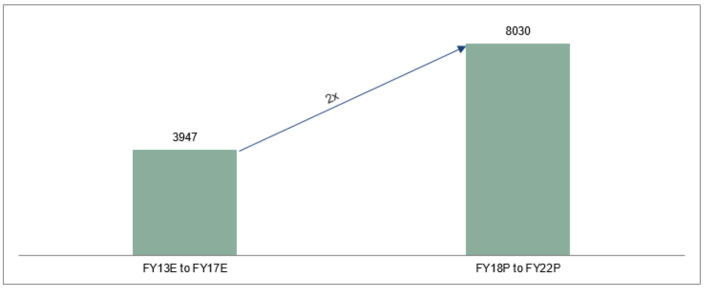
P – Projected
Plan investments are the budgeted estimates for a particular year
Source: Planning Commission, CRISIL Research

Actual investment, current and future estimates

Investment in Indian Railways doubled from ₹ 451 billion to ₹ 935 billion between fiscals 2012 and 2016. It jumped by 52% from ₹ 616 billion to ₹ 935 billion in fiscal 2016. This was led by an increased thrust on raising funds through extra budgetary resources to fund select projects. Moreover, investment in infrastructure of Indian Railways has historically tracked the budgeted allocation closely, with the exception of fiscal 2012.

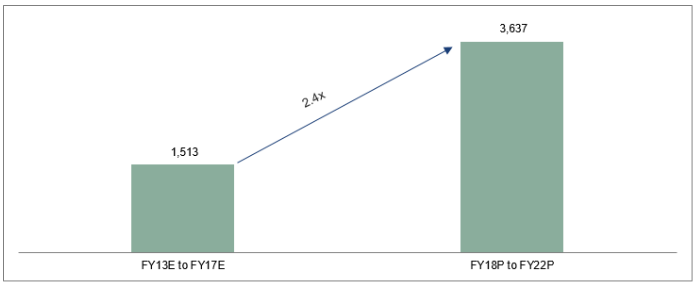
Investment in railways rose further in fiscals 2017 and 2018, as indicated by the revised and budgetary estimates. The revised estimate for fiscal 2017 was ₹ 1.21 trillion whereas the budget estimate for fiscal 2018 was ₹ 1.31 trillion. This shows a continued upward trajectory in infrastructure investment in railways.

Estimated investment in railways (₹ billion)



Source: CRISIL Research

Estimated construction investment in railways (₹ billion)



Source: CRISIL Research

Investment in railways up to fiscal 2022 is expected to be more construction intensive as compared with the past, on account of increased focus towards network decongestion and addition of new lines. CRISIL Research expects construction expenditure in railway projects to grow at a CAGR of 17% between fiscals 2018 and 2022, or 2.4 times that in the previous five years.

Growth drivers for the industry

New projects having high construction intensity to boost investments

Projects such as the High-Speed Rail Network, Dedicated Freight Corridors, along with focus towards network decongestion and expansion have been taken up by the government. These categories of investments have high construction intensity.

- **Fast-tracking of approvals**

As per the existing procedure in railways for sanctioning a project, proposals for various projects received from Zonal Railways are examined internally by the Railway Board. Of these, the firmed-up proposals are sent for an 'in-principle' approval to the National Institution for Transforming India ("**NITI**") Aayog. Projects costing less than ₹ 500 crore are approved by the Minister for Railways and those above that are appraised by both NITI Aayog and the Expanded Board for Railways, and approved by the Cabinet Committee on Economic Affairs. After obtaining requisite approvals, projects are included in the Budget, and thereafter, Indian Railways carries out final location survey and prepares detailed estimates. Generally, the tenders are floated after the sanction of detailed estimates.

This entire process between the initiation of proposal and final award of tender is now 9-12 months in general, compared with two-two and half years earlier.

- **Bolstering finances by monetising land and from advertising**

The Ministry of Railways had set up the Rail Land Development Authority in January 2007 to push commercial development of vacant railway land and air space. The land could be developed as commercial, retail mall, institutional, hospitality, or entertainment spaces.

The Indian Railways is also planning to monetise land along the tracks through various ways. Some of the options being explored include using the land for generation of solar energy, planting trees, and making horticulture gardens.

It also plans to tap the huge potential for advertising that its vast physical infrastructure provides. It has decided to ad-wrap over 10,000 trains.

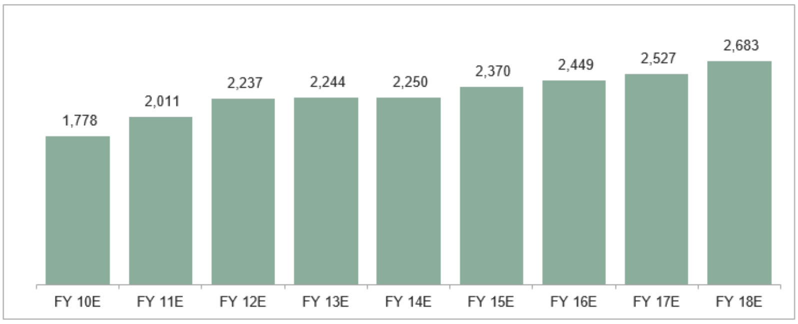
Growth drivers for the infrastructure industry

Economic growth, increasing government thrust, preference towards roads in freight traffic, spurt in private participation, and surge in passenger traffic and vehicle density, are key growth drivers for infrastructure investment.

Economic growth

Freight traffic growth is a function of economic activity, as it further necessitates road development. Primary freight in billion tonne km ("BTKM") is expected to have grown by approximately 6% in Fiscal 2018 over a low base created due to demonetisation in Fiscal 2017. Primary freight had grown by approximately 3% on-year in Fiscal 2017, continuing from a similar growth seen in Fiscal 2016. Freight demand plunged post demonetisation in Fiscal 2017, however, recovered by the start of Fiscal 2018. As per the South Asia Economic Focus (Fall 2017), the World Bank estimates India's GDP growth to be about 7.3% in Fiscal 2019 and increase to 7.4% in Fiscal 2020. This is expected to boost overall freight demand in the country

Moderate growth in overall freight demand (BTKM)



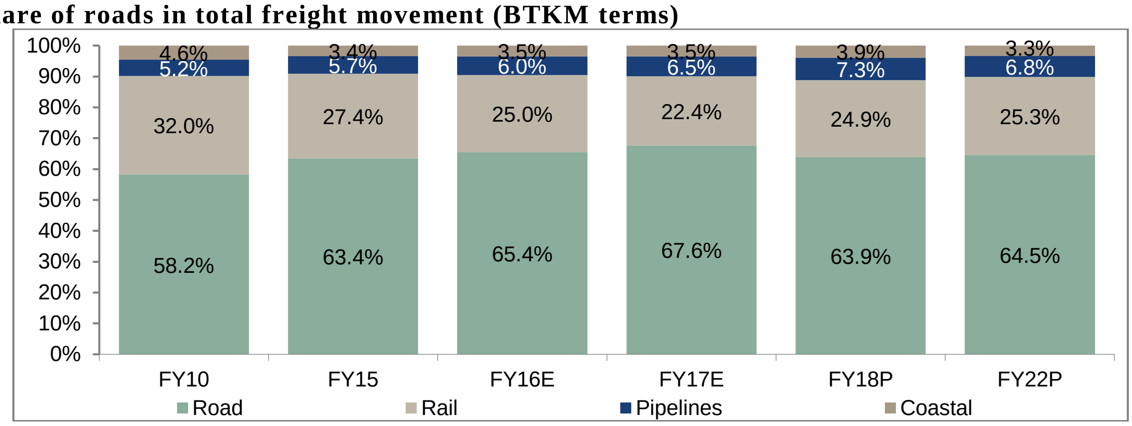
Source: CRISIL Research

Roads to continue to dominate freight traffic

Roads continue to dominate freight traffic, with their share in overall freight movement rising steadily to 64.5% in fiscal 2017, from 56.1% in fiscal 2010. The rise is mainly owing to capacity constraints in railways and robust growth in non-bulk traffic, which is predominantly transported by road.

Implementation of GST is important for growth in road freight as many companies have warehouses in each state to avoid additional CST on interstate goods movement, which is inefficient from a transportation point of view. GST would allow companies to aggregate state-based warehouses into one large, regional warehouse that would offer cost and operational efficiencies in geographically large markets. More organised logistics players would provide end-to-end logistics solutions and have pan-India presence. Better efficiencies achieved through the use of organised logistics partners will lead to lower freight costs and timely delivery of goods. Experience shows that as logistical inefficiencies and primary transport costs reduce, the hub-and-spoke model proliferates and service levels improve, road transport will become more competitive than other transport modes.

Share of roads in total freight movement (BTKM terms)



E: Estimates P: Projected
Source: CRISIL Research

E-commerce logistics - A growth driver for road freight

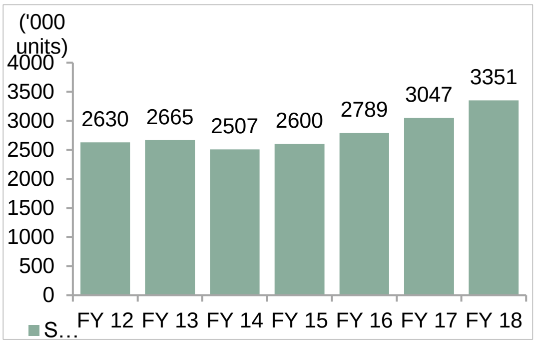
CRISIL Research expects the e-commerce industry to grow at an estimated 28-33% CAGR between fiscal 2016 and fiscal 2019, to ₹ 2.5 trillion. Growth is expected to be driven by segments such as the online marketplace, where players will continue to offer huge discounts, deals, and innovations to attract customers. Further, rising penetration of the internet, increasing use of smart phones (with mobile apps), and increasing consumer awareness should support the growth story. As the industry grows, players are looking to develop local ecosystems to serve demand across India. As these local ecosystems evolve, lead distances would reduce, and freight traffic could gradually shift from air freight to roads.

Vehicle sales improves, long-term projection looks optimistic

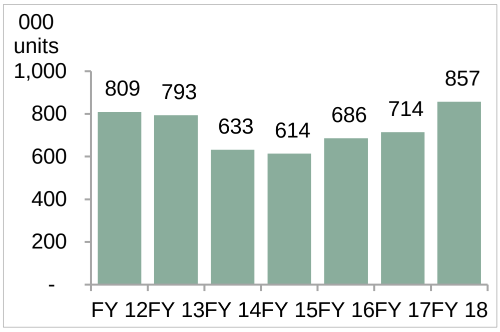
Passenger vehicle sales increased by 9.2% in fiscal 2017, and are expected to post a strong growth of 10% in fiscal 2018 on-year, over a high base. GST implementation is likely to positively impact growth by 1.5-2%. Over the long term, domestic passenger sales will be driven by rising disposable income and relatively stable cost of ownership, as crude oil prices stabilise at lower levels. Increased urbanisation, expanding working population and easy availability of finance will support sales. As more households come under the addressable market, sales of small cars are likely to increase, while evolving consumer preferences and introduction of new compact utility vehicles will drive demand within passenger vehicles.

Commercial vehicle ("**CV**") sales usually move in cycles; sales bottomed-out in fiscal 2015, and picked up thereafter. From a peak of over 809,500 vehicles in fiscal 2012, sales declined owing to weak demand and deteriorating economic output. However, it picked up from fiscal 2015 with economic recovery, growing by 3.7% in fiscal 2016 and 1.4% in fiscal 2017. In the first quarter of fiscal 2018, demand was low because of advance purchases made in Quarter 4 fiscal 2017 to avoid higher prices of BS-IV vehicles. The scenario improved in the second quarter of fiscal 2018 because of multiple reasons. The pent-up demand from Quarter 1 fiscal 2018 because of uncertainties in GST implementation, supply constraints because of shift to BS-IV along with low base of Quarter 2 fiscal 2017, in which the industrial output had weakened. Over the long term, CV sales are expected to be buoyant, with the economy picking up, and demand for CVs being robust. Demand for medium and heavy commercial vehicles ("**MHCV**") is expected to grow at a CAGR of 2-4% from fiscal 2018 to fiscal 2022 whereas, for light commercial vehicles ("**LCV**") it is expected to grow at CAGR of 9-12% in the same period.

Passenger cars sales (Fiscal 2012 to Fiscal 2017)



CV sales (Fiscal 2012 to Fiscal 2017)



Note: CVs include trucks and buses, but exclude three-wheelers
Source: SIAM, CRISIL Research

Increased private participation

Amendments to the model concession agreement governing private participation in the roads sector in August 2009 have made investment in roads more private sector friendly. Consequently, the private sector's share increased to 45% from fiscal 2013 to fiscal 2017 in national highways.

Policy changes fuelling growth

The central government has focused on reducing hurdles for new projects and clearing stalled projects, thus reducing delays in construction. In roads, a major cause of delays had been non-availability of land for a part of the project, after the construction has begun. This has been managed by the government by ensuring that 80-90% of land has been acquired before awarding.

Sagarmala to aid port based traffic

The central government's Sagarmala project is aimed at reducing logistics cost for export-import as well as domestic trade. The components of the programme are port modernisation and new port development, port connectivity enhancement, port-linked industrialisation and coastal community development. It entails an investment of about ₹ 8 trillion in 415 projects up to 2035. The preferred mode of awarding projects through this programme will be private participation/PPP.

Make in India to boost traffic

Started in September 2014, the Make in India campaign is directed towards encouraging MNCs across 25 sectors in the economy to manufacture in India. This will not just boost the overall economic growth, but also increase the need for transportation of goods, thus increasing freight traffic. In fiscal 2016 and fiscal 2017 combined, India received an FDI equity inflow of ₹ 83.5 billion compared with ₹ 55.2 billion in fiscal 2014 and fiscal 2015 combined, marking a rise of 51%.

Review of key infrastructure projects in India

The government's initiatives for creating a robust internal framework are crucial for the infrastructure sector. Some key programmes undertaken for integrated development, improvement, maintenance, and growth of infrastructure in urban and rural areas are described below:

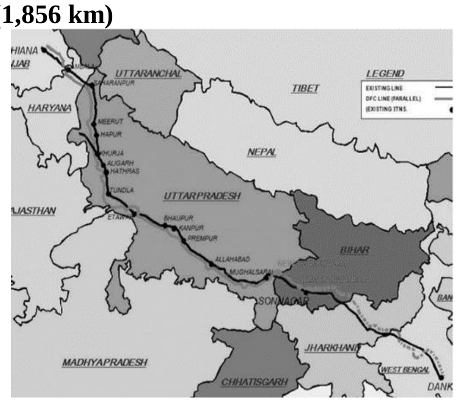
DFC project

The Indian Railways announced the DFC project comprising the eastern and western corridors in fiscal 2006. A host of reasons prompted the conceptualisation of this project, including overutilisation of freight capacity, growing demand for freight transport from power plants (coal), infrastructure construction, increasing international trade, and decline in the share of railways in freight traffic. The sanctioned cost of the project is ₹ 814.59 billion, which includes land and construction costs of ₹ 80.67 billion and ₹ 733.92 billion, respectively.

Dedicated Freight Corridor Corporation of India Ltd ("**DFCCIL**"), a special purpose vehicle ("**SPV**"), was set up to construct the two corridors in October 2006. DFCCIL has acquired over 95% of the land required to construct the railway lines. Once completed, these corridors will provide a quantum jump in freight capacity, with improvement in the quality of service at reduced unit cost. The expected completion of the project in fiscal 2020 is likely to stabilise the Indian Railways' share in overall freight movement. The progress on completion of the eastern and western corridors remains a key monitorable.

Eastern dedicated freight corridor – Overview

Eastern dedicated freight corridor (1,856 km)

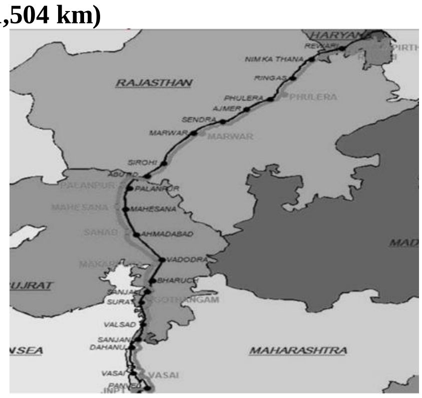


Source: Indian Railways, DFC, CRISIL Research

The eastern corridor connects Dankuni (West Bengal) to Ludhiana (Punjab) via the Dadri-Khurja link. It will pass through Jharkhand, Bihar, Uttar Pradesh, and Haryana, and terminate at Ludhiana, primarily carrying coal and steel from eastern India to plants in the north. The sanctioned cost for this corridor is ₹ 266.74 billion. It is being funded by the World Bank (to the tune of $2.725 billion) and the Ministry of Railways. One stretch of the eastern corridor will be implemented through PPP.

Western dedicated freight corridor – Overview

Western dedicated freight corridor (1,504 km)



Source: Indian Railways, DFC, CRISIL Research

The western freight corridor connects the Jawaharlal Nehru Port ("**JNPT**") at Mumbai to Dadri near Delhi via Vadodara-Ahmedabad-Palanpur-Phulera-Rewari. It is proposed to join the eastern corridor at Dadri. The traffic on this route would primarily comprise containers from JNPT and Mumbai port in Maharashtra, as well as from Pipavav, Mundra and Kandla ports in Gujarat destined for inland container depots in northern India, especially at Tughlakabad, Dadri and Dandharikalan. Besides containers, other commodities transported through the western DFC are petroleum, oil and lubricants, fertilisers, food grains, salt, imported coal, iron and steel, and cement. The sanctioned cost for the western corridor is ₹ 467.18 billion and is being funded by the Japan International Cooperation Agency, through a loan of ₹ 419.25 billion.

Project status

DFC project status as of January 31, 2018

Sr. no.	Corridor	Status of land acquisition	Contracts awarded till Jan 17		
			Civil works	Electrical	Signal contracts
1	Eastern DFC	97.1%	100%	62%	62%
2	Western DFC	98.8%	100%	100%	100%
	Overall	**98.1%**	**92%**	**82%**	**82%**

Source: Dedicated Freight Corridor Corporation of India Ltd., CRISIL Research

REVIEW OF ROAD INFRASTRUCTURE IN INDIA

Road sector's contribution to Indian GDP

The road transport sector's share in India's GVA was approximately 3.26% in fiscal 2016, which was a marginal decline from fiscal 2015 levels.

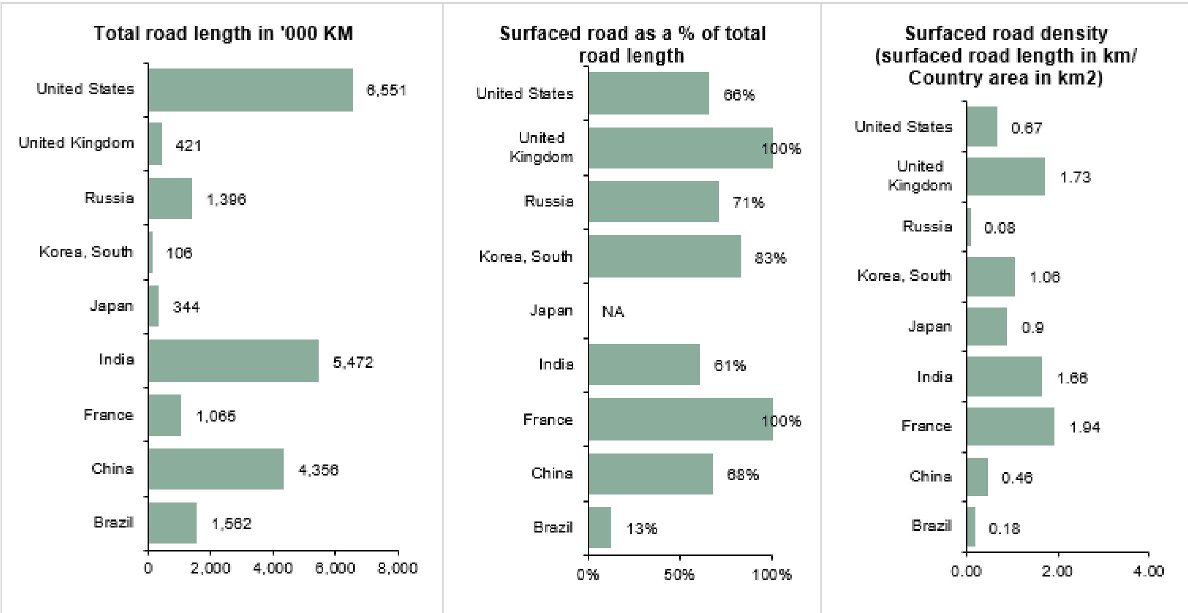
GVA share (%)	Fiscal 2012	Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016
Road transport	3.24%	3.30%	3.32%	3.29%	3.26%

Source: Ministry of Statistics and Programme Implementation (MoSPI), CRISIL Research

Total length and break-up between national, state and rural roads

India has the second-largest road network in the world, at approximately 6.1 million km. Roads are the most used mode of transportation, accounting for approximately 86% share of passenger traffic and close to 65% share of freight traffic.

Global comparison of road infrastructure



Source: Basic Road Statistics Fiscal 2015 (MoRTH), CRISIL Research

In India, national highways, with length of close to 103,933 km, constitute a mere 1.7% of the road network, but carry 40% of the total road traffic. On the other hand, state roads and major district roads (MDRs), which form the secondary system of roads, account for 98% of the road length and carry approximately 60% of the traffic.

Road network in India in Fiscal 2017

Road network	Length (km)	Percentage of total		Connectivity to
		Length	Traffic	
National highway	103,933	1.71	40	Union capital, state capitals, major ports, foreign highways
State highway	161,487	2.65	60	Major centres within the states, national highways
Other roads	5,820,744	95.64		Major and other district roads, rural roads - production centres, markets, highways, railway stations
Total	**6,086,164**	**100.00**		

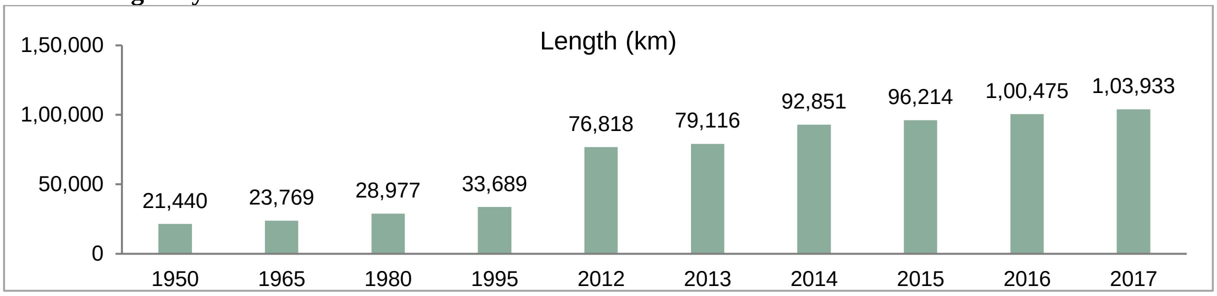
Source: MoRTH, CRISIL Research

With the announcement of the Bharat Mala Pariyojana, the government plans to increase the length of national highways to 200,000 km.

National highways

The National Highways Authority of India ("**NHAI**"), the nodal agency under the Ministry of Road Transport & Highways ("**MoRTH**"), is responsible for building, maintaining and upgrading national highways. To develop the national highway network, NHAI launched the National Highways Development Programme ("**NHDP**") in December 2000.

National highways network



Note: Year represents financial year.
Source: Ministry of Road Transport and Highways (MoRTH)

State roads

State roads constitute 18% of the country's total road network and handle 40% of the total road traffic. State roads comprise state highways, MDRs, other district roads (ODR) and rural roads, which do not come under the purview of the Pradhan Mantri Gram Sadak Yojana (PMGSY).

State roads represent the secondary system of road transportation in the country. These provide linkages with national highways, district headquarters of the state, and important towns, tourist centres and minor ports.

Rural roads

Rural roads connect rural habitations as well as state and national highways. Of India's 6.1 million km road network, the length of rural roads is 5.5 million km, i.e. 90%.

Maintenance of roads in India

The quality of roads in India is subpar, with only 61% of the road network paved. Stretches that were developed via the public-private partnership route are being maintained to required standards by the concessionaire. However, stretches that were developed via utilisation of public funds need to be maintained at adequate service levels by the respective national or state authority.

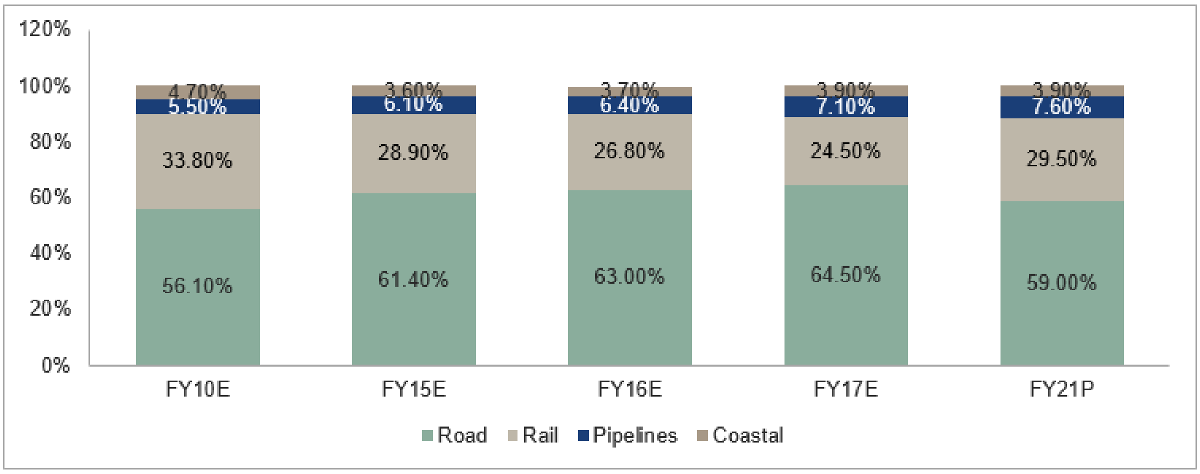
Regular maintenance of bitumen-type roads generally accounts for 1.0-1.5% of the project cost incurred during road construction. Every 5-6 years a road has to undergo major maintenance, which typically comprises 5-6% of the project cost incurred during construction. *Note: These numbers are adjusted for inflation*.

Estimated contribution of roads to freight traffic in India

Share of roads in freight compared with other transport modes

Road transport is the most frequently used mode of transport for freight as well as passengers. In fiscal 2017, it is estimated that 64.5% of total freight was via road when compared with railways. In fiscal 2010, roads accounted for 56% of the total freight traffic.

Share of roads in total freight movement – in BTKM terms



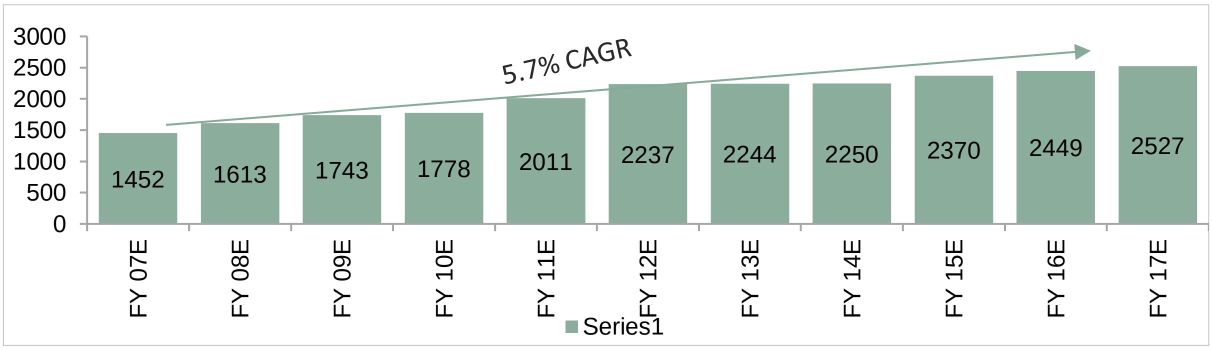
E: Estimated; P: Projected
BTKM: Billion tonne km
Source: CRISIL Research

Over the long term, the share of rail freight traffic is projected to increase following operationalisation of the dedicated freight corridors ("**DFCs**") and investment in railway capacity augmentation. Between fiscals 2017 and 2021, rail freight is expected to post a CAGR of 10-12% vis-a-vis 3-5% CAGR for roads.

However, freight traffic will see large-scale shift to rail only post fiscal 2019 when wagon shortage and capacity constraints abate with the expected operationalisation of the DFCs.

Qualitative coverage on recent freight traffic trends

Freight movement



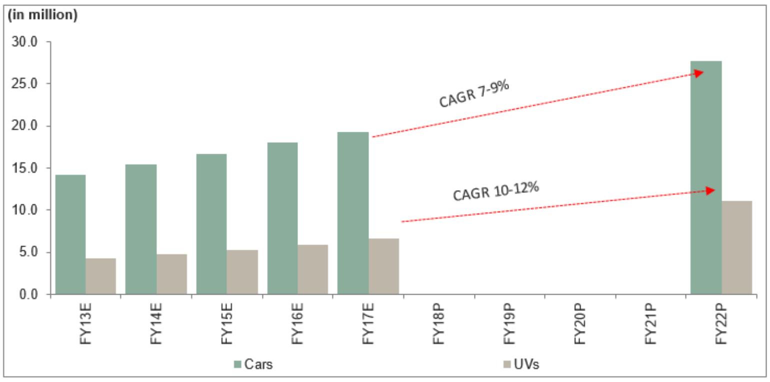
E: Estimated
Source: CRISIL Research

Primary freight in billion tonne km (BTKM) is expected to rise 5-7% on-year in fiscal 2018, compared with an estimated 2.3% on-year growth in fiscal 2017. The rise in primary freight will be largely driven by:

- 6.3% on-year expected growth in industrial GDP in fiscal 2018.
- 3% on-year growth in agricultural GDP in fiscal 2018, with expected stable share of imports.
- Pent-up demand from demonetisation supporting BTKM growth in fiscal 2018.

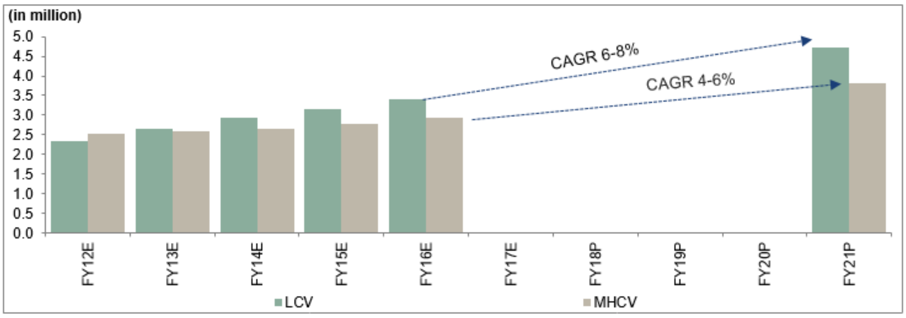
Vehicle population's historic growth

Growth in passenger vehicles



E: Estimated, P: Projected
Source: CRISIL Research

Growth in freight vehicles



E: Estimated, P: Projected
Source: CRISIL Research

Key growth drivers for road sector

Rise in government investments, reforms and higher budgetary support to drive growth in roads sector

CRISIL Research expects investment in road projects to double to ₹ 10.7 trillion over the next five years. Investment in state roads is expected to grow steadily, and rise at a faster pace in the case of rural roads, owing to higher budgetary allocation to PMGSY since fiscal 2016. The GoI has opened up to new avenues of investments, with NHAI launching Masala Bonds on the London Stock Exchange. Also, National Infrastructure Investment Fund (NIIF), a fund of funds, has been set up by the government; it will have multiple alternative investment funds under its umbrella.

Execution of national highway projects has seen good pick-up since fiscal 2016, aided by policy reforms, after having slowed down in previous two fiscals. Higher budgetary support to fund engineering, processing and construction (EPC) projects will also drive investment in national highways, which have recently witnessed significant drop in private interest. Government has come out with a new umbrella scheme of Bharat Mala Pariyojana, which plans to construct more than 65,000 km of road projects, taking the length of national highways to 200,000 km.

Policy changes to drive execution of national highway projects

Execution of national highway projects declined in fiscal 2013 and 2014 owing to private developers' weak financials and unwillingness of lenders to provide further credit to infrastructure companies. To clear the logjam, NHAI terminated projects -- work on 5,500 km of length was stalled – and re-awarded almost 1,000 km of the terminated projects. Moreover, in the past two years, the government announced a host of policy changes to reduce delays in project execution.

To offer some respite to ailing developers, the government came out with a premium rescheduling policy and allowed promoters to fully exit all projects two years after completion. The Union Cabinet has also allowed NHAI to fund projects stuck because of weak financial health of promoters and where at least 50% of the work has been completed. New amendments to the model concession agreement (MCA) such as back-ending of premium payments and deemed termination on delay of appointed date have also brought many changes, which will reduce delays and improve lender comfort. The Cabinet Committee on Economic Affairs (CCEA) has decided to pay 75% of the total payout in those cases where the arbitration tribunals have passed orders in favour of concessionaires in arbitral proceedings and such orders have been further challenged by government agencies.

Apart from that, the private party will be rewarded for early completion of project. In the case of EPC projects, the contractor will receive 0.03% of the total project cost for each day by which the project completion date precedes the scheduled completion date, capped at a total of 5%. In the case of Hybrid Annuity Model (HAM), if the concessionaire achieves commercial operation date (COD) more than 30 days prior to the scheduled date, it will receive 0.5% of 60% of the bid project cost (BPC) for every 30 days saved in achieving COD. Hence, the government's focus has clearly shifted towards ensuring on-the-ground implementation, instead of merely awarding more projects.

New region-specific initiatives to increase road network

New initiatives have been taken by the government to build state roads. Road Requirement Plan-I (RRP-I) for left wing extremism (LWE)-affected areas and Special Accelerated Road Development Programme for North-Eastern Region (SARDP- NE) are two ongoing projects covering state roads. MoRTH has set up National Highways and Infrastructure Development Corporation Ltd (NHIDCL), an organisation that will award national highway projects specifically in border areas and in north-eastern states. Apart from these projects, the Bharat Mala programme has also been proposed to build new roads along the border..

Healthy economic growth to push road development

With the economy expected to grow at a healthy pace, per capita income is set to improve, which will increase demand for two-wheelers and passenger vehicles in the country. Initiatives like ‘Make in India’ and implementation of Goods and Services Tax (GST) are also expected to add to the road freight traffic in India. Rise in two- and four-wheeler vehicles, increasing freight traffic, and strong trade and tourist flows between states are all set to augment road development in the country. Also, all segments of roads, i.e., national highways, state roads and rural roads, are expected to see higher traffic growth due to faster economic growth.

Increased private participation to boost road development

Government’s efforts to put in place appropriate policies, and institutional and regulatory mechanisms, including a set of fiscal and financial incentives, are expected to encourage further private participation in the future, which will boost all segments of roads in the country.

Cognisant of financial distress of the companies that previously participated heavily in build-operate-transfer (BOT) model projects, the government has introduced a new model - HAM - which addresses the needs of the private sector and increases their participation. Private investments are expected to flow into new operation and maintenance (O&M) models like toll-operate-transfer (TOT), which will help existing players shed off debt sitting on their balance sheets.

New trends in roads sector

- **Improvement in rate of execution:** The length of roads constructed declined at a CAGR of 3%, from 1,784 km in fiscal 2011 to 1,576 km in fiscal 2015 (from 500 km under NHDP in 2001). However, in fiscal 2016, total road constructed/upgraded shot up to 2,196 km, and in fiscal 2017 it went up to 2,625 km mainly due to government’s push to clear stalled projects.

- **Improved awarding momentum:** The government has tried to improve the rate of awarding over the years. Also, a significant share of awarding has recently been under HAM, which is expected to increase going forward.

- **Increasing participation of private equity funds:** Private equity has contributed to road projects in the past. Going ahead, private equity investment could pick up further, following recent announcements of exit policy for debt-stressed operators of toll roads.

- **Re-emergence of EPC contracts:** Given the current financial crunch being faced by BOT players, it is expected the share of EPC/ cash contract projects will widen, especially in low-traffic-volume projects under NHDP-Phase IV, over the next five years.

- **Other sector favourable policies:** These include 100% exit policy for stressed BOT players, providing for 'secured' status for PPP projects while lending, proposal to scrap slow-moving highway projects (under consideration), etc.

- **HAM:** HAM has been successful in bringing a new set of private players by mitigating risks related to traffic, interest rate and inflation, and by requiring a smaller equity commitment (only 12-15% of project cost).

- **TOT:** TOT model is a new PPP model under consideration by NHAI to spur private participation in the roads sector.

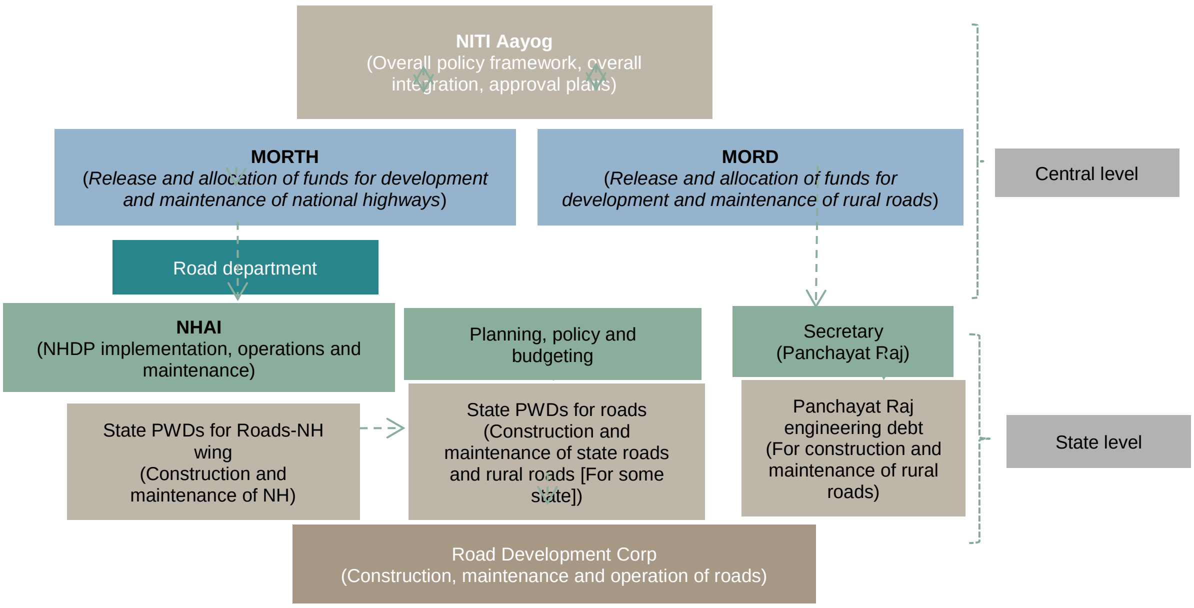
- **OMT:** Apart from NHAI, a few large Indian states have also adopted operate, maintain, transfer (OMT) models, where state road development authorities have invited bids, or awarded state highway stretches, to be operated and maintained on OMT basis.

- **ETC lane:** Electronic toll collection (ETC) enables road users to pay highway tolls electronically without stopping at toll plazas. Dedicated ETC lanes will help reduce congestion at toll plazas and enable seamless movement of vehicles on national highways. The ministry has decided to roll out the ETC programme in the country under the brand name 'FASTag'.

Institutional framework for roads at central and state level

NITI Aayog - Apex body for formulating policies

In January 2015, the government replaced the Planning Commission with the National Institution for Transforming India (NITI) Aayog - a multi-tiered structure providing strategic and technical advice to the central and state governments. At the central-government level, several line ministries will handle transport planning, coordination and policy-setting, with NITI Aayog coordinating the entire effort. Road sector: Institutional arrangement at the central and state level



Source: CRISIL Research

At the central level, NITI Aayog, in consultation with the MoRTH and the MoRD, will be in charge of overall policy-framing, programme development and resource planning. MoRTH formulates policies on road transport, and development and maintenance of national highways. NHAI is the agency responsible for implementation, operation and maintenance of the national highways. It was constituted and operationalised in February 1995, and was given the status of an autonomous corporate body under the control of MoRTH.

At the state level, the overall policy, programme development and resource planning is the responsibility of the state planning cell. The cell has to discharge this responsibility in consultation with the central-level planning commission and the respective state road and transport ministries. NHIDCL, a fully-owned company of MoRTH, was incorporated in July 2014. Its mandate is to design, build, operate and maintain national highways and roads in the north-eastern region and other parts of the country that share international boundaries with neighbouring countries.

State public works departments ("**PWDs**") and road development corporations are in charge of implementing, operating and maintaining state highways, major district roads and rural roads in a few states. MoRD is responsible for policy development as well as for monitoring and coordination with district units for rural roads. Apart from state PWDs, Panchayati Raj also implements construction and maintenance of rural roads.The ministries allocate and release funds for the development of roads to the respective implementing agencies.

Policy framework at the central level

With inflow of projects solely based on the BOT model, the existing road developers aggressively bid for it. However, many issues came up as the projects were taken up for construction. This stressed the financials of the companies, making further BOT projects unattractive. In a bid to make the roads sector attractive to developers, the government accepted the BK Chaturvedi Committee's recommendations regarding various clauses of the MCA along with accepting the recommended bidding process. It involves changes in grant disbursement, concession fee, termination clause, financial closure, conflict of interest, exit policy, technical capacity, etc. The committee proposed certain changes in the request for qualification (RFQ) pertaining to financial capacity and shortlisting of bidders.

Key policy measures for private participation

To encourage and facilitate private sector investment and participation in the roads sector, the central government has undertaken certain policy measures and provided various incentives to the sector:

- 100% foreign direct investment has been allowed in road sector projects.
- The private party is to be rewarded for early completion of project. In the case of EPC, the contractor is to receive 0.03% of total project cost for each day by which the project completion date precedes the scheduled completion date, capped at total 5%. In the case of HAM, if the concessionaire achieves COD more than 30 days prior to the scheduled date, it will receive 0.5% of the 60% of BPC for every 30 days saved in achieving COD.
- Dispute resolution will be in line with Arbitration and Conciliation Act 1996, based on the United Nations Commission on International Trade Law provisions.
- Higher concession period (up to 30 years) has been granted.
- Provision has been made for capital subsidy of up to 40% of the project cost to make projects commercially viable.
- Provision has been made for unencumbered site for work, i.e., the government will meet all expenses relating to land and other pre-construction activities.
- As per a recent Reserve Bank of India directive, loans for PPP projects can be considered 'secured' subject to certain conditions.
- The CCEA approved the proposal to facilitate harmonious substitution of the concessionaire in ongoing and completed national highway projects. This will expedite implementation of road infrastructure in the country, and insulate NHAI from heavy financial claims and unnecessary disputes.

Overview of PPP framework and models in operation

PPP is an arrangement between a government/ statutory entity/ government-owned entity and a private sector entity for the provision of public assets and/or public services through investments being made and/or management being undertaken by the private sector entity, for a specified period of time.

There is a well-defined allocation of risk between the private sector and the public entity in this arrangement - the private entity receives performance-linked payments that conform with (or are benchmarked to) specified and pre-determined performance standards, measurable by the public entity or its representative.

For broad-based and sustainable growth, the government has recognised the need to engage with the private sector through a PPP framework to achieve the following objectives:

- Harness private sector efficiencies in asset creation, maintenance and service delivery.
- Focus on life-cycle approach for development of a project, involving asset creation and maintenance over its life-cycle.
- Create opportunities to bring in innovation and technological improvements.
- Enable affordable and improved services to users in a responsible and sustainable manner.

While the preferred form of PPP model is one in which ownership of the underlying asset remains with the private entity during the contract period, and the project is subsequently transferred back to the public entity upon contract termination, the final decision on the form of PPP is taken using the value-for-money analysis.

The types of construction contracts, based on price risk are:

Fixed price contracts: These contracts state the fixed fee or payment (per unit output or whole project) that the contractor receives on completion of a contract. The contractor bears the risk of rise in cost during the construction period. Certain pass-through of higher cost may be allowed in some projects.

Cost plus contracts: These are contracts in which the contractor is entitled to receive a fixed surplus over the project cost borne. The surplus given to the contractor can be in the form of a fixed percentage over cost or a pre-decided fee over cost. Therefore, any increase in cost of the project, during the construction phase, is passed onto the client.

Types of contracts, based on scope of execution are:

Item rate contract: These are fixed price contracts, where the concerned authority provides the detailed design and the estimated quantity of materials. A project is divided into several sub-activities, for which the item-wise quantity of input material to be used is specified in a document called 'bill of quantities'. Bids are invited for the price of each construction activity, based on the items specified. As the aggregate of bid amounts form the total project cost, the lowest bidder wins the project. The bill of quantity document may state the quantity of items such as cement, girders, electric boards, wires, etc to be used, against which the bids are invited.

Lump-sum turnkey contracts (LSTK): LSTK contracts are fixed price contracts in which the contractor fixes a lump-sum fee, based on the specific project requirements stated. The client states the project specifications with respect to designs, drawings, technical stipulations, quality of raw material, etc, based on which the contractor provides bids, stating a lump-sum fee for execution.

Design and build contracts: In these type of contract, the authority does a conceptual study of the project to be awarded and specifies the technical output details, based on which the quality of the project will be decided. The developer has to undertake the detail designing and execution of these projects. Both EPC and BOT models were design and build models.

A few operational models are:

- BOT-toll/-annuity/-HAM
- EPC
- Toll collection
- OMT
- TOT

ETC is a strategic focus area for regulatory and administrative bodies involved in the process of toll collection as it presents several advantages such as limiting toll leakages, reducing waiting time for vehicles and improving overall traffic flow at toll plazas. In the future, this may result in significant changes in toll collection operating procedures, followed in each of the PPP models.

Types of PPP models

Type of Project	Description	Development Risk	Financing Risk	Traffic Risk and Accrual of Toll Fee Collection	Net cash outflow for the government	Revenue for private party	Concession period	Award criteria
BOT-toll	Private party builds road, undertakes O&M and collects toll	Concessionaire	Concessionaire	Concessionaire	No	Toll	Around 20-25 years for NHAI	Highest revenue sharing bid
BOT-annuity	Private party builds road, undertakes O&M and collects annuity from the granting authority	Concessionaire	Concessionaire	Authority	Yes, net payment to be made is the difference between the toll collection and the annuity payable	Annuity payment	Around 20-25 years for NHAI	Lowest annuity
BOT-HAM	Private party builds road, undertakes O&M. Gets 40% of payment during construction and 60% as annuity	Concessionaire	Concessionaire	Authority	40% during construction and 60% as semi-annual annuity, net of toll collected	Construction grant plus annuity payments	Around 20 years	Lowest project cost plus O&M cost
EPC	Private party builds road, money is spent by the government	Concessionaire	Authority	Authority	Yes	Contract amount	Not required	Lowest Tariff requested
OMT	Private party collects toll and undertakes O&M	No development except in case of paved shoulders	Concessionaire	Concessionaire	No	Toll	Around 9 years for NHAI projects	Highest % of toll revenues or highest premium per year
Tolling	Private party pays the estimated toll upfront to the authority and collects the toll during concession period	No development	Concessionaire	Concessionaire	No	Toll	Around 1 year for NHAI projects	Highest revenue sharing bid
TOT	Private party pays the estimated toll upfront to the authority, undertakes O&M and collects the toll during concession period	Authority (in case upgradation of lanes is taken up during the concession period)	Concessionaire	Concessionaire	Yes	Toll	30 years	Highest upfront payment

Note: Development risk refers to construction risk in developing a road project; the final terms and key parameters of TOT model, such as scope of work, duration of the project, upfront payment conditions, etc are yet to finalise.

Source: CRISIL Research, NHAI

Build-operate-transfer

These contracts are typically PPP agreements, wherein a government agency provides a private player the rights to build, operate and maintain a facility on public land for a fixed period, after which assets are transferred back to the public authority.

Funding for the project is arranged by the concessionaire, through a mix of equity and debt from banks and other financial institutions. The concessionaire charges a fee to the users of the project/ facility, and may either transfer the entire user fee collected to the authority or may retain the entire amount as revenue. BOT contracts are, therefore, classified into the following types:

- **Annuity-based contract:** Under this contract, the concessionaire is responsible for construction and maintenance of the project during the concession period. The concessionaire collects the user fee and transfers it to the public authority. Variability in the user fee gives rise to revenue risk, which is borne by the authority. However, the concessionaire generates revenue through fixed annuity payments received from the authority, over the concession period. As this annuity payment is a cost to the authority, the contract is awarded to the lowest bidder. Toll charged under these contracts are generally regulated by a policy or a public agency. For e.g., the NHAI toll policy regulates toll charged in road projects, while Tariff Authority for Major Ports (TAMP) regulates port charges.

- **Toll-based:** Under this model too, the concessionaire is responsible for construction and maintenance of the project, post which the project's ownership is transferred to the public authority. However, the toll collected is retained by the concessionaire and not transferred to the authority. Therefore, the concessionaire bears the revenue risk during the concession period. As is the case with BOT annuity-based projects, toll charged under these contracts is generally regulated by a policy or a public agency. For e.g., the NHAI toll policy regulates toll charged in road projects while TAMP regulates port charges.

- **HAM:** This is a mix of EPC and BOT-annuity model. In this model, the total project cost is shared between the authority and the concessionaire in 40:60 ratio. This model aims to lower the financial burden on the concessionaire during project-implementation phase. Compared to EPC projects, the shift to HAM eases cash flow pressures on NHAI. It lowers project risk for developers because NHAI bears the risk of traffic volume. It also helps developers participate in more projects given that equity contribution per project is lower. This model also encourage banks to lend to road projects because of NHAI's involvement. HAM was approved by the CCEA on January 27, 2016.

- **Viability gap funding:** Viability gap funding (VGF) was used by the government for awarding a few BOT projects. Those projects that were expected to have insufficient traffic numbers to compensate for the cost incurred by the developer were provided an additional grant from the government for execution. The bidder who used to quote the lowest grant was awarded the project. The number of projects that got such a grant fell from a high of 23 projects in fiscal 2010 to only two projects in fiscal 2016 and nil in fiscal 2017.

Up to fiscal 2012, aggressive bidding led to a fall in the number of projects receiving VGF. From fiscal 2013 to 2015, awarding numbers of NHAI plunged, and since fiscal 2016 majority of the projects that have been awarded by the central government have been on EPC basis.

In the recently developed HAM model, which is like VGF, the government provides 40% of the total cost incurred by the developer during the construction period itself.

Variations of BOT contracts

Build-own-operate-transfer (BOOT): Under a simple BOT contract, revision of the user fee is decided by the government agency (client). Therefore, the operator does not have incentive to further invest in the project post construction. However, under the BOOT model, ownership of the project is transferred to the developer for the concession period. The transfer of ownership provides the developer flexibility to revise user fees when required and, therefore, maintain the project's viability. This encourages the developer to invest more capital in the project, if required, to enhance revenue.

This type of model is used in power projects where the developer is allowed to retain ownership and operations of the project for the concession period, post which the project is transferred to the government. The BOOT model can also be implemented in port projects as the operator may need to expand the port's capacity, based on traffic requirements, which, in turn, would improve its revenue from port fees.

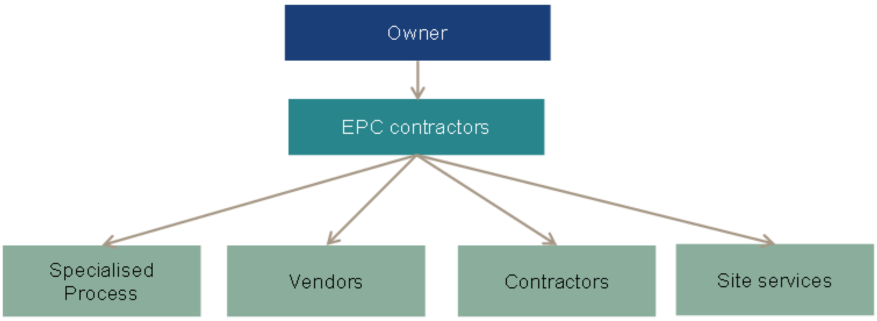
Build-transfer-lease-operate (BTLO): Under this model, once project construction is over, the developer is granted the lease to operate the project for a fixed lease payment to the authority. Lease payment terms are specified in the BTLO contract at initiation and generally take the form of annual payments. The developer operates and manages the project during the lease period and earns returns via user fees, which may be shared with the public authority, based on the terms of the contract. This approach is common in highway and airport projects, where the project is leased back to the developer for a stipulated time period.

Build-operate-own (BOO): BOO contracts are being increasingly adopted to attract private sector investments in sectors such as water and waste water, transportation, engineering and power transmission. BOO contracts are similar to BOT/BOOT contracts, barring the fact that the asset remains with the bidder for an indefinite period, rather than being transferred back to the client at a pre-defined date.

EPC

EPC contracts are fixed-price contracts, wherein the client provides conceptual information about the project. Technical parameters, based on the desired output, are specified in the contract. The contractor undertakes the responsibility of designing the project, either through an in-house design team or by appointing consultants. Unlike item rate and LSTK contracts, the contractor is allowed to innovate on the design of the project. Based on these designs, the contractor draws up cost estimates and accordingly bids for the project.

EPC contracts



Source: CRISIL Research

Setu Bharatam project will improve EPC business

The project, spread over 19 states, aims to make all national highways free from railway level crossings by 2019 to ensure safety and seamless travel. It entails an investment of ₹ 508 billion crore and involves 208 rail-over bridges and rail-under bridges to be built in place of railway crossings at a cost of ₹ 208 billion crore, with the remaining ₹ 300 billion crore used to widen, rehabilitate or replace 1,500 decade old weak and worn-out bridges.

Toll collection

Toll collection, as a separate business model, evolved in 2009. Under this model, the authority invites bids from private players for collection of toll on roads constructed under EPC and BOT-annuity. It is used for short-duration projects, typically those lasting 12 months. The private player with the highest bid is awarded the project. The user fee is pre-determined by the contracting authority. The right to collect user fees during the concession period lies with the private player; a contract of this category involves negligible to minimal road construction and maintenance.

Along with NHAI, state authorities and municipal bodies, developers are also outsourcing toll collection to private players, to recognise revenue upfront. Toll management companies recover their investments and make profits from toll receipts. A typical bidding process adopted by NHAI and state authorities has been outlined below.

Bidding process of NHAI

NHAI introduced the OMT model for roads in India and, since then, has awarded the maximum number of OMT projects. The bidding process specified by NHAI for awarding OMT projects is as follows:

NHAI awards OMT projects under a two-stage process - qualification stage and bid stage.

Qualification stage:

- NHAI solicits applicants' qualifications through the RFQ document, for a prefixed number of OMT projects and road length, to ease the process at the bid stage
- The aim of the qualification stage is to evaluate the technical and financial capability of the applicants and decide their eligibility for various categories of OMT projects based on estimated project cost. Estimated project cost is specified by NHAI for all OMT projects and includes all costs expected to be incurred during the project such as cost of major / minor maintenance works, construction of toll plazas, manpower cost, and incident management costs
- At the time of applying for qualification, the applicant is expected to indicate the estimated project cost for which he wishes to be qualified, which should be more than ₹ 200 million
- At the end of the qualification stage, NHAI gives out a list of qualified applicants along with specific estimated project costs which qualifies them for participation in the bidding stage. The qualification is typically valid for 12 months
- To be eligible for qualification and shortlisting, an applicant is expected to fulfil certain minimum technical and financial criteria:
  - **Technical capacity –** The applicant should have experience of five financial years, prior to the date of application, of paying or receiving payments for construction or paying for development or collection and appropriation of revenue of PPP projects in the highways* or core sectors* (with capital cost of more than ₹ 50 million).
  - **Financial capacity –** In the financial year preceding immediately, the applicant is required to have minimum net worth of the following amounts:
    - For project cost of less than ₹ 20 billion – 25% of the estimated project cost
    - For project cost between ₹ 20-30 billion – ₹ 5 billion *plus* 50% of the amount by which the estimated project cost value exceeds ₹ 20 billion
    - For project cost of more than ₹ 30 billion – ₹ 10 billion *plus* 100% of the amount by which the estimated project cost value exceeds ₹ 30 billion
- In the case of a consortium, the combined technical and financial capacity of the members is evaluated.
- The concessionaire is required to engage an experienced O&M contractor or hire qualified and trained personnel to undertake operation and maintenance activities
- No separate applications are needed for qualification for OMT projects that are part of the RFQ
- A pre-application conference is convened by NHAI, wherein applicants can seek clarifications as well as make suggestions for consideration by the authority

** As per the RFQ recently published by NHAI, the highways sector includes highways, expressways, bridges, tunnels and airfields; core sectors include power, telecom, ports, airports, railways, metro rail, industrial parks/estates, logistic parks, pipelines, irrigation, water supply, sewerage and real estate development.*

Bidding stage:

- Unlike the qualification stage, where qualification is evaluated for multiple OMT projects at one go through RFQ, bidding is carried out separately for each OMT project
- A request for proposal (RFP) is floated for every OMT project, post which the bidders (applicants qualified at the qualification stage) will be asked to submit their financial bids for the projects after detailed analysis of the project's value
- Site detail report as well as concession agreements are also given out in this stage for perusal by qualified bidders

The project is awarded to the bidder who quotes the maximum first year concession fee to be paid to NHAI or the lowest O&M support required (in case toll revenue from the project is lower than operational expenditures). Till date, all awarded projects have resulted in significant concession fees being paid by concessionaires to NHAI.

Technology used to help tolling industry:

Electronic toll collection

It is a system that enables road users to pay highway tolls electronically without stopping at the plazas, which the government plans to introduce pan-India. MoRTH has decided to roll-out ETC programmes in the country under the brand name ‘FASTag’. The applicable toll amount is deducted from a prepaid account that is linked to the FASTag. The dedicated ETC lanes will be colour-coded for immediate recognition of the ‘FASTag lanes’. This will help avoid fuel wastage, loss resulting from drivers who avoid payment and booth attendants taking their cut. It will also reduce time delays because of toll-payment, thus reducing the resistance for toll payments.

Weigh-in-motion (WIM)

It is a system integrated with toll operations to ensure users are liable for overload vehicles and to provide accurate data for charging users by their vehicle weight and type. WIM’s main purpose is to prevent road damage as these get easily damaged when overload vehicles pass over it. The Indian Road Congress has limits – prescribed to each axle - to which each vehicle can be loaded. Hence, WIM is an axle-weigher installed on the road near toll plazas, which weighs the vehicles in motion and quickens the weighing process.

Static weigh bridge (SWB)

This, too, is a weighing system integrated with toll operations to ensure users are liable for overload vehicles and to provide accurate data for charging users by their vehicle weight and type. It differs from WIM as it is used to weigh static vehicles.

Automatic vehicle counter-cum-classifier system (AVCC)

It is a system which consists of sensor devices installed in a lane to record the physical characteristics of vehicles to determine the configuration of the vehicle for the purpose of charging the user appropriately.

Operate, maintain and transfer (OMT)

The OMT concept was introduced to assure road users of adequate quality and safety. An OMT project entails a contract for the right to collect toll besides a contract for operation and maintenance of the stretch.

Scope of work for OMT contracts under MCA includes the following:

- O&M of the stretch/ section of highway
- Tolling of the section
- Construction of project facilities such as toll plazas, street lighting, medical aid posts, traffic aid posts and bus shelters
- Any major maintenance work (necessary in long-term contracts, not mandatory in short-term contracts)

This model provides consistent revenue (in terms of concession fee by private parties) to NHAI as well as just-in-time (JIT) maintenance of the project. It includes performance-based maintenance, periodic maintenance, routine maintenance (minor repairs, cleaning of carriageways, shoulders, cross drainage structures, etc.), road property management and incident management. In this type of arrangement, toll collection rights are given to the private operator which form the sole source of revenue.

Road development agencies are looking forward to generating revenue by awarding OMT contracts. Such revenue is planned to be used to upgrade other roads, and/or for maintenance of roads with low-volume traffic. OMT projects provide opportunity for firms from the private sector who are not willing to take up construction risk and cannot bring in large investments, but can take traffic risk.

From a developer’s perspective, OMT projects offer an opportunity to synergise existing projects by taking up OMT contracts on the same corridor. From an investor’s perspective, such projects are equivalent to design, build, finance, operate and transfer (DBFOT) toll-based concessions in terms of traffic risk, but without construction risk. Investments in such projects would carry benefits similar to investments in DBFOT-toll projects during the operation period.

However, OMT projects have financial liabilities, principally towards road development agencies, unlike capital-intensive DBFOT-toll projects, where the financial liabilities of the project are borne by the road development agencies as well as the lenders.

On the other hand, the ticket size of OMT projects, which is about $1/10^{th}$ the size of a DBFOT-toll project, is smaller, so a pool of such projects is required to attract larger investors. The creation of such a pool of projects has other advantages such as the hedging of traffic risk. The medium concession period in OMT projects (5-10 years) is another factor that could attract private equity funds to such schemes.

The typical bidding process for an OMT project is as follows:

Bidding process of state authorities

Like NHAI, the Bihar State Road Development Corporation (BSRDC) and the Madhya Pradesh Road Development Corporation (MPRDC) follow a two-stage bidding process (qualification stage followed by bidding stage).

In the first stage, the authorities qualify applicants through an RFQ process, based on their technical and financial strength. However, unlike NHAI, which undertakes qualification of a number of OMT projects in one single process (through an RFQ stage), qualification for every single OMT project of MPRDC and MPRDC are typically carried out separately.

In the second stage (the bidding stage), which mirrors the NHAI process, bids are invited from qualified applicants and the project is awarded to the bidder which quotes the maximum concession fee or minimum O&M support from the authority.

The Karnataka Road Development Corporation, on the other hand, follows a single-stage bidding process wherein qualification and evaluation of financial bids are undertaken.

Toll, Operate and Transfer

The TOT model is a new PPP model under consideration by NHAI to spur private participation in the roads sector. In this model, globally, the concessionaire pays a one-time concession fee upfront (lump sum) in the operations and tolling phase. The TOT concessionaire will then be allowed to operate and toll the project stretch for the concession period. Any capital improvement required may be taken up by the concessionaire as a part of the agreement in the TOT model. However, in the Indian context, these elements may be modified by NHAI.

The key differences between the tolling and TOT models are:

- In the tolling model, the concession period is typically of a shorter duration (one year for NHAI projects) whereas in the TOT model, the concession period is longer (30 years).
- In the TOT model, the concessionaire has the responsibility to operate the project stretch, which is not the case in the tolling model.
- In October 2017, the government came out with the first bundle of road projects, comprising nine road stretches.

Key initiatives and overview on HAM

MoRTH released the standard concession agreement and request for proposal for the much-awaited HAM for private-public partnerships in road construction in June 2016. HAM is a mix of EPC and BOT-annuity models.

The broad contours of the policy are:

- 40% of total project cost to be funded by the government and the remaining by the developer.
- The project cost will be linked to inflation.
- The 'construction support' is to be disbursed in five equal instalments of 8% each, and the timing of each such payment shall be linked to percentage of project cost spent by the concessionaire.
- Traffic risk will be borne by the government with developers receiving fixed annuities.
- Annuities will be linked to bank rate plus 3%.

Impact - HAM will improve private participation, project awards

Elimination of traffic risk will provide stable cash flows to developers and ensure timely debt servicing for bankers.

HAM shifts the traffic risk to NHAI from the concessionaires, with developers being provided fixed annuities based on a predetermined schedule. Debt servicing, which is generally challenging during the initial years of the concession period for BOT-toll projects, is set to become easier with the receipt of fixed annuity payments.

Elimination of traffic risk is also a positive, given the bitter experience of road developers, where actual base traffic and traffic growth were significantly lower than estimated. Typically, a two percentage point decline in traffic growth leads to 150 bps decline in projects IRRs.

Linking construction and maintenance costs to inflation and ensuring timely availability of land will mitigate cost overrun risks.

In the past, cost overruns severely impacted project returns. An analysis of projects completed between fiscals 2009 and 2014 shows a dramatic 45% cost overrun for a sample of 51 projects, aggregating to about 3,350 km. The aggregate cost overrun works out to ₹ 100 billion for these projects.

Typically, a one-year reduction in the concession period owing to project completion delays can reduce project returns by 120-150 basis points (bps). And a 10% increase in cost can lower project returns by 100 bps.

Hence, in order to address the issue of cost overruns, the government has linked construction and O&M costs to inflation. The issues related to delays in land acquisition, which have been the industry's Achilles' heel, have also been addressed with projects being awarded only after 80% of the land required is in possession of the awarding agency.

In the past, there used to be significant discrepancies between project costs quoted by NHAI and project loans taken by developers, due to the factoring in of cost overruns by developers into their own cost estimates. This posed a challenge to bankers in case of project termination as compensation was provided by NHAI only on its approved cost. With project cost being dynamically linked to inflation, the banker's risk has been reduced significantly.

Lower equity contribution requirement to increase private players' ability to bid for projects

With the government incurring 40% of the project cost, HAM calls for lower equity contribution from the developer's side (15% compared to 25% for BOT-toll projects). This is extremely beneficial, given the current weak financial position of road developers. Further, with NHAI's equity stake in the project, banker comfort in lending to the project increases significantly.

Developers' interest rate risk to reduce significantly

HAM provides for bi-annual interest rate payments to concessionaires on the reducing balance of project completion cost, at an interest rate equal to the applicable bank rate plus 3%. This significantly lowers the risk for the developer, in terms of interest rate volatility.

Low risk model to provide moderate returns

CRISIL Research expects low risk and lower capital requirements to attract private players. Hence, CRISIL Research believes developers would target returns of 11-13%, given the lower risk and assuming moderate competition. Lower competition is mainly on account of the stretched financials of many developers.

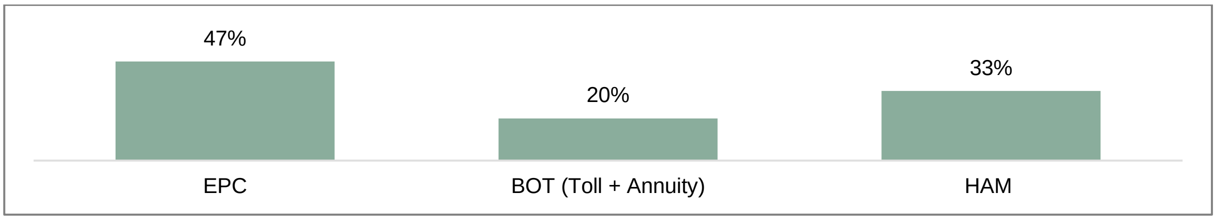
Boost private investments in national highways over next five years

CRISIL Research expects HAM tenders to increase gradually with private participation in the roads sector, which declined significantly in the past two-three years.

Because of delays in land acquisition, and caution shown by lenders in the initial phases for lending to HAM, awarding remained at 4,337 km in fiscal 2017, compared to 4,349 km in fiscal 2016. Of the total projects awarded in fiscal 2017, 2,434 km were awarded through HAM. Because of this, private participation stood at 66% in fiscal 2017. This was significantly higher than the 28% private participation seen in fiscal 2016.

Accordingly, NHAI project execution is expected to gather steam and touch 2,900 km in fiscal 2018, from 2,625 km in fiscal 2017. The share of private investments is expected to remain low because of execution driven by EPC, where entire investments are through public funds, and HAM, where 40% of investments are through public funds.

Expected investment in national highways through different models



Source: CRISIL Research

CRISIL Research expects that out of the total ₹ 4.3 trillion forecast to be invested in national highways up to fiscal 2022, ₹ 1.4 trillion will be via the HAM mode.

Overview of the TOT model: Its advantages to the government, impact and current status

Overview

The Ministry of Road Transport and Highways released the draft of the toll-operate-transfer (TOT) model concession agreement in May 2015 and the MCA in May 2016. Under the TOT model, operational national highways are transferred to private entities for an upfront fee in exchange for the right to collect toll for a fixed period.

Under the newly formulated TOT model, the National Highways Authority of India (NHAI) will transfer ownership of operational highways to private entities (the concessionaires) for a fixed period (the concession period). The concessionaire will make a one-time upfront payment (concession fee) to the NHAI in exchange for the right to collect toll on the stretch during the concession period, during which the concessionaire will be responsible for the maintenance of the road.

Key features of the TOT mode

Parameter	Detail
Concession period	30 years
Bidding parameter	Concession fee
Payment schedule	One-time upfront payment to NHAI
Responsibilities of concessionaire	Maintenance and tolling
Concessionaire revenue	Toll collected

Note: Concession period at 30 years, as per the model concession agreement released by the Ministry of Road Transport and Highways
Source: CRISIL Research

First bundle of TOT model has been awarded by NHAI in Feb 2018. It included nine road stretches, consisting of six in Andhra Pradesh and three in Gujarat. NHAI's expected concession value for the entire bundle was ₹ 62.6 billion. The first bundle received four bids, of which the highest bidder quoted ₹ 96.8 billion. The bidder is yet to receive appointed date for the project

Key budget announcements for roads sector

Key budget proposals

- Total capital expenditure in fiscal 2019 higher than fiscal 2018 RE by 10.25% and BE by 7%.
- Cess on petrol and diesel increased to cover other infrastructure segments, too.
- Capital outlay for NHAI increased by modest 10% over fiscal 2018 BE and RE.

- PMGSY allocation unchanged at fiscal 2018 BE level.

Budget impact

- With only 10% increase in NHAI's capital outlay and a stagnant private investment scenario, awarding and execution momentum in NHAI projects will show limited improvement.
- Road cess has been increased from ₹ 6 per litre to ₹ 8 per litre. Further, its scope has been widened to cover the entire infrastructure industry.
- fiscal 2018 saw only one bundle of nine projects being floated under TOT; comparatively larger number of projects can be expected to be awarded in fiscal 2019.
- NHAI might raise funds from its operational assets via InvITs, depending on the bidding for the first few TOT bundles.

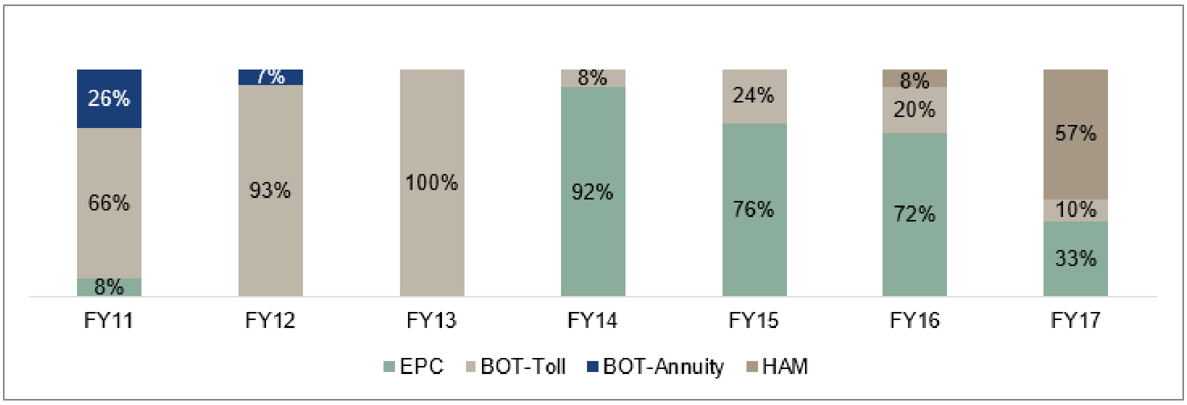
Review of investment in NHAI projects

The National Highways Authority of India (NHAI) awards projects under different modes – engineering, procurement and construction (EPC), build-operate-transfer (BOT), and the recently introduced hybrid annuity model (HAM). In the past two years, BOT projects have lost out to EPC projects as the latter requires limited upfront capital and involves lower risk.

Since fiscal 2014, cash contracts have dominated NHAI's awarding as a result of the low appetite of road players for BOT projects.

To boost private participation further, the government introduced HAM in fiscal 2016, wherein 40% of the total project cost is funded by the government and the remaining by the private developer. The equity requirement in these projects is only 12-15% of the project cost, which is much lower than a BOT project. Moreover, the developer is immune to traffic, inflation and interest rate risk. This model took off at a slower-than-expected pace in fiscal 2016 and only about 350 km were awarded, mostly due to the apprehensions of various stakeholders towards a new, untested model. However, the participation of players in these projects improved significantly towards the end of fiscal 2016. Almost half of the total length awarded in fiscal 2017 was via HAM.

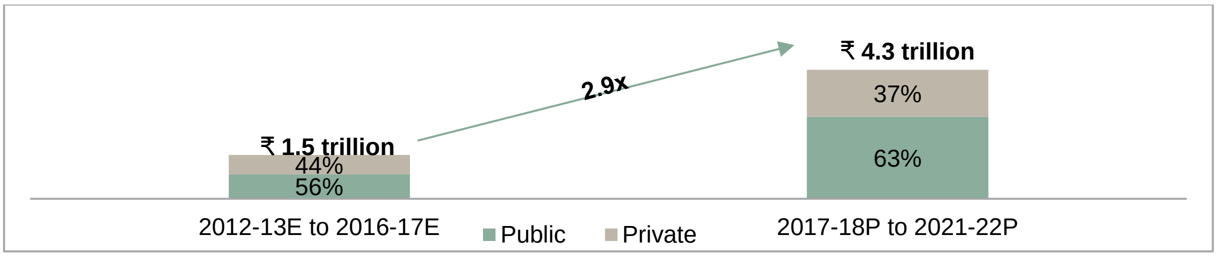
NHAI awarding trend: Significant change in past few years



Source: NHAI, CRISIL Research

CRISIL Research expects an investment of ₹ 4.3 trillion in national highways between fiscals 2018 and 2022, up 2.9 times compared with the past five years. Notably, the government will account for more than half of the investment. With EPC and HAM execution dominating in the medium term, CRISIL Research believes the funding needs for agencies such as the NHAI will rise substantially.

Financing of National Highways



Source: NHAI, CRISIL Research

Construction of BOT projects usually begins 8-12 months after the projects are awarded. The time lag is much longer in the current scenario as players take more time to achieve financial closure. On the other hand, construction of EPC projects can start within two-four months. About 70% of projects have been awarded under the EPC mode since fiscal 2014. This will support execution over the next two-three years. Additionally, new players entering the HAM space and pick-up of stalled projects will maintain the pace of execution. Execution of HAM projects is expected to start almost as quickly as in EPC projects as lenders are becoming familiar with the model and several HAM projects have achieved financial closure.

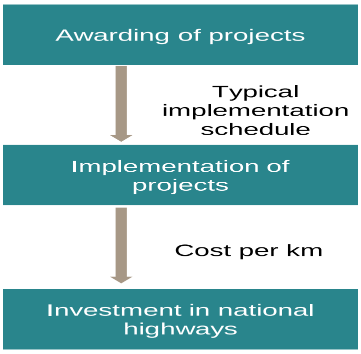
As a result, execution of projects by NHAI improved significantly in fiscals 2016 and 2017. In fiscal 2017, projects of 2627km were executed, which was close to a 20% rise on-year.

Methodology

CRISIL Research has estimated investments in national highways through a detailed approach. To estimate the number of projects being awarded, CRISIL Research has maintained a list of upcoming projects in various National Highways Development Programme (NHDP) phases, along with the length and location (state) of the project. Projects have been bucketed year-wise, based on their likelihood of being awarded, which depends on how attractive the project is, in terms of location.

The more attractive projects are expected to be awarded first. However, to estimate projects to be awarded in fiscal 2017, tenders released by the NHAI on its website have been factored in. This helps us arrive at a more accurate figure on phase-wise length. The final numbers arrived at for the next five years have been vetted with the NHAI and developers to know if the estimate is realistic and achievable.

Steps in estimating investments



CRISIL assumes a typical implementation schedule of 3-4 years from the time of the award. The schedule has been calculated based on projects completed in the recent past and from the understanding gained through interactions with industry participants. In this manner, CRISIL Research has arrived at the length to be executed over the next five years.

Finally, to estimate investment required over the next five years, the length to be executed in each NHDP phase has been multiplied by the phase-wise cost per km. The phase-wise cost per km is taken as the average cost per km for recently completed projects. This has also been cross-checked with the NHAI and developers.

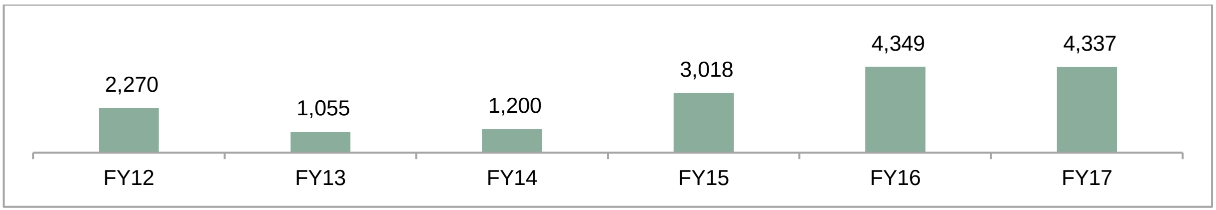
Year-wise break-up of total length awarded (over past four–five years)

The NHAI awarded projects of close to 4,200 km in fiscal 2016 and 4,337 km in fiscal 2017 because of improved participation in HAM and BOT projects as new players entered this space. However, EPC will continue to dominate and grow as budgetary allocations to the NHAI go up in fiscal 2018.

This is well below the target of 15,000 km set by the Ministry of Road Transport and Highways (MoRTH) for fiscal 2018, mainly because of issues involving land acquisition and environmental clearances.

CRISIL expects momentum in the highways sector to build up owing to: a) Completion of the remaining length of the NHDP programme, b) new projects such as Bharat Mala, c) upgradation of state highways to national highways, d) four-laning of national highways, and e) the Pradhan Mantri Gram Sadak Yojana.

NHAI awarding (km)



Source: NHAI, CRISIL Research

NHAI awarding on per day basis

Year	NHAI	
	Awarding (km)	Per day basis (km)
Fiscal 2012	2270	6
Fiscal 2013	1055	3
Fiscal 2014	1200	3
Fiscal 2015	3018	8
Fiscal 2016	4349	12
Fiscal 2017	4337	12

Source: NHAI, CRISIL Research

Lane upgradation of national highways over the past four-five years

There has been an upgradation in terms of lanes in national highways, which have gone from being single-lane and double-lane to four lanes. Single-lane roads decreased from 30% in fiscal 2009 to 24% in fiscal 2013. Double-lane roads reduced from 53% in fiscal 2009 to 51% in fiscal 2013, while four-lane roads have increased from 17-24% in the same period.

Percentage of national highways in terms of width

Width of carriageway	National highway length (Fiscal 2011)		National highway length (Fiscal 2012)		National highway length (Fiscal 2013)		National highway length (Fiscal 2016)*	
	(km)	(%)	(km)	(%)	(km)	(%)	(km)	(%)
Four/ six/ eight lane	16,187	22.8	17,700	24.7	19,128	24.2	24,687	25.0
Two lane	36,995	52.2	38,536	53.7	40,658	51.4	n.a.	n.a.
One lane	17,752	25.0	15,536	21.6	19,330	24.4	n.a.	n.a.
Total	**70,934**	**100.0**	**71,772**	**100.0**	**79,116**	**100.0**	**100,475**	**100.0**

Note: Data for fiscal 2014 and fiscal 2015 is not available
**Up to December 2015*
Source: PIB, CRISIL Research

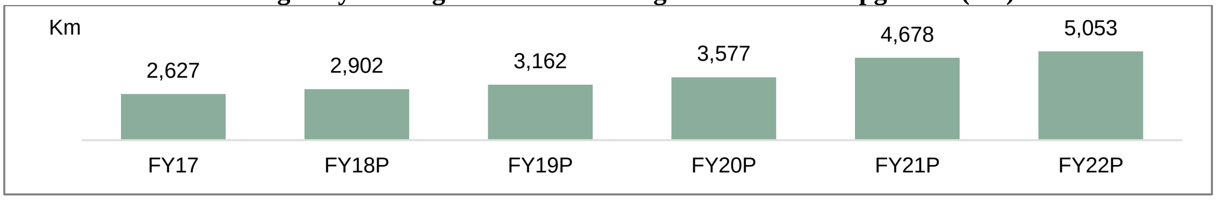
Outlook on national highways – construction/upgrade (fiscal 2017 to 2022)

Execution of NHAI projects declined for the second consecutive year in fiscal 2015, by 11% to 1,691 km. In fiscal 2016, it increased to 2,196 km and stood at 2,627 km in fiscal 2017.

Construction of BOT projects usually begins 8-12 months after being awarded. In the current scenario, the time lag is much longer as players take more time for financial closure. On the other hand, construction of EPC projects can start within two-four months. About 70% of projects have been awarded under the EPC mode since fiscal 2014 and this will support execution over the next two-three years. Additionally, new players entering the BOT and HAM space, and pick-up of stalled projects will maintain the pace of execution. Also, new projects such as

Bharatmala and state highways being notified as national highways will support execution in the last two years of the five-year period.

Execution of national highways through NHAI: Total length constructed/ upgraded (km)



P: Projected
Source: NHAI, CRISIL Research

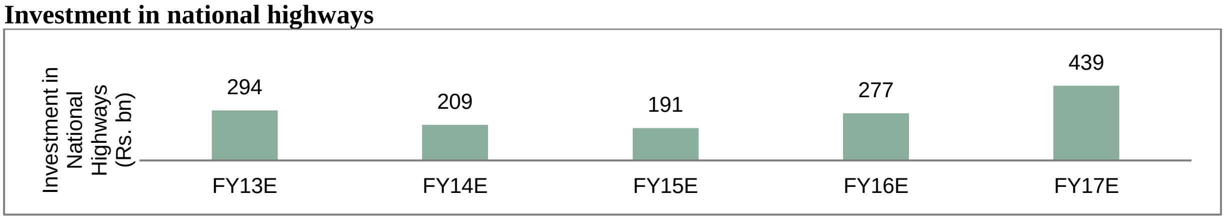
Total length constructed/ upgraded on per day basis

Year	NHAI	
	Execution (km)	Per day basis (km)
Fiscal 2013	2481	7
Fiscal 2014	1628	4.5
Fiscal 2015	1576	4.3
Fiscal 2016	2196	6
Fiscal 2017	2628	7.2

Source: NHAI, CRISIL Research

Year-wise estimated investments on national highways, including NHAI projects from MoRTH

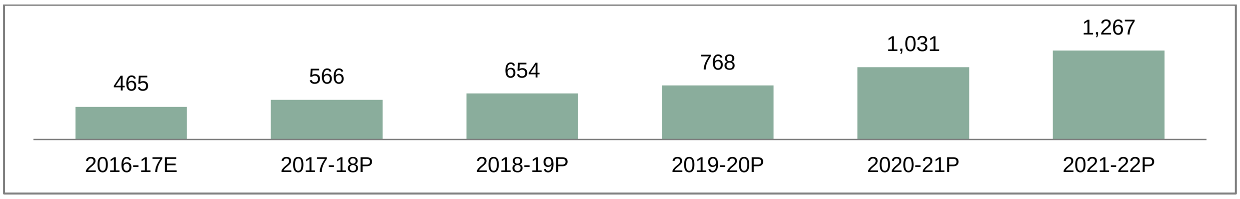
Investment in national highways



Source: CRISIL Research

Projected investments in national highways over Fiscal 2018 to Fiscal 2022

Investment in national highways (₹ billion)



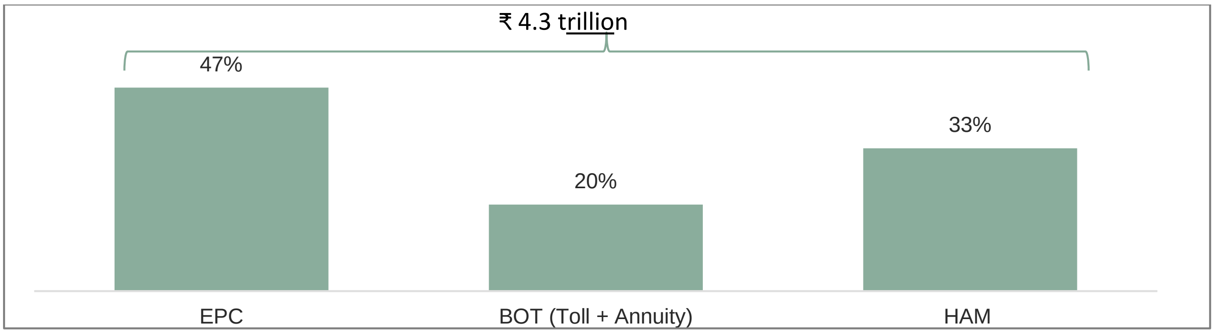
Source: CRISIL Research

Estimated investment break-up between EPC and BOT projects for national highways

The EPC space remains highly competitive, while BOT projects find few takers. Contrary to HAM, the EPC space, which resurged from fiscal 2014, remains highly competitive with 15-16 bids on average per project since then, and most projects being awarded in line or below the benchmark cost. The inability of players to infuse equity in BOT projects has led to a higher participation in EPC projects.

Competition in BOT projects has narrowed significantly over the past two years. As against fiscal 2012, when there were 25-30 bidders for most projects, currently there are only 3-4 bidders. With competition remaining moderate, CRISIL Research does not expect bidding to be aggressive and irrational as in the past.

Share of estimated investment of EPC and BOT projects for national highways (Fiscal 2018 to Fiscal 2022)



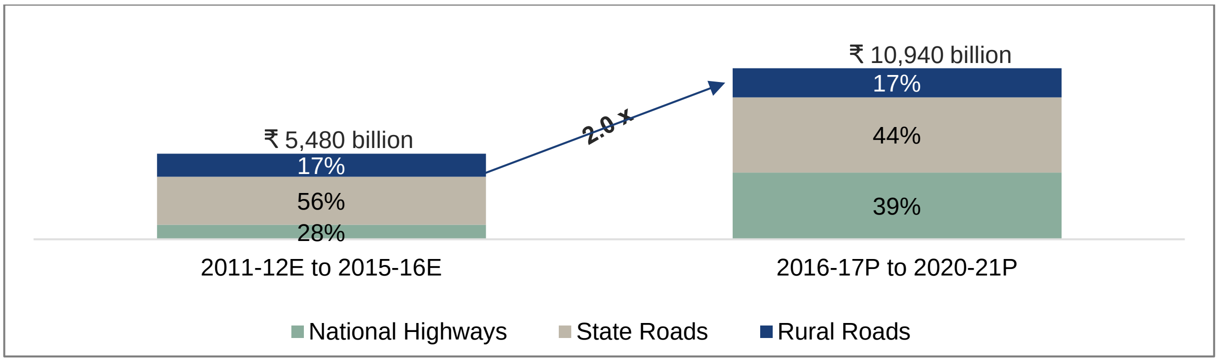
Source: CRISIL Research

In the past 3-4 years, projects have predominantly been awarded under the EPC and HAM mode. This trend is expected to continue in the near future.

Key factors driving investment growth in national highways

CRISIL Research expects investment in road projects to grow at a healthy pace during the next five years, led by the government's focus on infrastructure-related sectors. Investment would largely be driven by expenditure on national highways and rural roads as a result of greater budgetary support. However, the current targets set for the sector may be too optimistic, even with the increase in the budget allocation.

Share of investment across road categories



Source: CRISIL Research

The revival, which began with the NHAI awarding 3,091 km of highway projects in fiscal 2015, almost double the 1,522 km awarded in the preceding year, carried through into fiscal 2016, with awarding by the NHAI rising 40% on-year. Non-NHAI projects awarded by various other departments of the MoRTH also rose substantially in fiscal 2017. Notably, the government will account for more than half of the investments in the next five years.

To boost private participation further, the government introduced HAM in fiscal 2016, wherein 40% of the total project cost is to be funded by the government and the remaining by the private developer. The equity requirement in these projects is only about 12-15% of the project cost, which is much lower than a BOT project, and the developer is immune to traffic, inflation and interest rate risk. In fiscal 2016, this model took off at a rather slower-than-expected pace and only 350 km were awarded mostly due to the apprehensions of various stakeholders towards a new, untested model. However, the participation of players in these projects improved significantly towards the end of fiscal 2016. In fiscal 2017, more than half of the total length awarded was via HAM mode.

Private investment in national highways is likely to be lower than in the past five years, as most developers are struggling with weak financials and are, therefore, unable to bid for BOT projects. Hence, almost 60% of the projects awarded by the government in the previous three fiscals were in the EPC mode. Balance-sheet stress remains high among many players and a few may not participate in future opportunities, given that many major road players are now going through strategic debt restructuring. Some of the options for a gradual uptick in private road participation are InVIT and the National Investment and Infrastructure Fund (NIIF), which are yet to evolve.

Private equity transactions in recent years

HAM will increase private participation in the medium term. However, to sustain private participation in the long term, divestment of assets is vital. Sales of several large assets are underway. However, most of the sales are by debt-ridden companies who are under pressure from lenders to sell their assets and use the proceeds to pare their debt.

Recent key transactions

Seller	Asset	Date of signing agreement	Buyer	Selling price (₹ million)
NCC & Gayatri Projects	Western UP Tollway	January 2016	Cube Highways and Infrastructure Pte Ltd	5,750
NCC & Soma Enterprises	Bangalore Elevated Tollway	February 2016	IDFC Alternatives	n.a.
GMR Infra	Entire stake in GMR OSE Hungund Hospet Highways	March 2016	Oriental Structural Engineers	11,629
GVR Infra	Entire stake in Ashoka GVR Mudhol Nipani Roads Limited (AGMNRL)	June 2016	Ashoka Buildcon	357
KNR Constructions Ltd	Patel KNR Infrastructure Ltd and Patel KNR Heavy Infrastructure Ltd	November 2016	Essel Infraprojects Ltd	8,500
GR Infra	Reengus-Sikar Expressway and Shillong bypass	January 2017	IDFC Alternatives	3,300
ITNL	Andhra Pradesh Expressways Ltd	March 2017	Cube Highways and Infrastructure Pte Ltd	1,404
Dilip Buildcon	24 Assets	August 2017	Shrem Group	16,000
KMC & BSCPL	Seemapuri Expressway & Rayalaseema Expressway - AP	September 2017	Brookefield Asset Management	19,000
Madhucon Projects	4-5 toll roads	September 2017	Brookefield Asset Management	20,000
Guruvayoor Infra pvt ltd	Thrissur Angamali	November 2017	BRNL	970
IVRCL	Salem tollways & Kumarapalayam tollways	December 2017	Cube Highways and Infrastructure Pte Ltd	7,250

Source: CRISIL Research

National Highway Development Programme

Current status and overview

Execution of NHAI projects increased to 7.2 km per day in March 2017 from 5.6 km per day in July 2016. As of March 2017, 57% of the 46,200 km roads under NHDP were completed, 22% were being constructed / upgraded, with the remainder yet to be awarded. The total cost incurred as on October 31, 2014, was ₹ 2,245 billion.

NHDP phase-wise status (as on March 31, 2017)

	Unit	GQ	NS&EW Phase I &II	Phase III	Phase IV	Phase V	Phase VI	Phase VII	Total
Total length	km	5,846	7,142	11,809	13,203	6,500	1,000	700	46,200
Completed till date	km	5,846	6,563	7,507	3,773	2,544	-	22	26,255
Completion rate as % of total	*%*	*100.0*	*91.9*	*63.6*	*28.6*	*39.1*	*-*	*3.1*	*56.8*
Completion from April 1, 2016 - Mar 31, 2017	km	0	227	864	1,619	224	-	19	2,953
Under implementation (UI)	km	0	305	2,357	6,373	1,424	184	94	10,737
UI as a % of total	*%*	*0.0*	*4.3*	*20.0*	*48.3*	*21.9*	*18.4*	*13.4*	*23.2*
Balance length for award (BFA)	km	0	274	1,945	3,057	2,532	816	584	9,208
BFA as a % of total	*%*	*0.0*	*3.8*	*16.5*	*23.2*	*39.0*	*81.6*	*83.4*	*19.9*
Cost incurred so far *	₹ billion	321	652	850	97	307	1	17	2,245
* Cost as on Oct 31, 2014									

Notes: Phase IV's total length is 20,000 km. However, length under NHAI is 13,203 km.

Outlook on investments in national highways

Investments in national highways to log 18% CAGR over next five years

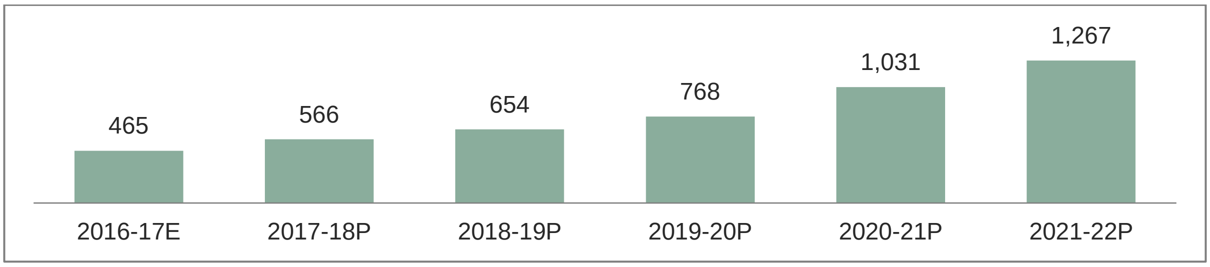
Summary: Outlook on national highways

	Fiscal 2017E	Fiscal 2018P	Fiscal 2019P	Fiscal 2020P	Fiscal 2021P	Fiscal 2022P
Year-wise estimated investment (₹ billion)	458	566	654	768	1031	1267
Year-wise break-up of total length awarded (KM) by NHAI	4,337	5,280	6,278	6,500	6,750	7,020
Total length constructed/ upgraded (KM) by NHAI	2,625	2,902	3,162	3,577	4,678	5,053

E: Estimated, P: Projected
Source: CRISIL Research

CRISIL Research expects investments of ₹ 4.3 trillion between fiscals 2018 and 2022. Further, national highway investments are expected to almost 2.3 times over the next five years, from ₹ 439 billion in fiscal 2017 to ₹ 1,042 billion in fiscal 2022.

National highways: Year-wise investments (₹ billion)



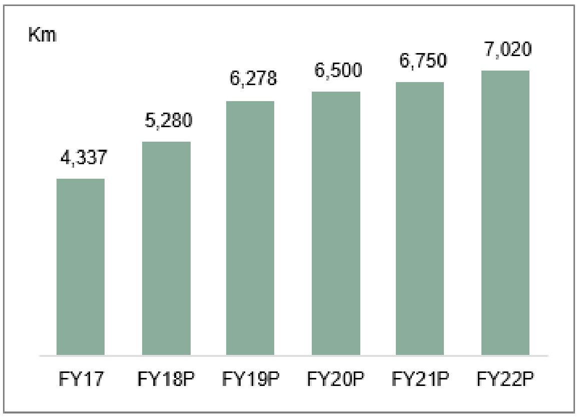
P: Projected
Source: CRISIL Research

The pace of highway construction quickened in fiscal 2017 on sustained thrust by the government. Issues such as delays in land acquisition and environmental clearances, tendering of projects with low traffic density and players' weak financials that held back the sector between fiscals 2012 and 2014, are now being actively addressed by the government.

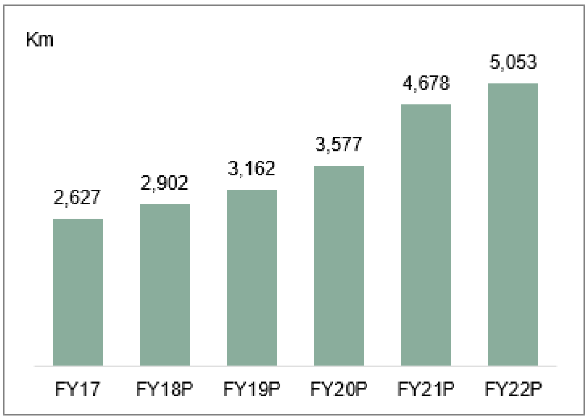
The revival, which began with NHAI awarding 3,091 km of highway projects in fiscal 2015, almost double the 1,522 km awarded in the preceding year, was carried through into fiscals 2016 and 2017. Non-NHAI projects awarded by various other departments of the Ministry of Road Transport and Highways also rose substantially in fiscal 2017. Between fiscals 2018 and 2022, CRISIL Research expects the length of roads upgraded/constructed to increase at a 15% CAGR.

Awarding of national highways projects has been severely hampered over the past few years by several issues: delay in land acquisition and environmental clearances, offer of more stretches with low traffic density, and players' weak financials. To clear the logjam, the NHAI terminated 43 stalled projects (awarded in fiscals 2011 and 2013). To put execution back on track, the agency has also re-awarded 1,000 km of the terminated projects. Moreover, in the past year and a half, the government announced a host of policy changes that have been detailed in section 3.6, to reduce delays in project execution. Consequently, CRISIL Research expects the total length awarded to rise at a CAGR of 8% over the next five years.

Year-wise break-up of total length to be awarded (km)



Length upgraded/ constructed (km)



P: Projected
Source: CRISIL Research

Private participation is expected to increase over the next two years, with more HAM projects awarded. Yet, in the near term, 50% of projects will continue to be awarded on an EPC basis. With most policy hurdles cleared, awarding improved in fiscals 2016 and 2017. After two years of decline, execution of national highways improved, aided by reduction in delays due to reform measures and higher budgetary support.

From fiscal 2018 to 2022, CRISIL Research expects the NHAI to award more than 31,800 km of projects. With BOT projects losing favour among developers in the past two years, the NHAI has been awarding more projects through the EPC route. CRISIL Research believes that EPC projects would attract higher player interest, as they require limited upfront capital and involve lower risk compared with BOT projects. Moreover, the regular milestone payments from NHAI would provide developers with some cash flow.

The Central Government has cleared a new umbrella project, named Bharatmala Pariyojana. It envisages to build 65,000 km of highways, along with 10,000 km in the existing NHDP programme, with a focus on new initiatives such as development of border and international connectivity roads, coastal and port connectivity roads, national corridors efficiency improvement and economic corridors. It is expected to be taken up in phases, with the first phase expected to kick off soon, comprising construction of 34,800 km of highways.

FDI norms for the roads sector

In December 2014, the Ministry of Commerce and Industry revised the FDI policy for construction development projects, including roads. Some major changes introduced in the policy are:

- 100% FDI under the automatic route.
- In case of construction development projects, the minimum area to be developed was reduced to 20,000 square meter from 50,000 square meter.
- The minimum capital required to be brought in was reduced to $5 million from $10 million.
- Investors will be permitted to exit from the project on completion or after the development of trunk infrastructure, i.e., roads, water supply, street lighting, drainage and sewerage.

Review and outlook of funding for national highways

Road projects in India have largely been financed through public funds. State and rural roads are mainly funded by the government, while there is significant private sector participation in national highway projects.

NHDP is funded by the NHAI through:

- Government budgetary support.
- Dedicated accruals under the Central Road Fund.
- Multilateral agency borrowings or lending by international institutions: World Bank, Asian Development Bank (ADB), Japanese Bank of International Cooperation (JBIC).

- Private financing under PPP.
- Market borrowings in the form of NHAI bonds.
- National Investment and Infrastructure Fund.
- Others: Toll revenue and premium.

Government budgetary support

The Central Government's support to the NHAI is primarily in the form of yearly budgetary allocations. The government created a non-lapsable dedicated fund for NHDP, by levying a cess on high-speed diesel and petrol at the rate of ₹ 2 per litre, under the Central Road Funds Act, 2000. In the Union Budget 2015-2016, the cess on every litre of petrol and high-speed diesel sold was hiked to ₹ 6. The allocation framework of the new road cess has not been released by the government. The previous guidelines for allocation of road cess were as follows:

Of the ₹ 2 per litre collected on petrol and diesel each, ₹ 1.50 was allocated as below:

- 50% of the cess on high-speed diesel (HSD) for development of rural roads.
- 50% of cess on HSD and the entire cess collected on petrol were thereafter allocated as follows:
    - 57.5% towards development and maintenance of national highways.
    - 12.5% for construction of roads under or over bridges and safety works at unmanned railway crossings.
    - 30% on development and maintenance of state roads. Of this amount, 10% was kept as a reserve by the Central government for allocation to states for the implementation of state road schemes of inter-state connectivity and economic importance.
- The remaining cess of ₹ 0.50 per litre was allocated for development and maintenance of national highways.

Dedicated accruals under CRF

Over the past 10 years, the cess fund has been the major source of finance for NHAI, meeting 50% of its requirement. In the Union Budget 2015-2016, the road cess on petrol and diesel was tripled to ₹ 6 per litre each. In fiscal 2017, the NHAI was allotted ₹ 121 billion. However, based on the revised estimates, only ₹ 74 billion was released. For fiscal 2018, ₹ 154 billion has been allotted to the NHAI.

Multilateral agency borrowings

Funds from multilateral agencies have been a key constituent of the funding structure of various road projects. Various agencies such as the World Bank, ADB and JBIC have sanctioned nearly ₹ 150 billion worth of grants and loans over the past 10 years towards NHDP. The World Bank has been providing financial assistance in Andhra Pradesh, Gujarat, Assam, Himachal Pradesh, Karnataka, Kerala, Mizoram, Odisha, Punjab, Tamil Nadu and Uttar Pradesh. The ADB has plans to provide assistance to road projects in Jharkhand, Chhattisgarh, Madhya Pradesh and Rajasthan. These are primarily EPC projects as most of the projects are state roads and rural roads that are financially unfeasible for PPP projects.

Private financing through PPP

The common forms of PPP in India that have been used for development of national highways are:

- Build, operate and transfer (toll) model
- Build, operate and transfer (annuity) model
- Operate, maintain and transfer model

The government has put in place an appropriate policy, institutional and regulatory mechanisms, including a set of fiscal and financial incentives, to encourage private sector participation in roads. To further augment flow of funds to the sector and encourage private sector participation, the government has undertaken several initiatives, including:

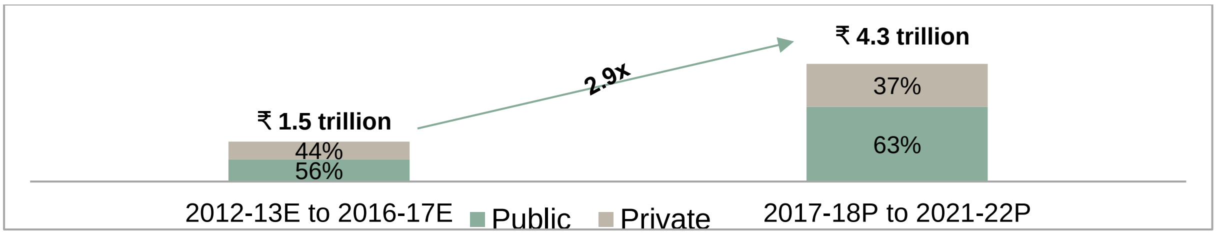
- Declaration of the roads sector as an industry in fiscal 2015;
- Provision of capital grants subsidy of up to 40% of project cost to enhance the viability of projects on a

case-to-case basis in fiscal 2011;

- Allowing duty-free import of certain identified high-quality construction plants and equipment;
- Providing 100% tax exemption in any consecutive 10 years within 15 years after completion of construction, provided the project involves addition of new lanes from fiscal 2015;
- Provision of encumbrance-free site for work, i.e., the government will meet all expenses relating to land and other pre-construction activities;
- Foreign direct investment up to 100% in the roads sector; and
- Amendments to the MCA in September 2015.

Between fiscals 2018 and 2022, CRISIL Research expects an investment of ₹ 4.3 trillion, up 2.9 times compared with the past five years. Notably, the government will account for over half of the investments.

National highways: Public and private investments



E: Estimated; P: Projected
Source: CRISIL Research

Market borrowings: Generated primarily through NHAI bonds

In the past, market borrowings for national highway projects mainly took the form of capital gain bonds raised by the NHAI. In the Union Budget 2011-2012, however, the NHAI was also allowed to issue ₹ 100 billion of tax-free bonds, which were introduced in the market in December 2011, and were fully subscribed. For fiscal 2014, the NHAI obtained the finance ministry's approval to raise ₹ 50 billion tax-free bonds. The NHAI primarily depends on market borrowings, which includes masala bonds, borrowings from institutional investors such as LIC and EPFO, and monetisation of road assets through toll-operate-transfer model. In May 2017, the NHAI launched masala bonds on the London Stock Exchange, raising ₹ 30 billion. Apart from this, the National Infrastructure Investment Fund (NIIF) is also one the novel methods that can be utilised by the government for funding, which will entail investments from foreign investors as well.

Toll revenue: Vital source of funding

The central and state governments levy fees/tolls on bridges and bypasses, national highways and state roads. Increasingly, toll revenue is becoming a vital source for funding road projects. Toll revenue for NHAI has risen a significant 25% over the past five years, with the completion of several annuity and cash projects.

Premiums: Inflows take a hit because of a large number of terminated projects

A premium is a fixed amount paid by a developer annually to NHAI as revenue share in a BOT-toll project. It increases 5% per annum until the end of the concession period.

The share of projects awarded on a premium basis had increased to 68% in fiscal 2012 from 22% in fiscal 2009. However, such projects also accounted for 60% of stalled projects and projects terminated by NHAI. Moreover, the government approved 'premium rescheduling' for projects where toll collections are insufficient to meet cash outflows. Hence, CRISIL Research expects the aggregate premium collected by NHAI to be subdued over the next five years.

Overview of Bharatmala Pariyojana

Current status

Bharatmala Pariyojana (BMP) is the new umbrella scheme, which is expected to supersede the existing NHDP. The programme envisages to construct about 65,000 km of highways, under the following categories: National corridor (North-South, East-West and Golden Quadrilateral), economic corridors, inter corridor roads, feeder roads, international connectivity, border roads, coastal roads, port connectivity roads and expressways. This will include 4,800 km of the existing NHDP programme.

The programme estimates to construct 24,800 km under various categories of BMP and the balance 10,000 km of NHDP up to fiscal 2022. The government has pegged overall investments for these projects along with other ongoing schemes such as national highways (original), Special Accelerated Road Development Programme – North East (SARDP-NE), Externally Aided projects (EAP) and Left-Wing Extremism (LWE) projects, at about ₹ 6.9 trillion and estimates mobilisation of about ₹ 3.8 trillion from its traditional sources such as Central Road Fund, toll collections, budgetary support and the newly introduced Toll-Operate-Transfer (TOT) route. The balance funds will be sourced from market borrowings, including funds from institutional investors such as LIC, EPFO, and private funds.

Under the programme, the approval process for projects has also been fast-tracked, with the NHAI Board possessing the authority to approve most of the projects while PPP projects with civil cost (i.e. not containing land acquisition cost) of more than ₹ 2,000 crore and EPC projects having civil cost more than ₹ 1,000 crore will require approval from Cabinet Committee on Economic Affairs (CCEA). Growth and investment potential

The BMP envisages construction of 34,800 km of highways, a large portion of which will have to be constructed over fiscal 2020 to 2022. This is three times of what has been constructed in the last five years.

Also, the funding requirement for the project is significant at ₹ 6.9 trillion, of which, only ₹ 3.8 trillion is expected from budgetary and NHAI funding sources. The remaining amount of ₹ 3.1 trillion will have to be raised through NHAI's market borrowings and private funds including bank debt. So far, NHAI has raised ₹ 560 billion in the past five years from capital gains bonds, tax-free bonds and another ₹ 135 billion from LIC and EPFO.

Bank credit exposure to the roads sector is already high at ₹ 1.7 trillion and the financial position of the larger players is stretched, limiting their ability to infuse equity for new projects. Thus, the ability of the government to mobilise the balance ₹ 3.1 trillion required for BMP from these sources remains a monitorable.

Also, most of the larger companies that used to participate in the roads sector actively have been passive on account of sustained financial distress, thus limiting the participation to mid-sized players in the past two years. How these players execute the projects and implement the reforms initiated by the government will determine their eligibility to be a part of this programme.

STATE ROADS: REVIEW AND OUTLOOK

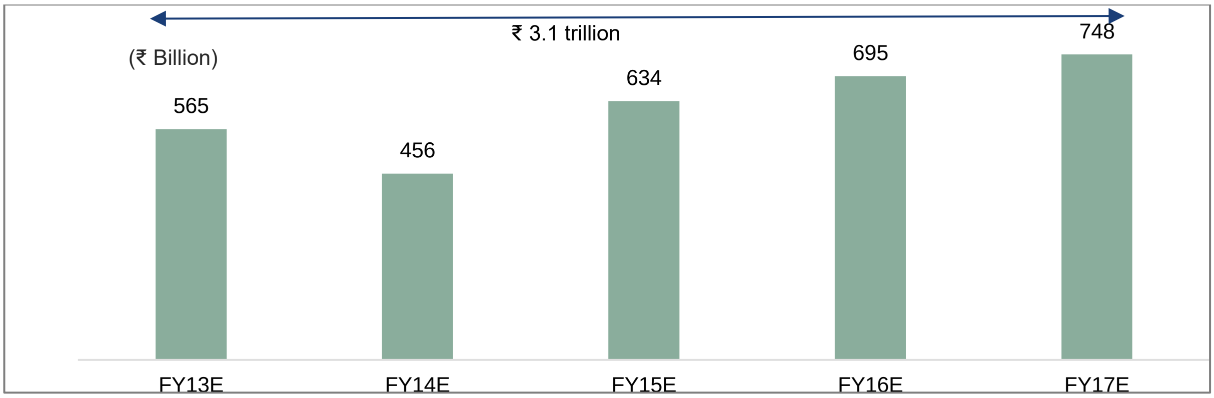
Review of investments – Fiscal 2013 to Fiscal 2017

State roads (which include highways, major district roads and rural roads that do not enter the purview of the Pradhan Mantri Gram Sadak Yojana, or PMGSY) comprise 18% of the country's total road network and handle 40% of road traffic. They play an important role in the economic development of mid-sized towns and rural areas, and aid industrial development by enabling movement of raw material and products to and from the hinterland.

Over the past few years, many state governments such as Uttar Pradesh, Gujarat, Maharashtra and Tamil Nadu have allocated a significant portion of their budgets for developing roads. Through this period, the central government's contribution to state roads through the Central Road Fund (CRF) has remained more or less constant. Currently, 15-16% of the total investment in state road projects is channelled through the public-private partnership (PPP) route.

A total investment of ₹ 3.1 trillion was made in state roads between fiscals 2013 and 2017.

State roads: Overall investments

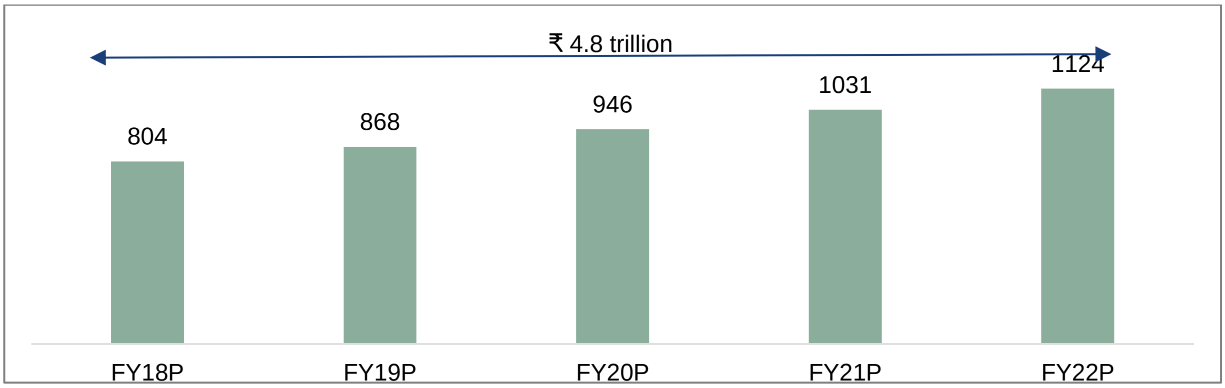


Note: State roads includes state highways and other district roads
Source: CRISIL Research

Projected investments in state roads – Fiscal 2017 to Fiscal 2022

The total investment in state roads between fiscals 2017 and 2021 is expected to be ₹ 4.4 trillion. CRISIL Research expects private participation in state road projects to remain steady in future, too. Gujarat, Madhya Pradesh, Maharashtra, and Rajasthan are expected to lead the way in implementing state highway projects through the PPP route.

State roads: Outlook on year-wise investments (₹ billion)



P: Projected
Source: CRISIL Research

OVERVIEW OF RAW MATERIALS FOR ROAD CONSTRUCTION

The bituminous or flexible pavement is made up of five layers –

Sub-grade: It forms the bottom layer of a flexible pavement and involves leveling of the ground surface. Materials used in leveling the ground surface are aggregates (soil, rocks and clays). In case of elevated roads, compaction of the material also needs to be carried out. Subgrade accounts for about 5 per cent of the total cost incurred in constructing the road. The thickness of this layer is highest at around 500 mm with a width of around 10 m for a two lane road.

Granular sub-base (GSB): The GSB layer is laid after the subgrade. It consists of laying and compacting aggregates such as stones, soil, sand, small size metals, etc. This layer is built to provide strength to the road and bear the load of the traffic. The thickness of this layer may vary between 100mm - 250mm depending upon the level of traffic for which the road is designed. Cost of constructing the GSB layer is 12 per cent of the total cost of constructing a bituminous road.

Wet mix macadam (WMM): WMM layer is laid over the GSB layer. Within this layer, various materials such as stone aggregates, moorums, dust and sand are bound using some water and bitumen. The thickness of this layer varies from 200 mm-300 mm. Cost of constructing this layer is 13 per cent of the total cost of constructing a bituminous road.

Dense bituminous macadam (DBM): DBM comprises coarse aggregates and bitumen. Presence of bitumen in layers reduces the permeability of roads. It also provides the road some flexibility when subjected to weight. The purpose of this layer is to provide strength to the road and provide coarse surface which can hold the fine aggregates laid on the top layer. The thickness (depth) of the layer varies between 50mm - 200mm but is always greater than or equal to the top layer i.e. Bituminous Concrete.

Bituminous concrete (BC): BC is the top-most layer in a flexible pavement. It consists of fine aggregates and bitumen. The thickness of this layer also, varies from 50 to 200 mm, depending upon the design of the pavement. This layer has higher proportion of bitumen as compared to DBM. High cost of bitumen as compared with other inputs makes BC as the most expensive layer of a flexible pavement.

Out of the total cost of bituminous pavement, DBM and BC are costlier than other layers, primarily due to the high cost of bitumen which is a key constituent in these layers.

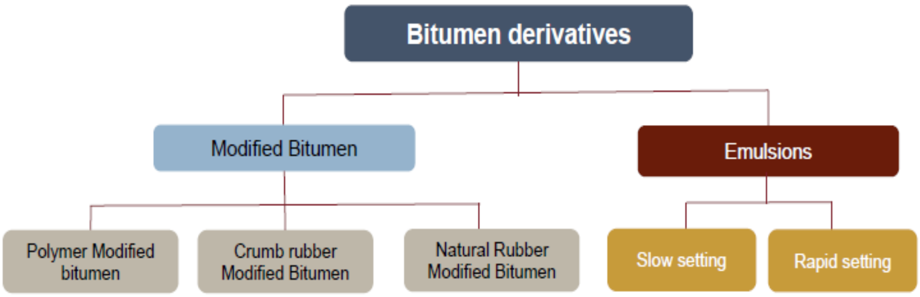
The bitumen derivatives market in India

Bitumen is either a viscous liquid or a solid, made up essentially of hydrocarbons and their derivatives. It is black or brown in colour and possesses waterproofing and adhesive properties. It is produced by removing the lighter fractions (such as liquid petroleum gas, petrol, and diesel) from heavy crude oil during the refining process. It is also found as a natural deposit or as a component of naturally occurring asphalt.

Bitumen is obtained as the last residue in fractional distillation of crude oil. In petroleum refinery, products such as liquefied petroleum gas, naphtha, kerosene, diesel, etc. are separated through fractional distillation. The heaviest material obtained from the process is further treated and blended to make different grades of bitumen.

Bitumen derivatives can be classified broadly as modified bitumen and emulsions. Additives or blends of additives are added to bitumen to manufacture derivatives. Types of bitumen derivatives available in the market are - polymer modified bitumen, crumb rubber modified bitumen, natural rubber modified bitumen, and emulsions.

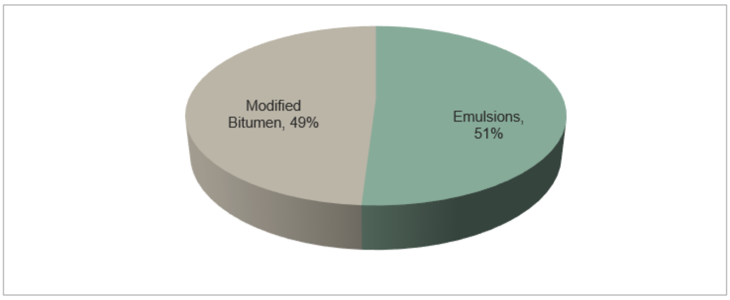
Bitumen Derivatives



Source: CRISIL Research

Bitumen derivatives are largely used on national highways and some state road projects. Modified bitumen usage is recommended in regions of extreme climatic conditions (high temperature variation between day and night, heavy rainfall, etc.) and heavy traffic. It improves the durability of roads, provides higher resistance to spreading of cracks and permanent deformation, thereby lowering maintenance requirement.

Breakup of the bitumen derivatives market



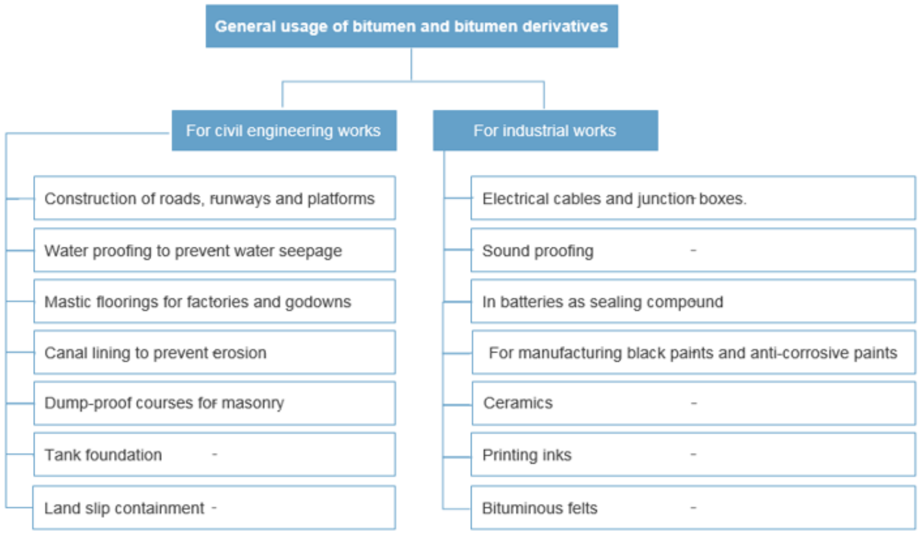
Source: Industry

Bitumen emulsion: It is a free flowing liquid at ambient temperature. It is a stable dispersion of tiny droplets of bitumen or bituminous binder in an aqueous medium. Bitumen emulsions are of two types - cationic and anionic - depending upon the emulsifier employed. The binder can be either bitumen, cut-back, or modified bitumen. Anionic bitumen emulsion is generally not used in road construction, as it does not give good performance with siliceous aggregates, whereas cationic bitumen emulsions do. Therefore, cationic bitumen emulsion is mostly used in road construction.

Modified bitumen: It is a bituminous binder whose performance properties have been enhanced by the use of additives. These additives can be polymers, crumb rubber, sulphur, polyphosphoric acid, etc. Pavements constructed with modified bitumen are more durable, and hence are more economical over the lifespan of the pavement. Estimated and projected consumption of bitumen and its derivatives.

Estimated and projected consumption of bitumen and its derivatives

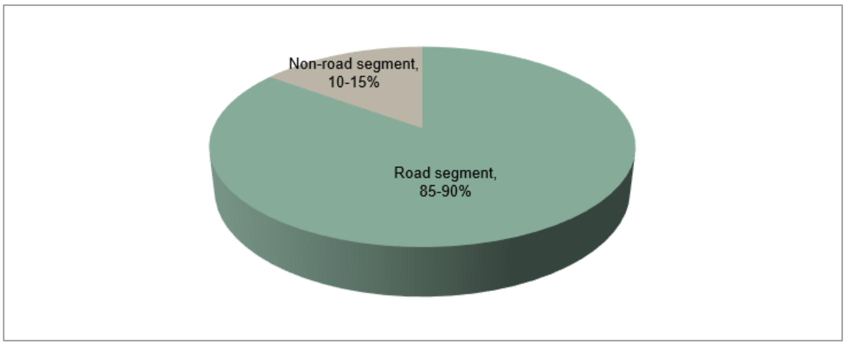
Uses of bitumen and bitumen derivatives



Source: CRISIL Research

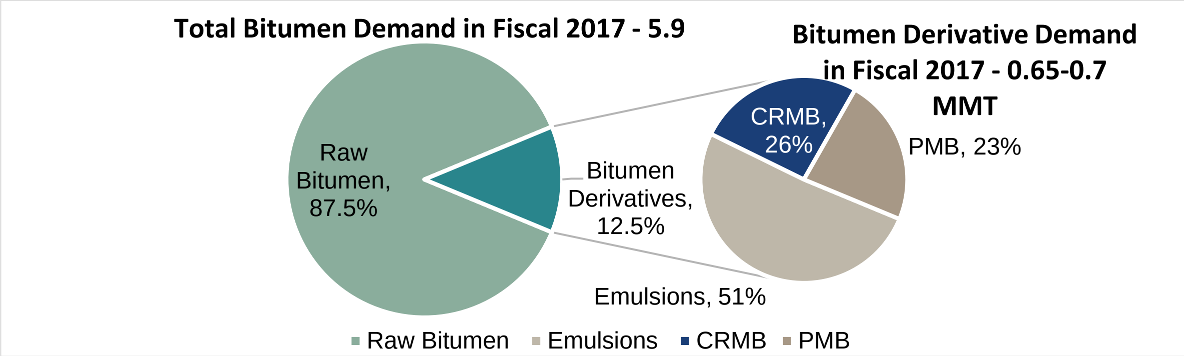
Bulk of the bitumen and its derivatives are used in road construction, accounting for 85-90% of bitumen demand. Owing to this acute concentration, the pace of awarding road projects and their execution significantly impacts bitumen demand. Apart from the roads segment, bitumen is also used in, amongst others, waterproofing, paints, ceramics, printing inks.

Industry-wise bitumen usage



Source: Ministry of Petroleum and Natural Gas, CRISIL Research

Demand for bitumen and derivatives in Fiscal 2017



Source: CRISIL Research

Penetration of bitumen derivatives in India in fiscal 2017 was at 10-15%. Most of the demand is driven by national highway projects, as large engineering, procurement, and construction contractors specify use of bitumen derivatives.

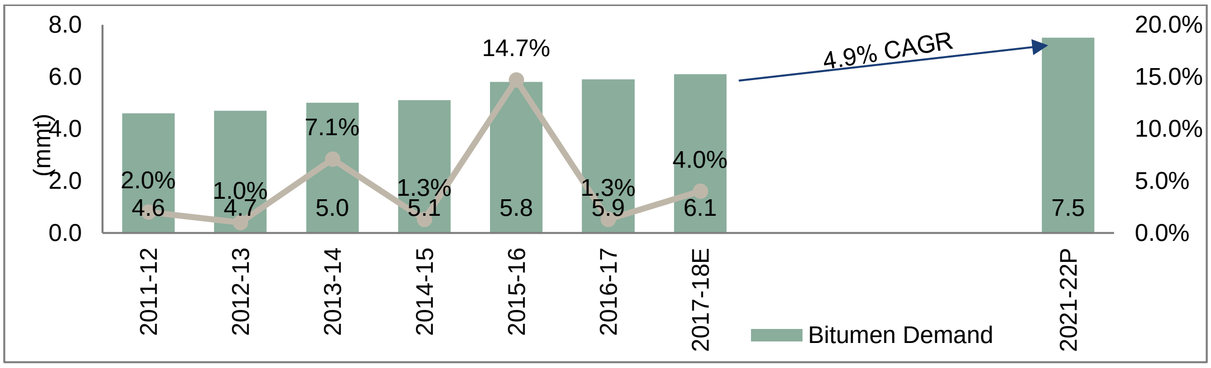
Short term consumption outlook

CRISIL Research expects the awarding of highways to increase because of improved participation in the hybrid annuity model (HAM) and build-operate-transfer (BOT) projects, as new players enter this space. The National Highways Authority of India (NHAI)'s issue of a number of new project clearances and activities such as new road building/ repairing/ re-carpeting of existing roads is also picking up pace. Apart from these, policy reforms (premium rescheduling policy, equity infusion by NHAI for projects) as well as higher budgetary support is expected to drive road execution and, thereby, support bitumen demand, going forward. New infrastructure projects such as Bharatmala and upgradation of state roads to national highways will also contribute to growth.

However, the government has announced its intention to increase the share of cement-based roads in government as well as public-private partnership (PPP) projects. CRISIL Research expects this to impact bitumen demand. Consequently, bitumen demand growth in fiscal 2018 is expected to remain tepid as cement will partially substitute the demand for bitumen in the roads sector.

Medium term outlook

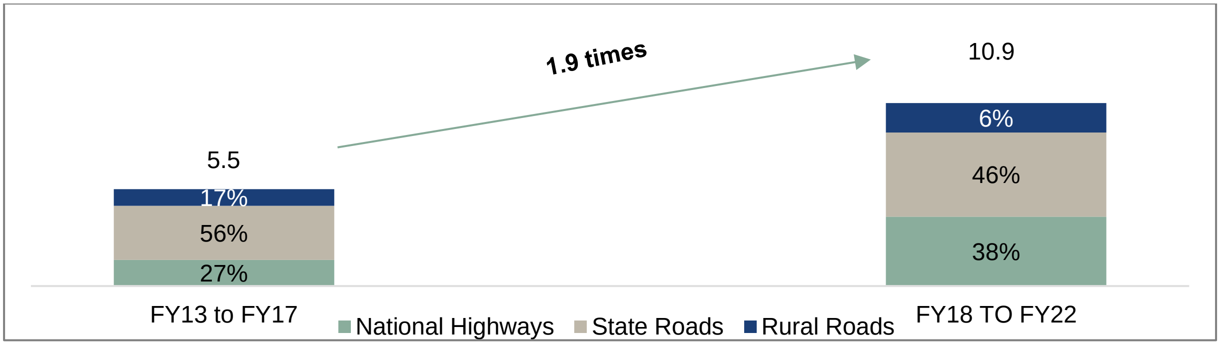
Growth in bitumen demand: Projections



Source: PPAC, CRISIL Research

Demand for bitumen is expected to grow at a CAGR of 4.9% to 7.5 million tonne (MT) in fiscal 2022, largely driven by national and state highway road projects. The overall investment in the roads sector is expected to double in the next five years, with more than 80% of the investment expected to be come from the national and state highways segment. This is expected to give a strong impetus to road project implementation and drive bitumen demand.

Investment in Road Sector (₹ trillion)



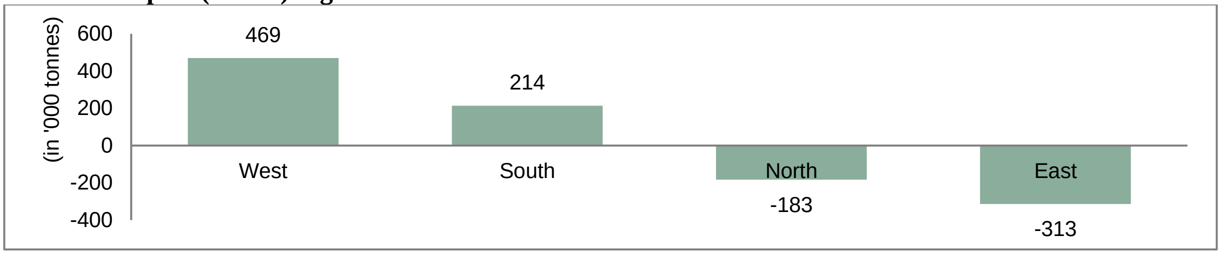
Source: CRISIL Research

However, an increase in the share of concrete roads is expected to continue restricting bitumen demand over the long term, too.

Distribution of bitumen manufacturing capacity in India

Refineries in the western region accounted for 36% of bitumen production in fiscal 2017, followed by those in the southern (30%), northern (23%), and eastern (11%) regions. In terms of bitumen offtake, the western region led with 28% share, followed by the southern, northern (27% each) and eastern (18%) regions.

Bitumen surplus (deficit) regions for Fiscal 2017



Source: Ministry of Petroleum and Natural Gas, CRISIL Research

Qualitative overview on technology shift in manufacturing of raw materials for road construction

Shift in technology and engineering

India's preferred road-laying material has been bitumen. A few highways used concrete. However, in the past two-threee years, all highways have been using concrete. Concrete roads are durable, resistant to changes in weather, and require less amount of maintenance as compared with bituminous roads. There have been advances in technology used for concrete roads such as cool pavement, quick pavement and permeable pavement, making it eco-friendlier and preferable to bituminous roads.

Up to the early 2000s, penetration graded paving bitumen such as 60/70 was used in India. In July 2006, the Bureau of India Standards (BIS) adopted a viscosity grading system for paving bitumen. Thus, penetration graded bitumen 60/70 was deleted and viscosity graded VG-30 was introduced. Similarly, penetration graded 80/100 was deleted and viscosity graded VG-10 was introduced.

The advances made in pavement engineering are those that provide the pavement with better performance and longer life. Many varieties of pavement materials and technology were developed in the past two decades. Examples are - stone matrix asphalt, open graded friction courses, and rubber mixes - which are being selectively used for purposes such as water drainage and prevention of reflection cracks in concrete pavements.

Modern technology and construction methods

- Soil stabilisation:
  - Using lime, concrete, or ash to improve the impermeability of the soil
- Use of modified bitumen:
  - Bitumen modifiers are added to improve the properties of the bituminous mix. It improves its resistance to changes in temperature, increases longevity, and gives better adhesion

- Use of fly ash in concrete:

- Burning coal at thermal power stations produces a waste material called fly ash. This waste product has innovatively been added to concrete to improve the properties of commonly used building products in India.

Since 1960s, India shifted to mechanised construction as greater focus was bestowed on roads and project sizes started getting bigger. From the '80s, use of appropriate equipment became a necessity. A pre-qualification criterion was set based on ownership of equipment. In large projects, 10% advance was given so that the participant could start buying the equipment. Currently, a wide variety of equipment specifically designed for efficient and high quality road construction is being used in the country such as:

- Sensor paver
- Wet Mix Macadam (WMM) plant
- Millers, etc.

To increase the quality of bituminous roads, the government has been considering new materials such as polymer or rubber modified asphalt binders, copper slag, geotextiles, techglass, etc. Eco friendly alternatives have also been considered such as use of recycled material in paving new roads. The government has decided to use plastic waste in making the hot bituminous mix. This can be beneficial for a variety of reasons, including reduction in the waste disposal.

OUTLOOK ON INVESTMENTS IN SELECTED SECTORS

Railways

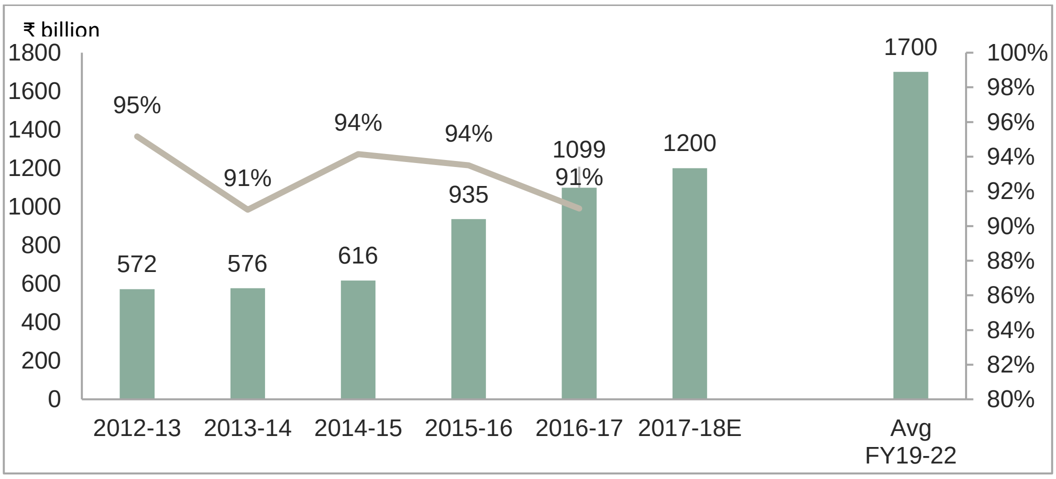
Overview of Railway investment in India

The Indian Railways took a step forward following the fiscal 2016 railway budget. The budget outlined a five-year capex, along with steps to ensure minimal populism, key structural reforms such as delegation of power, mooting an independent rail development authority for setting tariff and performance norms, expediting project sanctioning, and channelising resources into priority projects.

Alternate funding arrangements boost railway investments from 2015-2016

During Fiscal 2013 to Fiscal 2017, the investments in Indian Railways have almost doubled from ₹ 572 billion to ₹ 1099 billion. Especially, in 2015-2016, the investments have jumped by about 52% from ₹ 616 billion to ₹ 935 billion. This was led by an increased thrust on raising funds through new channels such as LIC, Multilateral agencies etc.

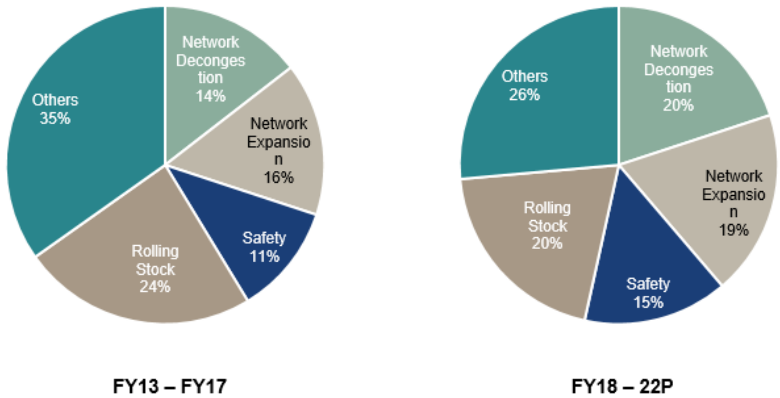
Railway investments post steep growth from Fiscal 2016



Note: During Fiscal 2019, budgetary allocation for Railways stood at ₹ 1465 billion
Source: Budget Documents, CRISIL Research

The revised estimates for 2017-2018 stood at ₹ 1.2 trillion whereas for 2018-2019 the budget estimates stood at ₹ 1.46 trillion. This shows a continued upward bias in infrastructure investments in railways.

Split of Investments among railway segments



Note: Others include DFC, HSR
Source: Indian Railways, CRISIL Research

Key Trends & Growth Drivers

Dedicated freight corridors

The dedicated freight corridor (DFC) project is estimated to cost ₹ 814 billion for the eastern (1,856 km) and western (1,504 km) sectors, which includes cost of land acquisition (₹ 81 billion) and construction (₹ 734 billion). The project cost is higher, as it excludes a 538 km stretch of the eastern corridor, which the government proposes to implement through PPP. The length of the project is 3,360 km.

Average ₹ 100 billion annual investment in coaches

About 90% of coaches used in India are produced in-house by the Indian Railways. The rest come from non-railway public sector undertakings (PSU) such as Bharat Earth Movers Ltd and from private entities such as Titagarh Wagons. Going forward, the focus is increasingly shifting towards self-propelled and Linke-Hofmann-Busch (LHB) coaches, to improve safety and speed. Self-propelled coaches will be increasingly used for intercity movement. CRISIL Research expects coaches to offer an annual investment of ₹ 100 billion. There are 45,000 coaches in service with the Indian Railways.

Self-propelled units increasingly to be deployed for intercity movement

Self-propelled coaches do not require separate locomotives; they need only electrification. Electric Multiple Unit (EMU) and Mainline Electric Multiple Unit (MEMU) are two broad types of self-propelled coaches. While EMUs are used in suburban trains, MEMUs are used in intercity trains. EMUs and MEMUs are manufactured at Rail Coach Factory, Kapurthala and Integral Coach Factory (ICF), Chennai. The cost of each coach is estimated to be ₹ 6 crore to ₹ 7 crore. MEMUs can run at 130 kmph and EMUs at 110 kmph. The cost of EMUs/MEMUs is higher than that of LHB and ICF coaches, as the locomotive becomes a part of the train and its cost is distributed per coach.

Estimated construction spending by Indian Railways

CRISIL Research believes the four-pronged strategy of (1) plucking the low-hanging fruit by prioritising and commissioning vast backlog of projects, amounting to ₹ 3.3 trillion for the major heads (excluding annual rolling stock procurement); (2) standardising and expediting project sanctioning to ensure a robust project pipeline and facilitating time-bound execution; (3) transforming the DNA of the institution through greater empowerment and accountability to enhance efficiency; and (4) focusing on bolstering its own finances will help reinvigorate Indian Railways.

The government announced a planned outlay of ₹ 1.31 trillion for Indian Railways in Union Budget for fiscal 2018, 8.3% higher than the preceding year. About 42% of the planned outlay is expected to be financed through budgetary support, and the remaining through internal sources and market borrowings/institutional finance. Budgetary support was increased 19% to ₹ 550 billion over the revised estimates for fiscal 2017. Further, with the merger of the railway and general budgets from fiscal 2018, the railways have been exempted from payment of dividend, which will nearly double internal resources to ₹ 200-230 billion annually.

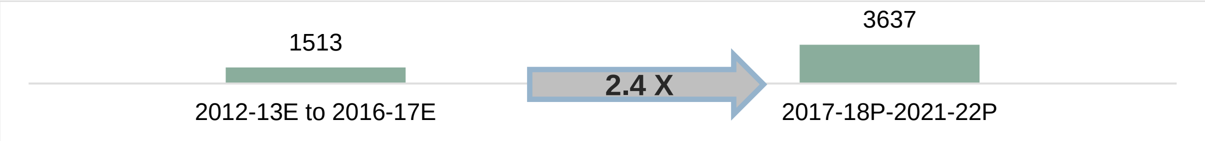
With the Life Insurance Corporation of India's (LIC) commitment to provide funds, and a 5-5.5% increase in freight revenue as per the government's expectations, CRISIL Research believes funding will not be a constraint in the medium term. Also, the budget announcement to list the Indian Railway Catering and Tourism Corporation Ltd, Indian Railway Finance Corporation Ltd (IRFC) and Indian Railway Construction Company Ltd will unlock funds for the government. The government is also planning to source funds and execute projects through new models, such as joint ventures with states and PPP based on new frameworks. It also plans to go for enhanced market borrowing through rupee bonds to ensure funding availability for key projects. Private participation will thus remain a key monitorable and is not considered in our spending estimates for the fiscal.

Outlook for EPC potential in India for Indian railways

Construction spending on railways to grow at a 17% CAGR over the next five years

Between fiscals 2018 and 2022, CRISIL Research expects construction expenditure in railway projects to grow 2.4 times (17% CAGR), compared with the previous five years.

Construction spending by railways (₹ billion, current prices)



E: Estimated; P: Projected
Source: CRISIL Research

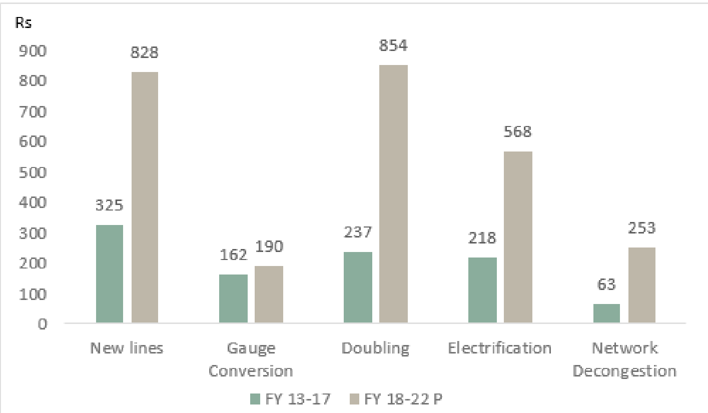
DFC execution to be a major opportunity for construction players

The DFC project is estimated to cost ₹ 814 billion for the eastern (1,856 km) and western (1,504 km) sectors, including the cost for land acquisition (₹ 81 billion) and construction (₹ 734 billion). The project cost is higher, as it excludes the 538 km stretch of the EDFC, which the government proposes to implement through PPP. The project length is 3,360 km.

Network decongestion and expansion is a ₹ 1.4 trillion opportunity

Network decongestion incorporates investments in, Gauge Conversion, Doubling and Electrification. CRISIL Research estimates an outlay of ₹ 1.6 trillion (20% of the actual capex) for this segment between Fiscal 2018 and 2022 about three times increase in allocation compared to the previous four years. Indian railways zeroed in on network decongestion and expansion as a major area of investment to reclaim its lost share of freight traffic and revenue. Network decongestion incorporates investments in gauge conversion, doubling and electrification. Sanctioning of new lines has also seen a sharp increase since fiscal 2016 as availability of funds improved. Moreover, the execution has maintained this pace in fiscal 2017 where actual have exceeded the budgeted target for the year. The ramp up of new lines was driven by the funding support through joint ventures with various state governments. Apart from funding, other measures such as speeding up approvals (timeline for approval and tendering has been cut down from 2-2.5 years to 9-12 months) have also helped increasing the pace of execution.

35-40% of investments towards new lines and decongestion

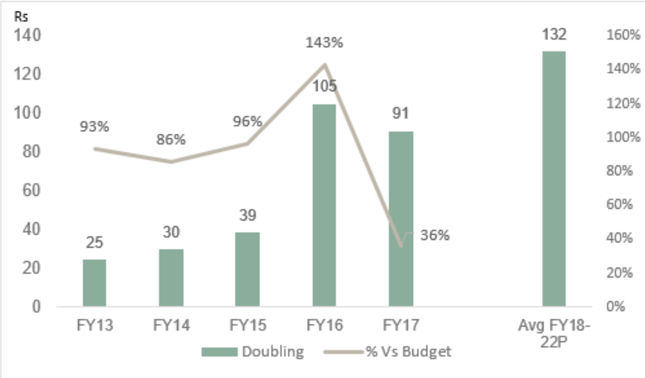


Source: Indian Railways, CRISIL Research

Investments in doubling to double over the next four years

Doubling projects, which involve laying additional line/s along an existing line to ease traffic constraints and increase chartered capacity, are seeing sharper focus on commissioning. The buoyancy comes from a sharp increase in the pace of new sanctions, emphasis on project prioritisation, an assurance of funds from LIC being utilised in addition to Gross Budgetary Support (GBS).

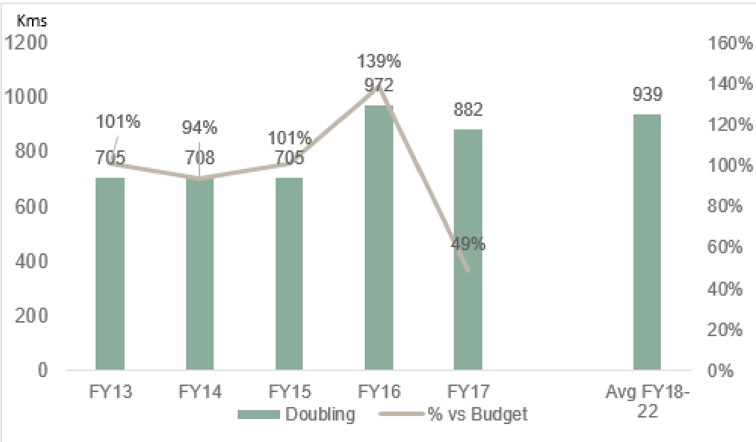
Spend on doubling to increase significantly



Note: Indian Railways Budget estimate for Fiscal 2019 is ₹ 174 billion
Source: Railways performance and outcome budget report, CRISIL Research

The pace of completion of doubling projects is likely to increase to an average of 939 km by Fiscal 2022 from 882 km in Fiscal 2017. Although, the budget has set a target of 1,800 km in the year, it has been revised down sharply to 945 km during the revised estimates. Although, the pace of execution has been pulled up significantly compared to the period during Fiscal 2012-2015. As a result, CRISIL expects spending on doubling projects to rise from ₹ 91 billion in Fiscal 2017 to ₹ 132 billion till Fiscal 2022

Focus on commissioning of track doubling (km) consistent with rise in allocations

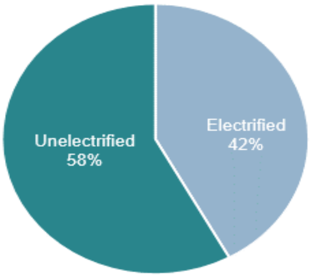


Source: Railways performance and outcome budget report, CRISIL Research

Share of electrification on broad gauge to rise; offers potential for EPC players

As per union budget fiscal 2019, 1,646 km of track has been electrified during Fiscal 2017, taking the total electrified track length to 29,645 rkm. Till Fiscal 2016, electrification has been extended to 27,999 rkm constituting 42% of the total rail network and 46.3% of the broad gauge (BG) line.

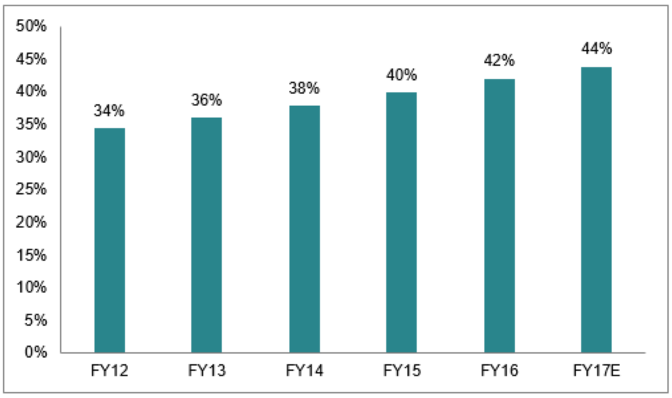
Over half of total network pending for electrification



As on Fiscal 2016
Source: Indian Railways

Completion for electrification increased from 1,375 km in Fiscal 2015 to 1,646 km in Fiscal 2017 aided by Life Insurance Corporation of India infusion. In line with the master plan prepared by Indian Railways, the proposed physical target for Fiscal 2018 has been ramped up to 4,000 rkm. The government's plan till Fiscal 2020-2021 is to touch electrification pace of 10,500 km every year. The push has been supported by a significant rise in allocations – with the latest Union Budget revising the targeted spend for Fiscal 2018 to ₹ 50 billion and proposing an even higher outlay for Fiscal 2019. For scale, the revised outlay for Fiscal 2018 is 72% higher than spend in Fiscal 2017.

Rising share of electrification on Indian Railways network



Source: CRISIL Research

Still, CRISIL believes the ramp-up would be slightly slower as contractors would need some time to scale up. Also the completion of electrification to average at 4,480 km during Fiscal 2018-2022, taking the total kms electrified to about 19,000 kms compared with the upward bias to electrification outlook is subject to availability of funds and electric locomotive capacity. CRISIL expect 7,418 kms from fiscals 2013 to 2017.

Even the two dedicated freight corridors on which work is currently underway will both be electrified lines. Turnkey doubling projects are expected to offer additional opportunities. While the electrification department undertakes only electrification projects, doubling-and-electrification projects are undertaken by the doubling department of Indian Railways.

Upward bias to electrification outlook subject to funds availability, ramp up in execution and electric locomotive capacity

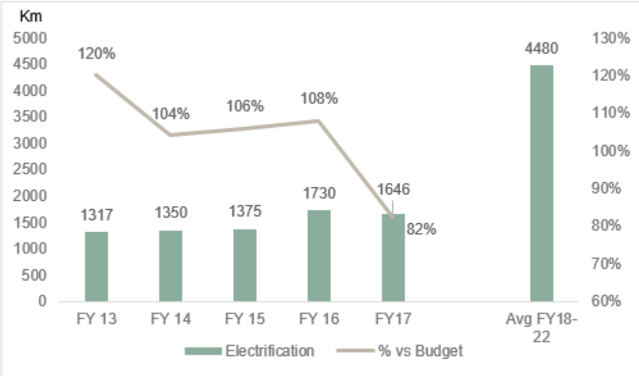
Indian Railways has targeted electrification of additional 37,844 rkm between fiscal 2018 and 2022. The government is targeting an electrification ramp up from approximately 1,646 km in fiscal 2017 to 4,000 km in fiscal 2018 and eventually to 10,500 km per annum by fiscal 2022. This translates into a huge opportunity, more than our estimate of 19,000-20,000 rkm of electrification, implying an upward bias to electrification.

However, the lack of funds – sourced from extra budgetary resource, public-private partnership and institutional financing – is a key constraint. An inability to manufacture enough electric locomotives is a constraint, too.

DFCs to operate with electrified lines

The two dedicated freight corridors (DFCs) on which work is currently underway will both sport electrified lines. The Western DFC will cover 1,504 km of a double-line electric track from Jawaharlal Nehru Port Trust in Maharashtra to Dadri in Uttar Pradesh. The Eastern DFC will cover a route length of 1,856 km, including an electrified double track of 1,409 km between Dankuni in West Bengal and Khurja in Uttar Pradesh, and an electrified single track of 447 km between Ludhiana (Dhandarikalan) in Punjab and Dadri in Uttar Pradesh.

Electrification pace is typically over budget



Source: Railways performance and outcome budget report, CRISIL Research

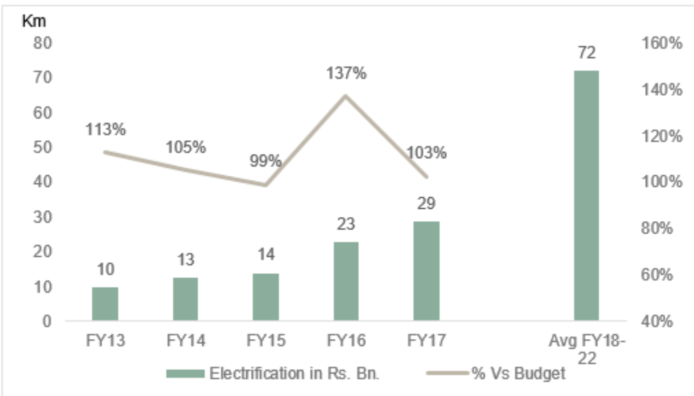
Ministry of Railways' electrification capex for the railway network has increased significantly from ₹ 8 billion in fiscal 2012 to ₹ 29 billion in fiscal 2017. This is estimated to surge to ₹ 50 billion in fiscal 2018. Over fiscals 2018-2022, CRISIL estimates an average run rate of ₹ 72 billion per year.

Indian Railways has been slowly but steadily electrifying its routes, as the benefits of electrification of railway lines are far greater, compared with running with diesel engines. Most importantly, in India, the cost of electrification is cheaper than running trains with diesel.

- Higher speeds and improved throughput - Electrification generates 12-19% of additional line capacity owing to faster speeds. Hence, to release the line capacity in dense rail corridors, investment in electrification is justified.

- Leads to lower carbon footprint.

Electrification capex shoots over budget



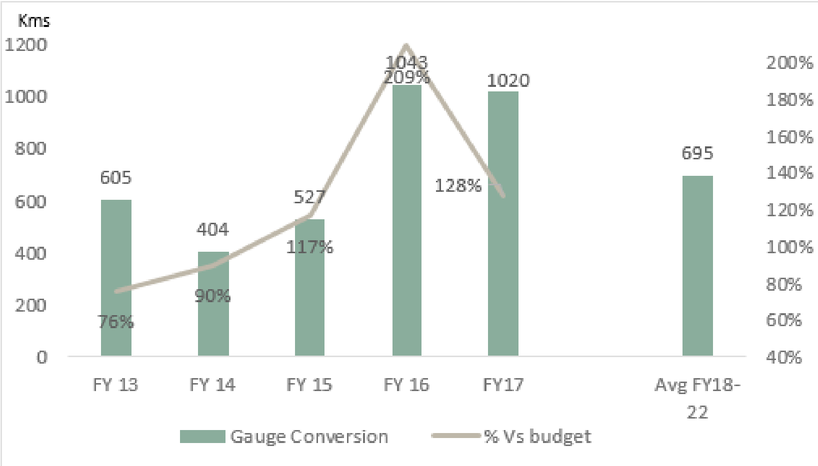
Source: Railways performance and outcome budget report, CRISIL Research

92% of lines are under broad gauge, with rest targeted for conversion in four-six years

Conversion from metre gauge to broad gauge is undertaken to ensure seamless movement of traffic on Indian Railways network. Broad gauge is used for regular trains, while metre gauge and narrow gauge are used for smaller and unconventional engines and coaches.

As of fiscal 2016, 60,510 rkm are under broad gauge, while the rest are under metre gauge or Narrow gauge. Considering the network expansion and gauge conversion carried out during fiscal 2017, CRISIL Research estimates about 92% of the railway network is under broad gauge.

Steady completion of approximately 700 km expected in gauge conversion over Fiscal 2018 – 2022



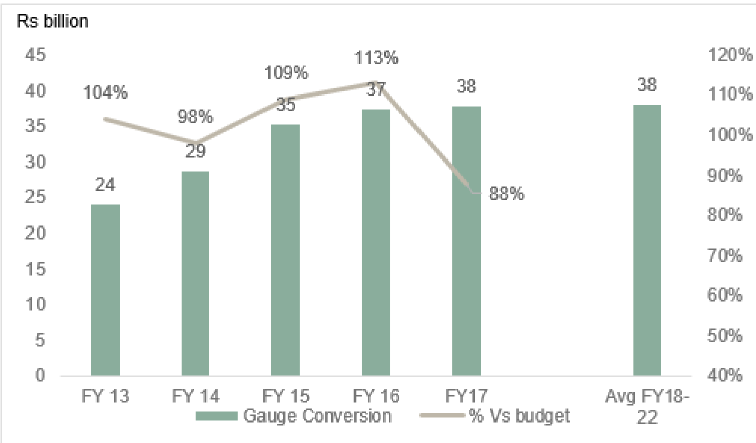
Source: Ministry of Railways performance and outcome budget report, CRISIL Research

Project completions in gauge conversion are driven by a focus on increasing the pace of commissioning, effective 2015-16, with funds from Life Insurance Corporation of India being utilised in addition to the gross budgetary support.

Over Fiscal 2018-2022, CRISIL Research expects gauge conversion of about 3,474 rkm, indicating that about approximately 98% of the network will be on broad gauge by Fiscal 2022.

This would translate into investments for gauge conversion to the tune of ₹ 180-190 billion during Fiscal 2019-2022, a 18% rise over Fiscal 2013-17.

Gauge conversion investment trajectory to be stable

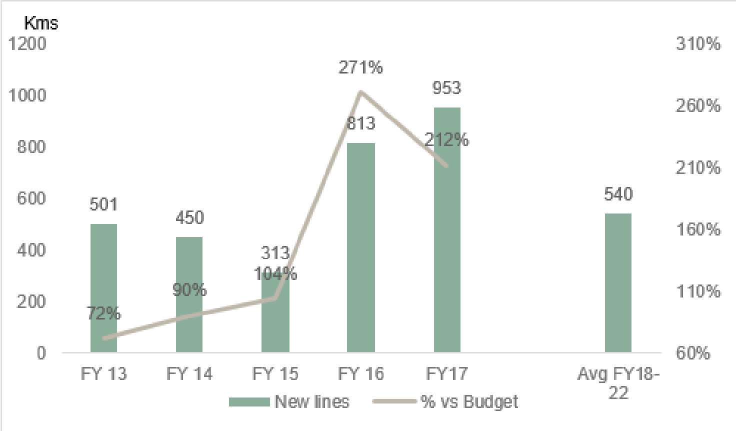


Source: Ministry of Railways performance and outcome budget report, CRISIL Research

Investments in new lines to majorly clear backlog projects

New lines are sanctioned for providing connectivity to regions not adequately connected to the railway network. Priority has been accorded to clearing the huge backlog of projects, most of which are more than 10 years old and routes which offer better return. New line projects typically take two-three years to commission after land acquisition.

Steady completions of 500-600 rkm targeted from backlog projects

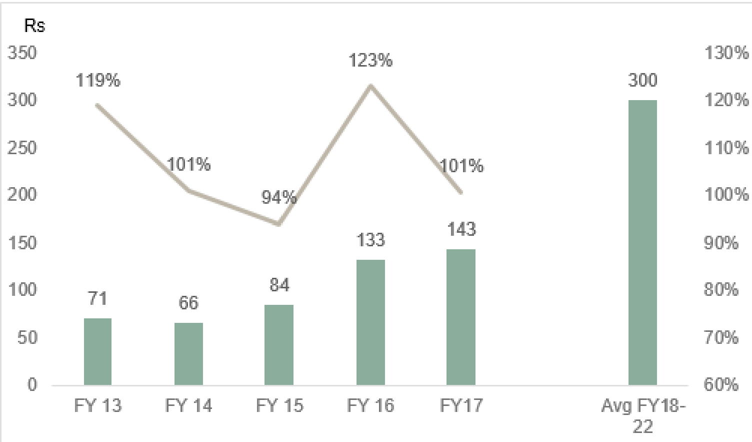


Source: CRISIL Research

Indian Railways will be able to take up additional new line projects if State JVs/ PPPs come up in a big way or where industrial hubs need to be connected.

Considering the huge backlog of projects and the limited bandwidth available, mainly restricted to gross budgetary support (GBS), Indian Railways will be able to take up additional new line projects if State JVs/ PPPs come up in a big way or where industrial hubs need to be connected.

Investments in New lines to rise



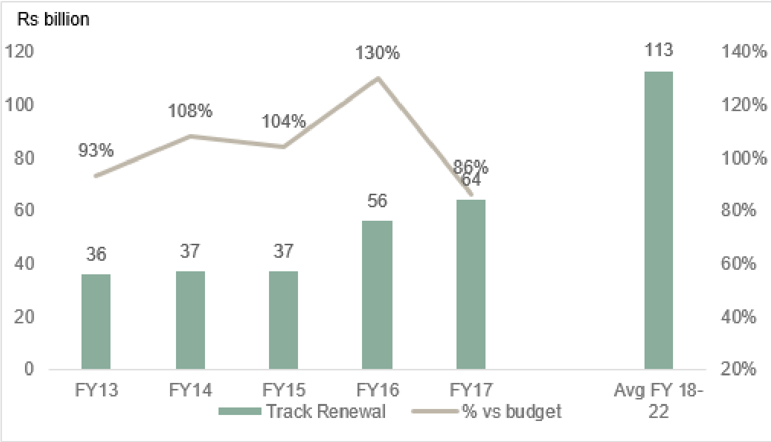
Source: Indian Railways, CRISIL Research

Investments in Track Renewals to rise with thrust on safety

CRISIL estimates that investments on track renewals to increase from estimated ₹ 496 billion over Fiscal 2013-2017 to ₹ 1,502 billion over Fiscal 2018-2022, aided by higher availability of funds for safety through newly introduced Safety fund "Rashtriya Rail Suraksha Kosh" during Fiscal 2018 budget.

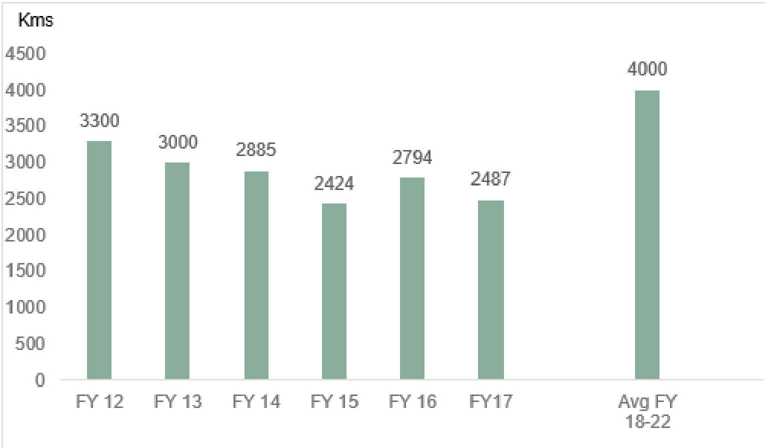
On an average, about 4,000 km of track should be renewed annually. However, due to financial constraints, the achievement on this score has declined over the past six years. This has resulted in a backlog of 5,300 km as of Fiscal 2016, leading to high maintenance and speed restrictions. Thus, the backlog has hindered efforts to increase train speeds, bloated up maintenance effort and costs, and led to safety failures.

Historically, track renewal has met investment budgets



Source: Outcome and Performance Budget - Ministry of Railways, CRISIL Research

Track renewal km largely at similar run rate



Source: Budget documents, Ministry of Railways, CRISIL Research

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read section "Forward-Looking Statements" on page 17 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors", "Financial Statements", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 19, 260 and 439, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further details, see "Financial Statements" on page 260.

Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to G R Infraprojects Limited on a consolidated basis and references to "the Company" or "our Company" refers to G R Infraprojects Limited on a standalone basis.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the report "Industry Report on Infrastructure" dated March 2018 (the "CRISIL Report") prepared and issued by CRISIL Limited commissioned by us. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Overview

We are an integrated road EPC company with experience in design and construction of various road/highway projects across 14 States in India. In addition to our EPC activities, one operational road project has been constructed and developed by us on a Build Operate Transfer ("**BOT**") basis and seven road projects under the Hybrid Annuity Model ("**HAM**") have been awarded to us, of which four projects are currently under construction. Our principal business operations are broadly divided into three categories: (i) civil construction activities, under which we provide EPC services; (ii) development of roads and highways on a BOT basis; and (iii) manufacturing activities, under which we process bitumen, manufacture thermoplastic road-marking paint and road signage and fabricate and galvanize metal crash barriers.

Our Company was incorporated in December 1995 and we have gradually increased our execution capabilities in terms of the size of projects that we have bid for and executed. For example, one of the first road projects that we executed was for the Public Works Department, Rajasthan in 1997 with a contract value of ₹ 26.50 million, whereas the project awarded by NHAI in 2017 currently under construction by us involves a contract value of ₹ 24,470.00 million. Our individual Promoters have more than two decades of experience in the construction industry. Prior to the incorporation of our Company, our individual Promoters were associated with M/s. Gumani Ram Agarwal, a partnership firm engaged in the construction business, which business was acquired by our Company in 1996.

Our principal business of civil construction comprises EPC projects in the road sector. We have since 2006 executed over 89 projects in this sector. We also have experience in constructing state and national highways, bridges, culverts, flyovers, airport runways and rail over-bridges.

We operate and manage one BOT road project which is annuity based and are currently constructing another four road projects under the HAM model. In addition, we have recently been awarded three additional projects under the HAM model. We have been pre-qualified by the MoRTH to bid for EPC projects with contract values of up to ₹ 4,581.40 million as of June 30, 2014 while as of February 28, 2016 we have been eligible to bid for EPC projects with contract value of up to ₹ 9,646.10 million. Similarly, we have been pre-qualified by the NHAI to bid for BOT projects with contract value of up to ₹ 13,251.00 million as of December 31, 2014 while as of December 31, 2016, we have been eligible to bid for BOT projects of contract value up to ₹ 17,127.6 million (toll and annuity) and ₹ 17,527.6 million (hybrid annuity).

We have over the years developed an established road EPC business and have gradually added facilities to support and supplement our road construction business. As part of our in-house integration model, we have developed in-house resources with key competencies to deliver a project from conceptualization to completion that includes our design and engineering team, two manufacturing units at Udaipur, Rajasthan and Guwahati, Assam for processing bitumen, thermoplastic road-marking paint and road signage and a fabrication and galvanization unit at Ahmedabad, Gujarat for manufacturing metal crash barriers. In addition, as of January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles. Our in-house integrated model reduces dependence on third party suppliers for key raw materials, construction equipment and other products and services required in the development and construction of our projects. We have also set up a central procurement team that procures major materials and engineering items required for our projects. Our integrated business model facilitates execution of projects within scheduled timelines.

We execute road projects as EPC contractors, construction services providers as well as through PPP model on a BOT basis, with a focus on HAM projects. For the projects that we deliver on an EPC and construction services basis, the scope of our services typically includes design and engineering of the project, procurement of raw materials, project execution at site with overall project management up to the commissioning of these projects. In addition, we also undertake repair and maintenance of projects in accordance with our contractual arrangements. For BOT projects, in addition to construction and development of the project, we are also required to operate and manage the project during the concession period. Our employee resources and fleet of equipment, together with our engineering skills and capabilities, enable us to execute a range of road construction projects involving varying degrees of complexity. We believe that our in-house integrated model and efficient project execution capabilities have enabled us to execute projects in a timely manner while maintaining requisite quality standards. Since 2013, of the 18 projects completed by us, 16 projects were completed early or within stipulated timelines.

In March 2010, our Company commissioned a wind energy based power plant at Jaisalmer, Rajasthan with an installed capacity of 1.25 MW under the 'Policy for Promoting Generation of Electricity through Non-Conventional Energy Sources – 2004'. We are also currently constructing a group housing project comprising row houses and other residential units at Udaipur, Rajasthan.

While we execute a majority of our projects ourselves, we also form project-specific joint ventures and consortiums with other infrastructure and construction companies. In particular, when a project requires us or our consortium partners to meet specific eligibility requirements in relation to certain projects, including requirements relating to specific types of experience and financial resources, we enter into such partnerships or consortiums with other infrastructure and construction companies. As of January 31, 2018, our Company had an Order Book of ₹ 98,895.40 million that comprised 19 road EPC projects and three other projects across. For further details on our Order Book, see "- *Order Book*" on page 199 and "*Risk Factors – Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.*" on page 22.

In March 2011, IBEF I, IBEF and IDFC Investment Advisors Limited invested in our Company. While IDFC Investment Advisors Limited subsequently exited, IBEF I and IBEF currently hold 6.63% and 3.27% of the pre-Offer Equity Share capital of our Company, respectively. For further details, see "*History and Corporate Structure*" and "*Capital Structure*" on pages 216 and 104, respectively.

As of January 31, 2018, our Company had 6,473 permanent employees. In the nine months ended December 31, 2017 and in Fiscal 2017, 2016, 2015, 2014 and 2013, our total income was ₹ 19,325.63 million, ₹ 33,023.73 million, ₹ 20,383.01 million, ₹ 10,585.66 million, ₹ 9,803.89 million and ₹ 11,270.49 million, respectively and we generated profit for the year / period of ₹ 3,244.77 million, ₹ 5,412.80 million, ₹ 1,485.64 million, ₹ 362.54 million, ₹ 294.12 million and ₹ 529.38 million, respectively. Our total income and profit for the year grew at a CAGR of 30.83% and 78.82%, respectively, between Fiscal 2013 to Fiscal 2017.

The following table sets forth certain information on the revenue contributed by our business segments, for the periods indicated:

(*₹ million*)

Particulars	**Nine months ended December 31, 2017**	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**	**Fiscal 2013**
Construction and Engineering	15,832.70	30,588.76	18,708.05	9,270.76	8,454.65	9,055.15
BOT Projects	2,327.88	1,164.51	1,016.42	1,006.29	1,164.51	2,085.36

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Others	900.91	1,049.94	530.01	220.57	135.98	81.67

Competitive Strengths

Our principle competitive strengths include the following:

Focused road EPC player

We have over 20 years of experience in executing road EPC projects, comprising construction and development of state and national highways, bridges, culverts, flyovers, airport runways and rail over-bridges. Since 2006, we have executed more than 89 road construction and EPC projects. We have focused on the roads EPC sector and have established our credentials as an EPC player capable of executing a range of road construction projects that involve varying degrees of complexity. We believe that our focused approach will enable us to benefit from future market opportunities and expand into new markets, and combined with our technical experience and pricing, will be critical in competing in the industry.

As of January 31, 2018, our Order Book comprised 19 road EPC projects and three other projects across Maharashtra, Rajasthan, Punjab, Haryana, Himachal Pradesh, Gujarat, Uttar Pradesh, Bihar, Meghalaya, and Odisha. We have in the past also executed projects in Jharkhand and Meghalaya. We have developed experience of executing projects across diverse geographic locations in India with varied degrees of complexities such as construction in high-traffic and high-density areas, construction of tunnels in hilly terrain and slope protection and rock fall protection due to high rainfall. We believe that the consistent growth in our Order Book has resulted from our continued focus on road EPC projects and our ability to successfully bid and win new projects. We believe that our experience in execution of road projects, technical capabilities, timely performance, reputation for quality, financial strength as well as the price competitiveness of our bids have enabled us to successfully bid for and win projects.

We have a developed a long-standing relationship with our clients including the National Highways Authority of India, Ministry of Road Transport and Highways, Public Works Department, Government of Rajasthan and Rajasthan State Road Development Corporation.

Established track record of timely execution

With our experience of over 20 years and more than 89 road construction and EPC projects executed since 2006, we believe that we have developed an established track record of efficient project management and execution experience, involving trained and skilled manpower, efficient deployment of equipment and an in-house integrated model. We believe that these attributes have enabled us to compete projects prior to or by scheduled timelines. Our in-house materials supply chain management ensures that key construction materials are timely delivered to our manufacturing facilities and construction sites, thereby enabling us to manage our processes effectively and maintain our key raw material inventory in an optimal manner. Our project management team, working in conjunction with the design and engineering team, ensures operational efficiencies through overall supervision of the manufacturing and project execution process.

The construction of the Shillong Bypass Project which had a construction period of 1,095 days was completed approximately 10 months ahead of schedule and our Company was awarded a bonus of ₹ 432.10 million for such early completion. In addition, the construction of the Jodhpur Pokaran Project which had a scheduled construction period of 730 days was completed approximately 67 days ahead of schedule and our Company was awarded a bonus of ₹ 53.27 million on account of early completion. We believe that our track record of successfully completing complex projects in a timely manner has allowed us to grow our business.

In-house integrated model

We undertake our construction business in an integrated manner as we have developed key competencies and resources in-house to deliver a project from conceptualization until completion. Our in-house integrated model includes a design and engineering team, manufacturing facilities for processing of bitumen, thermoplastic road-marking paint and road signage, fabrication and galvanization unit for manufacture of metal crash barriers, owned construction equipment and a fleet of transportation vehicles. Our manufacturing facilities for processing of bitumen located in Udaipur, Rajasthan and Guwahati, Assam and fabrication and galvanization unit for manufacturing metal crash barriers located at Ahmedabad, Gujarat and thermoplastic road-marking paint and road signage manufacturing unit, also located in Udaipur, Rajasthan cater to the key components that we require in the construction and development of our projects. Our manufacturing facilities help reduce our dependence on third party suppliers for our key materials i.e., bitumen emulsion, as well as other products required for completion of roads such as signages, overhead structures and toll canopies. Our in-house integrated model is facilitated by the timely transportation of key raw materials such as bitumen and diesel to project sites by tankers owned by us that are fitted with GPS tracking devices, which we believe reduces pilferage and adulteration. As of January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles that enabled us to be less dependent on third party equipment providers and efficiently manage our project execution schedules. We have also set up a workshop in Udaipur, Rajasthan where we undertake major repair and maintenance of our construction equipment and vehicles that ensures reduced downtime of our construction equipment. We also own specialized construction equipment such as hot mix plants, soil stabilizers, mobile cold recycling mixing plants and cement spreaders. As at December 31, 2017, the aggregate gross block value of our Company’s property, plant and equipment was ₹ 7,260.36 million.

Our integrated model ensures that products and services required for development and construction of a project meet our quality standards and are delivered in a timely manner thereby reducing contractual risks involved with third party suppliers of products and services. We believe that our in-house integrated model has contributed to our ability to successfully complete projects on or before time, without compromising on quality and allowing us to capture a larger proportion of the value chain in the road development business, including EPC margins, developer returns and operation and maintenance margins. We also believe that our in-house integrated model provides us with a competitive advantage over other infrastructure development and construction companies that outsource their construction activities to external agencies.

Strong financial performance and credit rating

The significant growth of our business in the last five fiscal years has contributed significantly to our financial strength. Our total revenue from operations increased from ₹ 11,222.18 million in Fiscal 2013 to ₹ 32,803.21 million in Fiscal 2017 at a CAGR of 30.76% while our profit for the year increased from ₹ 529.38 million in Fiscal 2013 to ₹ 5,412.80 million in Fiscal 2017 at a CAGR of 78.82%.

The table below sets forth certain key financial parameters on a consolidated and standalone basis for the periods indicated:

Consolidated

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Return on net worth for equity shareholders excluding exception items (%)	22.32%	36.15%	25.26%	7.67%	7.33%	14.26%
EBITDA# (₹ million)	4,809.11	6,411.91	3,270.05	1,659.12	1,377.72	1,394.98
Profit for the year / period (₹ million)	3,244.77	5,412.80	1,485.64	362.54	294.12	529.38

Calculated as our profit (loss) before tax plus depreciation and amortization expenses plus finance costs

Standalone

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Return on net worth for equity shareholders excluding exception items (%)	21.80%	35.43%	24.46%	8.62%	7.32%	14.76%
EBITDA# (₹ million)	4,664.41	5,693.93	2,452.70	1,204.42	1,030.81	1,224.85
Profit for the year / period (₹ million)	3,160.48	5,369.24	1,432.16	381.87	296.85	552.92

Calculated as our Company’s profit (loss) before tax plus depreciation and amortization expenses plus finance costs

For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*” on page 439.

We believe that we have been able to maintain our growth, due to our in-house integrated model, efficient project execution and our prudent bidding strategy. We strive to maintain a robust financial position with emphasis on having a strong balance sheet. Our balance sheet coupled with low levels of debt enable us to fund our strategic initiatives, pursue opportunities for growth and better manage unanticipated cash flow variations. Our financial strength enables us to access bank guarantees and letters of credit at reasonable terms.

As of December 31, 2017, our total long term borrowings (including current maturities) were ₹ 4,480.81million, while our net worth was ₹ 14,541.12 million. Also, see "*Financial Indebtedness*" on page 484. We have received the following credit ratings from CARE issued pursuant to letters dated December 29, 2017:

Facilities	Amount	Ratings
Long term bank facilities	₹ 1,645.80 million	CARE AA-
Long term/ Short term bank facilities	₹ 18,000.0 million	CARE AA-
Non-convertible Debenture Issue 1 (NCD-I)- Tranche 1	₹ 1,000.00 million	CARE AA-
Non-convertible Debenture Issue 2 (NCD-II)	₹ 1,500.00 million	CARE AA-

Our credit ratings and relationships with our lenders enable us to raise financing in a timely manner, which helps us to maintain the requisite leverage for our operations.

Experienced Promoters with strong management team

We have seen robust business growth under the vision, leadership and guidance of our individual Promoters, who have more than two decades of experience in the construction industry. Prior to incorporation of our Company, our individual Promoters were associated with M/s. Gumani Ram Agarwal, a partnership firm, whose business was acquired by our Company in 1996. We believe that our Promoters have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership. Our Promoters have strong operational knowledge, good relationships with our clients and a successful track record of executing infrastructure projects.

In addition to our individual Promoters, our senior management team includes qualified, experienced and skilled professionals who have experience across various sectors. We believe the stability of our management team and the industry experience brought on by our individual Promoters will enable us to continue to take advantage of future market opportunities and expand into newer markets. Our senior management team is able to leverage our market position with their collective experience and knowledge in the infrastructure construction industry, to execute our business strategies and drive our future growth. Our department heads have an average experience of over two decades in the infrastructure construction industry. For further details relating to our Key Management Personnel, see "*Our Management – Key Management Personnel*" on page 244.

Our Business Strategies

Maintain focus on our road EPC business

We continue to maintain and strengthen our market position of our EPC business in India. Over the next few years, we will continue to focus on construction of our existing projects while seeking opportunities to expand our portfolio of road EPC projects. While we plan to selectively pursue BOT / DBFOT projects, either independently or in partnership with other players, we intend to maintain our focus on EPC contracts. Currently, we are constructing four road projects and have been awarded three additional projects that are under the HAM model.

As of January 31, 2018, our Company's Order Book comprised 19 road EPC projects and three other projects. We intend to draw on our experience, asset base, market position and ability to execute and manage multiple projects across various geographies, to further grow our portfolio of road projects. We also continue to focus on increasing our bid capacity to enable us to bid for larger projects. We have been pre-qualified by the MoRTH to bid for EPC projects with contract values of up to ₹ 4,581.40 million as of June 30, 2014 while as of February 28, 2016 we have been eligible to bid for EPC projects with contract value of up to ₹ 9,646.10 million. Similarly, we have been pre-qualified by the NHAI to bid for BOT projects with contract value of up to ₹ 13,251.00 million as of December 31, 2014 while as of December 31, 2016, we were eligible to bid for BOT projects of up to ₹ 17,127.6

million (toll and annuity) and ₹ 17,527.6 million (hybrid annuity). We may also consider sale of our interests in certain of our BOT projects, subject to requisite approvals.

A key element of our growth strategy is to seek to improve the performance and competitiveness of our existing activities. The scale and complexity of our projects have increased in recent years and we intend to continue to focus on projects with higher contract values. Further, to fuel our growth strategy, we intend to invest in latest equipment and technology to support our expanding operations. We also seek to purchase equipment from domestic and foreign manufacturers and continue our strategy of minimal reliance on hired or leased equipment. We believe investment in modern equipment ensures continuous and timely availability of equipment critical to our business while investments in technology makes us more efficient and accurate, both of which make our operations cost-effective in the long term.

We believe that geographical diversification of our projects will reduce our reliance on particular States and allow us to capitalise on different growth trends in various States across India. We believe that our strategy of focusing on further developing our existing markets as well as expanding into new markets with high growth potential will enable us to effectively target growth opportunities, widen our revenue base, as well as reduce the risk of volatile market conditions and price fluctuations resulting from concentration of resources in a particular geographic region.

Pursue other segments within the EPC space

We believe that infrastructure development will be a major driver for growth of the Indian industry in the foreseeable future due to ever increasing levels of the Government's focus and investment in infrastructure in India. Investment in the infrastructure sector reached ₹ 27.3 trillion between fiscals 2008 and 2012, driven by the Government thrust. (*Source: CRISIL Report*) For details of initiatives and investments planned by the Government in infrastructure development, see "*Industry Overview*" on page 141. We intend to capitalise on these opportunities by leveraging on our established project execution track record in road EPC contracts and by diversifying into new functional areas of infrastructure development sector. We have focused on road projects, acquired experience in the timely execution of EPC contracts, and have also forayed into BOT contracts for road projects. This significant experience in mid-level infrastructure road projects under EPC and BOT models have enabled us to develop significant experience in project management and site management of road infrastructure projects. We intend to leverage such experience and credentials to diversify into other infrastructure sectors. We may enter into strategic alliances with key players in these sectors or make individual bids on the basis of our existing experience.

While we continue to focus on development and construction of road EPC projects, as part of our growth strategy, we intend to diversify into, and will continue to bid for, projects related to the railways sector, including earthwork, construction of bridges and supply of materials and track linking, laying of optical fibre cables, as well as water-related infrastructure projects, including inland water transportation, water treatment and sewerage. We believe that expanding into new functional areas will allow us to consolidate our position in the infrastructure sector and effectively leverage our experience in executing EPC projects. This will also help us gain experience in such sectors and be well positioned to strategically expand in these sectors in future.

Leverage core competencies with enhanced in-house integration

In-house integration has been an integral part of our growth over the years and we seek to focus on further enhancing our in-house competencies by expanding into various functional aspects of our projects thereby eliminating dependence on third parties. Depending on the nature of projects that we may bid for and win in future, we may also develop design and engineering capabilities in-house, which may include fabrication of steel girders, rail over-bridges, fabrication of canopies for road infrastructure, highway traffic management systems and other road safety and traffic management solutions for road infrastructure. We believe that further developing specialized in-house capabilities would reduce dependence on third parties, thereby avoiding risks and minimizing costs associated with outsourcing. Further, as part of our diversification strategy into other sectors such as railways and water infrastructure, we plan to set up in-house facilities to assist us in timely execution of these projects while maintaining construction quality, similar to that of our current in-house integrated model in the road EPC space.

Strengthen internal systems and continue to focus on technology and operational efficiency

Information technology is a part of almost every aspect of our operations. Our growing dependence on IT infrastructure, applications, data management and other internal processes require us to ensure the reliability and functionality of our IT systems. We intend to strengthen our IT systems and other internal processes to reduce manual intervention, improve reliability and efficiency of our business. In order to achieve this, we have implemented an 'Enterprise Resource Planning' system across our operations and departments and we continue to take steps to strengthen the same.

Given the nature of our industry, cost competitiveness is a key component of our success. We believe we have low execution costs which is partly attributable to our integrated operations and investment in technology. Further, the scale of our operations provide us with a significant advantage in reducing costs and sustaining our cost advantage. We also believe that operational efficiency, i.e., maintaining quality, minimizing costs and ensuring timely completion of our projects depends largely on the skill and workmanship of our employees. As competition for qualified personnel and skilled labour is increasing among construction companies in India and as we pursue growth opportunities, we seek to attract, train and retain qualified personnel and skilled labour by increasing our focus on training our staff in basic and advanced engineering and construction technology and skills. We also seek to offer our engineering and technical personnel a wide range of work experience and learning opportunities by providing them with an opportunity to work on a variety of large and complex construction projects.

Description of our Business

Our primary business operations are broadly divided into three categories: (i) civil construction activities, under which we provide EPC services; (ii) development of roads and highways on a BOT basis; and (iii) manufacturing activities, under which we process bitumen, manufacture thermoplastic road-marking paint and road signage and fabricate and galvanize metal crash barriers, which we use in our projects or sell to third parties.

EPC Business

Our EPC Business primarily represents our civil construction business. Since 2006, we have completed over 89 projects as part of our EPC Business, a majority of such projects in the road sector. We have significant experience in construction of road projects. Road infrastructure projects include various activities, including construction, widening, strengthening, improvement, lane-related construction, maintenance, as well as development activities.

Some of the major road EPC projects completed by us, based on the aggregate contract value, are set out below:

S. No.	Description of Project	Year of Completion
1.	Widening and strengthening of existing two-lane carriageway to four lanes with paved side shoulders of Harike – Zira – Faridkot section of NH-15 (New NH No. 54) from existing km. 166.925 to km. 221.380 of NH-15 including construction of Zira, Talwandi and Mudki bypasses in Punjab under NHDP – IV	2017
2.	Widening and strengthening of existing two-lane carriageway to four lanes with paved side shoulders of Faridkot – Kotkapura – Bathinda section of NH-15 (New NH No. 54) from existing km. 221.380 to km. 287.615 of NH-15 including construction of Faridkot-Kotkapura bypass in Punjab under NHDP – IV	2017
3.	Four laning of Hisar – Dabwali section of NH-10 from km. 170.000 to km. 227.000 with paved shoulder in Haryana	2017
4.	Four laning of Hazaribagh – Ranchi section of NH-33 from km. 40.500 to km. 114.000 in Jharkhand	2012
5.	Widening of Moradabad – Bareilly section of existing two lane road to four lane dual carriageway and construction of minor structures of NH-24 from km. 190.000 to km. 236.5000	2014
6.	Rehabilitation and upgradation of Bahraich – Rupaidiha section (km 99.000 to 150.200) of NH-28C in Uttar Pradesh to two-lanes with paved shoulders	2016

As of January 31, 2018, we have also executed two airport related infrastructure projects where our scope of work included runway-related construction, including extension, strengthening and resurfacing. Details of such projects are set out below:

- Extension and strengthening of runway for operation of wide bodied jet aircraft of 'E' category including provision of CAT-II lighting system at Jaipur airport in Rajasthan; and

- Resurfacing of runway at Air Force station in Jodhpur in the state of Rajasthan

BOT Road Projects

We have one operational BOT road project which is on an annuity basis and has commenced revenue generation and is operated by our Subsidiary, RSEL.

A summary of our operational BOT project is set forth below:

Name of Subsidiary	**Reengus Sikar Expressway Limited**
Brief Description	Four laning of Reengus – Sikar section from km. 298.075 near Madhopura Junction to km. 341.047 (after Sikar Town) of NH – 11 (proposed chainage being km. 298.075 to km. 341.962 design length being km. 43.887) in Rajasthan on a BOT (annuity) project on DBFOT pattern under NHDP – III.
State	Rajasthan
Length (approx.)	43.89 kms
Awarding Authority	NHAI
Annuity	Annuity
Date of signing of concession agreement	April 26, 2011
Appointed Date	March 5, 2012
Concession period from Appointed Date	17 years
Equity Shareholding of our Company	100.00**
Total estimated project cost (₹ million)	2,275.1
Amount of bonus for early completion, if any	Nil
Annuity payable by the concessioning authority/ Annual premium payable to the concessioning authority	Annuity of ₹ 187.72 million, receivable every six months

***Includes beneficial interest of our Company. For further details, refer to "Our Subsidiaries and Joint Ventures" on page 223.*

Hybrid Annuity Model Road Projects

A brief summary of the road projects currently under construction by us under the HAM model are set out below:

Name of Subsidiary	**GR Phagwara Expressway Limited**	**Nagaur Mukundgarh Highways Private Limited**	**Varanasi Sangam Expressway Private Limited**	**Porbandar Dwarka Expressway Private Limited**
Brief Description	Four laning of Phagwara – Rupnagar section of NH-344A from km 0.00 (design chainage) to km. 80.820 (design chainage)	Development and maintenance of Peelibanga – Lakhuwali section of MDR-103, Sardarshahar-Loonkaransar Section of SH-6 A, Churu - Bhaleri section of SH- 69, Sanju – Tarnau Section of SH-60, Roopangarh - Naraina section of SH- 100 and Nagaur – Tarnau – Deedwana – Mukundgarh Section of SH- 8 , 19, 60, 82-A and 83 under DBFOT	Six laning of Handia – Varanasi section of NH-2 from km. 713.146 to km. 785.544	Four laning with paved shoulder of Porbandar – Dwarka section of NH-8E (Ext.) from km. 356.766 (design chainage km. 379.100) to km. 473.000 (design chainage km. 496.848)
State	Punjab	Rajasthan	Uttar Pradesh	Gujarat
Length (in kms approx.)	80.82	393.71	72.398	117.748
Awarding Authority	NHAI	Office of the Additional Chief Engineer (PPP) PWD, Rajasthan	NHAI	NHAI

Name of Subsidiary	GR Phagwara Expressway Limited	Nagaur Mukundgarh Highways Private Limited	Varanasi Sangam Expressway Private Limited	Porbandar Dwarka Expressway Private Limited
Date of signing of concession agreement	October 5, 2016	March 3, 2017	May 15, 2017	August 8, 2017
Appointed Date	October 6, 2017	September 4, 2017	December 5, 2017	February 12, 2018
Construction period (from Appointed Date) (in days)	910	730	910	1,095
Operations and maintenance period (in years)	15	10	15	15
Equity Shareholding of our Company	100.00%*	100.00%*	100.00%*	100.00%*
Estimated Project Cost (₹ million)	12,220.00	8,060.00	22,300.00	14,800.00
Financing Arrangement	As on February 28, 2018, our Company has invested ₹ 569.47 million towards its contribution in GPEL of which ₹ 203.00 million is in the equity share capital and ₹ 366.47 million has been invested as an unsecured loan. Our Company entered into financing arrangements with a consortium of lenders for ₹ 5,400.00 million in connection with the financing of the project. As of February 28, 2018, the total principal amount of debt outstanding was nil.	As on February 28, 2018, our Company has invested ₹ 594.45 million towards its contribution in NMHPL of which ₹ 136.30 million is in the equity share capital and ₹ 458.15 million has been invested as unsecured loan. Our Company entered into financing arrangements with a consortium of lenders for ₹ 2,580.00 million in connection with the financing of the project. As of February 28, 2018, the total principal amount of debt outstanding was ₹ 1,687.00 million	As on February 28, 2018, our Company has invested ₹ 1,123.32 million towards its contribution in VSEPL of which ₹ 388.90 million is in the equity share capital and ₹ 734.42 million has been invested as unsecured loan. Our Company entered into financing arrangements with a consortium of lenders for ₹ 9,920.00 million in connection with the financing of the project. As of February 28, 2018, the total principal amount of debt outstanding was nil.	As on February 28, 2018, our Company has invested ₹ 477.00 million towards its contribution in PDEPL of which ₹ 420.00 million is in the equity share capital and ₹ 57.00 million has been invested as unsecured loan. Our Company entered into financing arrangements with a consortium of lenders for ₹ 6,720.00 million in connection with the financing of the project. As of February 28, 2018, the total principal amount of debt outstanding was nil.
Amount of bonus for early completion, if any	Subject to early completion of the construction, as per the agreed terms	Subject to early completion of the construction, as per the agreed terms	Subject to early completion of the construction, as per the agreed terms	Subject to early completion of the construction, as per the agreed terms
Annuity payable by the concessioning authority/ Annual premium payable to the concessioning authority	30 half yearly instalments of 60% of the bid project cost (along with interest payable) on the reducing balance.	20 half yearly instalments of 50% of the bid project cost (along with interest payable) on the reducing balance.	30 half yearly instalments of 60% of the bid project cost (along with interest payable) on the reducing balance.	30 half yearly instalments of 60% of the bid project cost (along with interest payable) on the reducing balance.

** includes beneficial interest of our Company.*

In addition, we have been awarded three HAM projects for which the concession agreements are yet to be signed with the relevant authority. The details are as below:

- Four laning of Gundugolanu – Devarapalli – Kovvuru section of NH-16 in Andhra Pradesh under Bharatmala Pariyojana on hybrid annuity model with a contract value ₹ 1,8270.00 million, pursuant to a letter of award dated March 13, 2018 from NHAI;

- Four laning of Sangli – Solapur (Package - III: Watambare to Mangalwedha) section of NH-166 in Maharashtra on hybrid annuity model having a contract value of ₹ 9,570.00 million pursuant to letter of award dated March 27, 2018 by NHAI; and

- Four laning of Akkalkot – Solapur section of NH-150E in Maharashtra on hybrid annuity model having a contract value of ₹ 8,070.00 million pursuant to letter of award dated March 27, 2018 by NHAI.

The HAM provides three revenue streams to the concessionaire during the period of operation, including (i) annuity payments; (ii) interest payments; and (iii) operation and maintenance ("**O&M**") payments (collectively, ("**HAM Payments**")). The HAM Payments are due and payable following the commercial operation date ("**COD**") over the concession period. The annuity payments are due and payable in bi-annual instalments, which are calculated on the remaining completion cost. The interest payments are due and payable on the reducing balance of the completion cost of each project. The O&M payments are due and payable in two equal bi-annual instalments and disbursed along with the annuity payments. Further the O&M payments are required to be quoted by the bidder and each instalment of such O&M payment is determined in accordance with price index multiple on the reference index date preceding the due date of payment.

During the construction period of each hybrid annuity model project, the concessionaire is entitled to receive a proportion of the bid project cost on completion of certain milestones. These payment milestones are tied to achieving certain physical construction milestones, in terms of the concession agreements.
The following table sets forth certain information relating to the number of projects awarded to us in the periods indicated is as below:

S. No	Period ended/Fiscal	Number of Contracts	Contract Value (₹ million)
1.	Fiscal 2013	7	5,988.26
2.	Fiscal 2014	9	11,192.93
3.	Fiscal 2015	8	35,261.88
4.	Fiscal 2016	8	34,453.47
5.	Fiscal 2017	6	57,800.80
6.	Ten month period ended January 31, 2018	6	42,593.07
	Total	**44**	**1,87,290.41**

Order Book

Our Company's Order Book as of a particular date is calculated on the basis of the aggregate contract value of our ongoing construction projects as of such date reduced by the value of work executed by us until such date, as certified by the relevant client. For the purposes of calculating the Order Book value, our Company does not take into account any escalation or change in work scope of our ongoing projects as of the relevant date, or the work conducted by us in relation to any such escalation of change in work scope of such projects until such date. The manner in which we calculate and present our Order Book is therefore not comparable to the manner in which our revenue from operations is accounted, which takes into account revenue from work relating to escalation or changes in scope of work of our projects. The manner in which we calculate and present our Company's Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors. The Order Book information included in this Draft Red Herring Prospectus is not audited and does not necessarily indicate our future earnings. We may not be able to achieve our expected margins or may even suffer losses on one or more of these contracts or we may not be able to realise the revenues that we anticipated in such projects. For further details, see "*Risk Factors – Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations*" on page 22.

As of January 31, 2018, our Company had an Order Book of ₹ 98,895.40 million and comprised 19 road EPC projects and three other projects as follows:

S. No.	Client	Number of Contracts	Total Contract Value (₹ million)	Order Book Value (₹ million)	Percentage of Order Book (%)
1.	NHAI	13*	99,394.84	77,703.07	78.57%
2.	MoRTH	4	12,825.80	10,236.72	10.35%
3.	Others	5	19,417.94	10,955.61	11.08%
	Total	**22**	**131,638.58**	**98,895.40**	**100.00%**

** Includes projects which were awarded to our Subsidiaries and where the EPC portion is executed by our Company.*

In addition, subsequent to January 31, 2018 our Company has been awarded the following projects that do not form part of our Company's Order Book as of January 31, 2018:

- Construction / up-gradation of two lane with paved shoulder of NH from Raisinghnagar – Poogal under Phase-I of Bharatmala Pariyojana in Rajasthan with a contract value of ₹ 6,870.70 million pursuant to letter of award dated February 27, 2018 from NHAI;

- Four laning of Gundugolanu – Devarapalli – Kovvuru section of NH-16 in Andhra Pradesh under Bharatmala Pariyojana on hybrid annuity model with a contract value ₹ 1,8270.00 million, pursuant to a letter of award dated March 13, 2018 from NHAI;

- Construction of roadbed, major and minor bridges, track linking, civil engineering works, S&T, OHE, TSS & general electrical works in connection with third line with railway electrification with a contract value of ₹ 6,810.38 million pursuant to letter of award dated March 22, 2018 from Rail Vikas Nigam Limited;

- Four laning of Sangli – Solapur (Package - III: Watambare to Mangalwedha) section of NH-166 in Maharashtra on hybrid annuity model having a contract value of ₹ 9,570.00 million pursuant to letter of award dated March 27, 2018 by NHAI; and

- Four laning of Akkalkot – Solapur section of NH-150E in Maharashtra on hybrid annuity model having a contract value of ₹ 8,070.00 million pursuant to letter of award dated March 27, 2018 by NHAI.

The following table sets forth our Order Book, as on January 31, 2018, presented according to the relevant State / region:

S. No.	State	Number of Projects	Total Contract Value (₹ million)	Order Book Value (₹ million)	Percentage of Order Book (%)
1.	Uttar Pradesh	4	38,777.10	38,544.18	38.97%
2.	Gujarat	1	13,270.00	13,270.00	13.42%
3.	Punjab	1	10,750.00	10,750.00	10.87%
4.	Rajasthan	3	12,035.80	7,104.01	7.18%
5.	Bihar	4	15,695.80	6,009.87	6.08%
6.	Odisha	2	6,786.27	5,773.37	5.84%
7.	Maharashtra	2	6,678.40	5,675.44	5.74%
8.	Himachal Pradesh	1	7,487.70	5,377.75	5.44%
9.	Madhya Pradesh	1	3,266.73	3,266.73	3.30%
10.	West Bengal*	1	5,728.08	1,493.62	1.51%
11.	Haryana	1	6,480.00	930.21	0.94%
12.	Meghalaya	1	4,682.70	700.23	0.71%
	Total	**22**	**1,31,638.58**	**98,895.40**	**100.00%**

Pertains to the project for laying of optical fibre cable which spans across the states of Bihar, Odisha, West Bengal, Andaman and Nicobar Islands, Jharkhand and Sikkim.

The following table sets forth the top five projects (in terms of value) that form a part of our Order Book as of January 31, 2018:

S. No.	Name of Project	Total Contract Value (₹ million)	Order Book Value (₹ million)	Percentage of Order Book (%)
1.	Six laning of Handia – Varanasi section of NH-2 from km. 713.146 to km. 785.544 in Uttar Pradesh under NHDP Phase – V under hybrid annuity model.	20,010.00	19,777.08	20.00
2.	Four laning with paved shoulder of Porbandar – Dwarka section of NH-8E (Ext.) from km. 356.766 (design chainage km. 379.100) to km. 473.000 (design chainage km 496.848) in Gujarat through	13,270.00	13,270.00	13.42

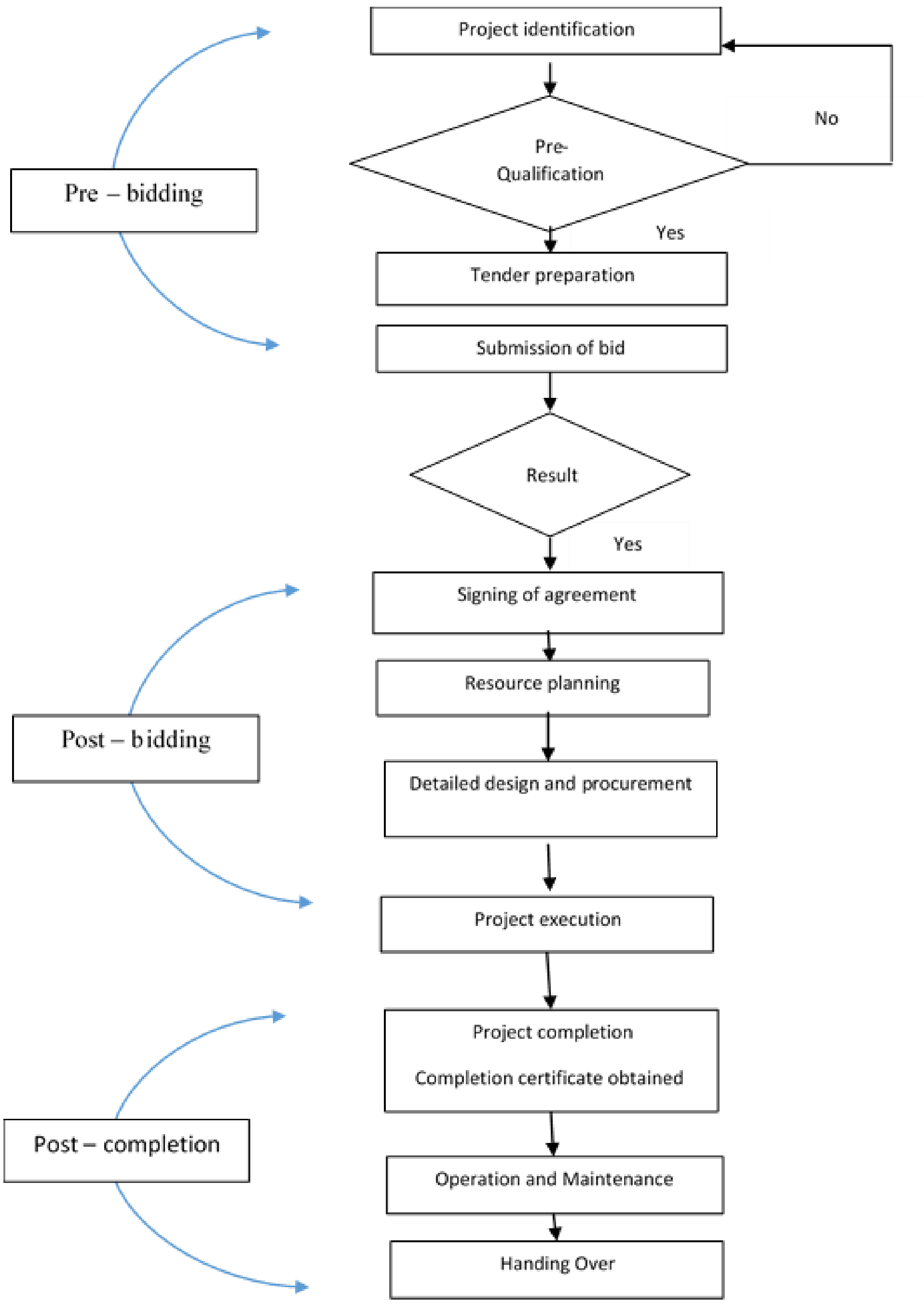
S. No.	Name of Project	Total Contract Value (₹ million)	Order Book Value (₹ million)	Percentage of Order Book (%)
	PPP under hybrid annuity model.			
3.	Design and construction of Delhi – Meerut Expressway from Dasna to Meerut from Km. 27.740 of NH-24 to Km. 51.975 of NH-58 (design chainage km. 28.000 to km. 59.777) in Uttar Pradesh on EPC basis.	10,870.70	10,870.70	10.99
4.	Four laning of Phagwara – Rupnagar section of NH 344A from km 0.00 to km 80.820 on hybrid annuity model.	10,750.00	10,750.00	10.87
5.	Four laning of Parwanoo - Solan section of NH-22 (Now NH 5) from km. 67.000 to km. 106.139 under NHDP – III in Himachal Pradesh on EPC mode.	7,487.70	5377.75	5.44
	Total	**62,388.40**	**60,045.53**	**60.72**

International Operations

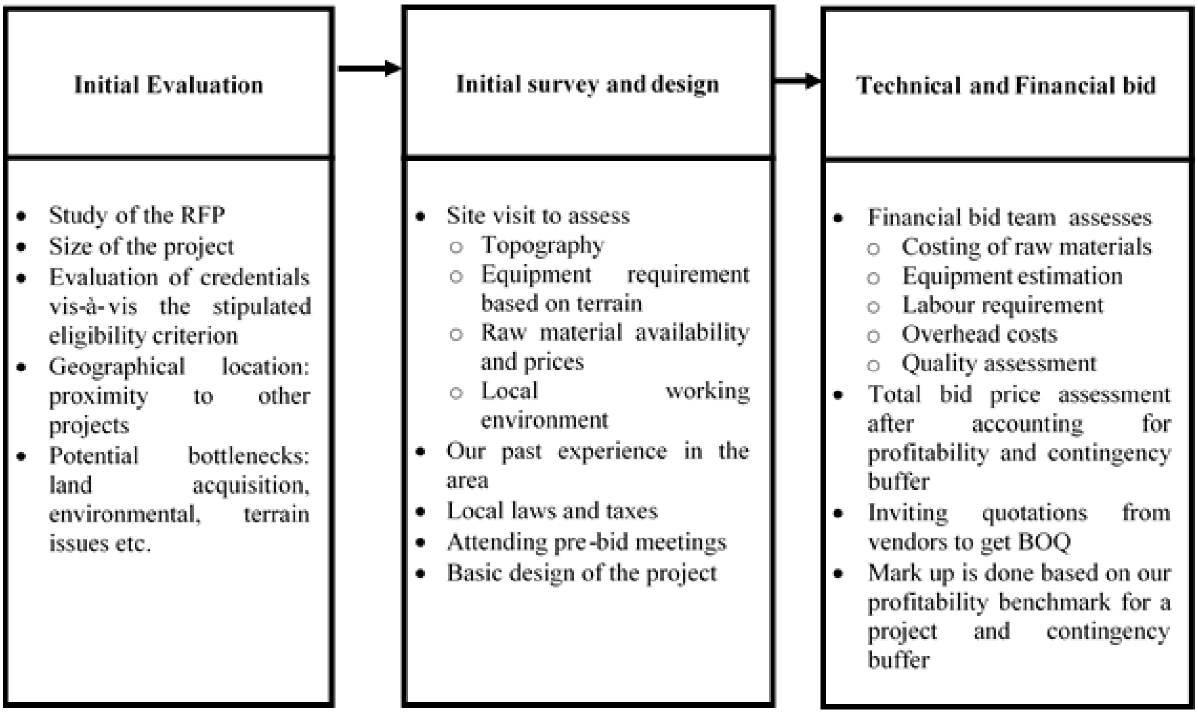
In addition, we have been awarded a project for construction of Agaie-Katcha-Baro road (rigid pavement) in Niger State, Nigeria with a project length of approximately 52.30 km. We are undertaking this project through our Subsidiaries that have been incorporated in Nigeria for such purpose. For information on such Subsidiaries, see "*Our Subsidiaries and Joint Ventures*" on page 223.

Project Cycle

The various steps involved in the life cycle of a project is described below:



I. PRE-BIDDING STAGE



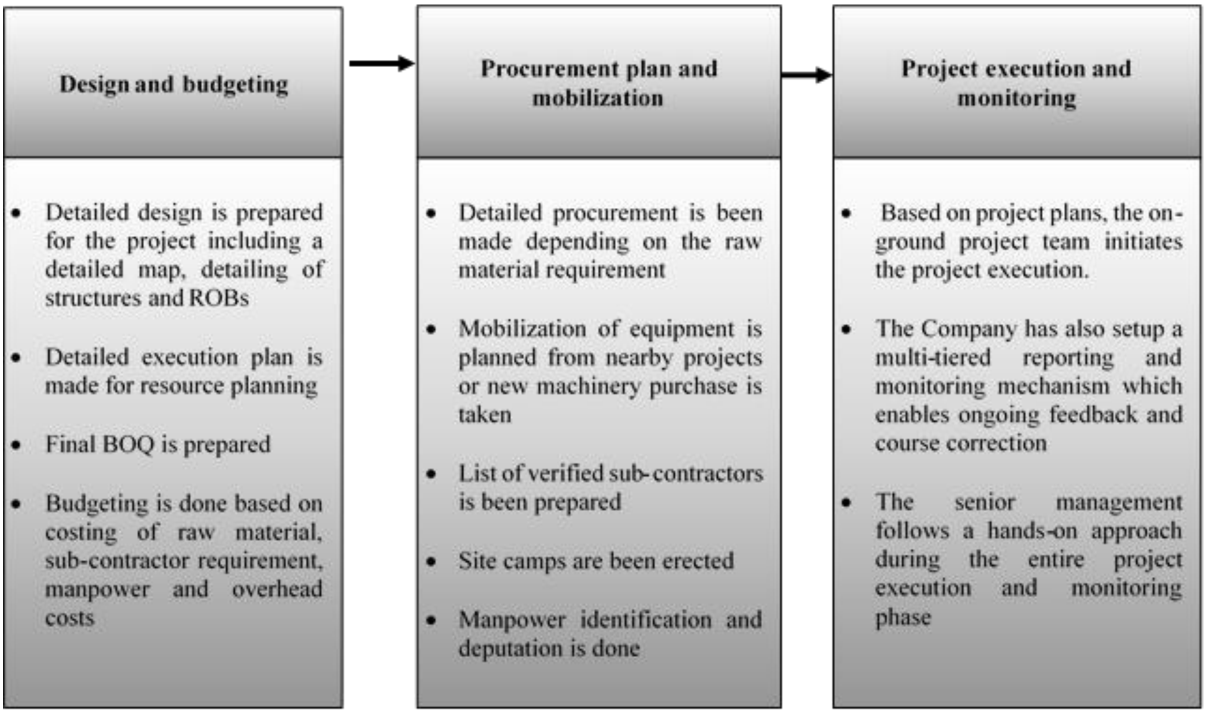
We enter into contracts primarily through a competitive bidding process. Our clients typically advertise for potential projects on their websites and in leading national newspapers. Accordingly, our tender department does a regular review of the leading national newspapers and relevant websites to identify projects that could be potentially viable for us. After such projects are identified, the tender department seeks approval of the management in order to determine if the identified projects are to be pursued. These discussions are based on various factors which include the geographic location of the project and the degree of complexity in executing the project in such location, our current and projected workload, the likelihood of additional work, the project cost and profitability estimates and our competitive advantage relative to other likely bidders. Thereafter, we submit bids for the projects that have been identified.

Our Company has a dedicated tender department that is responsible for bidding and pre-qualifications. The tender department evaluates our Company's credentials in light of the stipulated eligibility criteria. While we endeavour to meet eligibility criteria for projects on our own, in the event we are unable to meet the criteria, we look to form project specific joint ventures with other qualified contractors and strengthen our chances of pre-qualifying and winning the bid for the project. Notices inviting bids may either involve pre-qualification, or short listing of contractors, or a post qualification process. Pre-qualification applications generally require us to submit details about our organizational set-up, financial parameters (such as turnover, net worth and profit and loss history), employee information, plant and equipment owned, portfolio of executed and ongoing projects and details in respect of litigations and arbitrations in which we are involved. In selecting contractors for major projects, clients generally limit the issue of tender to contractors they have pre-qualified based on several criteria, including experience, technical ability and performance, reputation for quality, safety record, financial strength, bonding capacity and size of previous contracts in similar projects. However, price competitiveness still is a significant selection criterion.

After we pre-qualify for a bid, we are required to submit a financial bid. In order to submit a financial bid, our Company conducts an in-depth study of the proposed project, which *inter alia* includes, (i) study of the technical and commercial conditions and requirements of the project; (ii) a site visit to determine the site conditions by studying the terrain and access to the site; (iii) local market survey to determine availability and prices of key construction material, labour, and specialist sub-contractors, as the need may arise; and (iv) analysis of the incidence and rates of local taxes and levies (if any) at the project site. Further, the tender department invites quotations from vendors, sub-contractors and specialist agencies for various items or activities in respect of the tender. This, in addition to the information gathered from the local market survey, is utilized to arrive at the cost of items in the Bill of Quantities ("**BOQ**"). This estimate is then marked-up to arrive at the selling price to the client. The basis of determination of the mark-up is based on overheads, expenditure and profitability benchmark as per our policies.

Alternatively, the client may choose to invite bids through a post-qualification process wherein the contractor is required to submit the financial bid along with the information mentioned above in two separate envelopes. In such a situation, the client typically evaluates the technical bid or pre-qualification application initially and then opens the financial bids only to those contractors who meet the stipulated criteria.

II. POST-BIDDING STAGE



We provide engineering and design services, as per the requirements of the clients, for the projects we undertake. In such projects, the client typically provides scope of the project and specifications, based on which, we are required to provide detailed project plans, structural/architectural designs for the conceptual requirements of the client.

Materials cost form a major part of the total project cost. Therefore, the ability of our procurement department to ensure adequate and timely supply of the required materials at competitive prices during the tenure of the contract, plays a very important role in overall execution of the contract. The issuance of a letter of acceptance or letter of intent by the client signifies that we have been awarded the contract. Upon award of a contract, the procurement department is provided with the project details along with the budgeted rates for material, services and equipment. The material, services and equipment required for projects are estimated by the engineering personnel from the individual project sites and then passed on to the procurement department along with the schedule of requirements.

Upon receipt of the letter, we begin mobilizing manpower and equipment resources and the setting up of site offices, stores and other ancillary facilities. Construction activity typically commences once the client approves working designs and issues drawings. The project team immediately identifies and works with the procurement department to procure the key construction materials and services required to commence construction. Based on the contract documents, a detailed schedule of construction activities is prepared. We have a multi-tiered project management system that helps us track the physical and financial progress of work *vis-à-vis* the project schedule. Additionally, the senior management of our Company follow a hands-on approach with respect to the project execution.

Each project site has a billing department that is responsible for preparing and dispatching periodic invoices to the clients. Joint measurements with the client's representative are taken on a periodic basis and interim invoices prepared on the basis of such measurements are sent to the client for certification and release of interim payments. The billing department is also responsible for certifying the bills prepared by our vendors and sub-contractors for particular projects and forwarding the same to our head office for further processing.

III. POST COMPLETION

Upon completion of construction of a project, typically an independent engineer appointed for the project certifies the work completed and a completion certificate is issued by the client. Our completed projects also include those projects for which we have been issued provisional completion certificates by the relevant authority. Depending on the scope of work for a project, maintenance may be required to be carried out by us upon completion of construction. The retention money, which is typically 5% of the contract value, is returned by the client upon completion of the defect liability period.

Summary of our EPC Contracts

Generally, construction contracts that we have entered into in the past fall within the following categories:

- *Design and Build Contracts* – Design and build contracts provide for a single price for the total amount of work, subject to variations pursuant to changes in the client's project requirements. In design and build contracts, the client supplies conceptual information pertaining to the project and spells out the project requirements and specifications. We are required to (i) design the proposed structure, (ii) estimate the quantities of various items that would be needed to complete the project based on the designs and drawings prepared by our design and engineering team, and (iii) prepare our own bill of quantities ("**BOQ**") to arrive at the price to be quoted. We are responsible for the execution of all aspects of the project based on the above at our quoted price.

- *Item Rate Contracts* – These contracts are also known as unit-price contracts or schedule contracts. For item rate contracts, we are required to quote rates for individual items of work on the basis of a schedule of quantities furnished by our client. The design and drawings are provided by the client. Typically, our risk is lower in item rate contracts as, other than escalation in the rates of items quoted by us to the client, we are paid according to the actual amount of work on the basis of the per-unit price quoted. Item rate contracts typically contain price variation or escalation clauses that provide for either reimbursement by the client in the event of a variation in the prices of key materials or a formula that splits the contract into pre-defined components for materials, labour and fuel and links the escalation in amounts payable by the client.

- *Lump Sum Contracts*– Lump-sum contracts provide for a single price for the total amount of work, subject to variations pursuant to changes in the client's project requirements. In lump-sum contracts, the client supplies all the information relating to the project, such as designs and drawings. Based on such information, we are required to estimate the quantities of various items, such as raw materials, and the amount of work that would be needed to complete the project, and then prepare our own BOQ to arrive at the price to be quoted. We are responsible for the execution of the project based on the information provided and technical stipulations laid down by the client at our quoted price. Escalation clauses might exist in some cases to cover, at least partially, cost overruns.

Additionally, under an EPC contract, we are usually required to indemnify the client and its members, officers and employees against all actions, proceedings, claims, liabilities, damages, losses and expenses due to failure on our part to perform our obligations under the EPC contract. We are also usually required to provide a guarantee equal to a fixed percentage of the contract price as performance security and sometimes are required to provide separate guarantees for major structures like bridges. During the construction period as well as the warranty period after the completion of construction, we are usually required to cure construction defects at our own risk and costs and may be required to provide separate performance security upon the request of the employer. We are usually responsible for curing the defects during the defect notification period, which is usually for a period of 12 to 60 months after completion of work. We are also required to pay liquidated damages for delays in completion of project milestones, which are often specified as a fixed percentage of the contract price. Our clients are entitled to deduct the amount of damages from the payments due to us.

Summary of our BOT Contracts

Typically, BOT contracts involve the construction of an asset as required by the client, with partial or total financing arrangements provided by the bidders/contractors. BOT contracts require the successful bidder to design, finance, construct, operate and maintain the asset over a pre-defined period (known as the "**Concession Period**") at its own expense.

In return, the concessionaire is granted a right to either:

(i) collect payments from the authority during the construction phase on certain milestones being achieved and continue to receive the remaining payments in the form of annuity for the remaining concession period through a pre-defined mechanism; or

(ii) receive annuity from the authority for operating and maintaining the asset during the Concession Period through a pre-defined mechanism.

For example, on an annuity basis, the concessionaire receives a semi-annual or annual payment as annuity from the authority for maintaining and operating the asset during the annuity period as specified in the concession agreement. The concessionaire is required to transfer ownership of the asset back to the client/authority at the end of the concession period. The concessionaire here may receive grant, pay a premium or revenue share to the client and is also responsible for maintenance and service quality on the road. During the concession period, the concessionaire operate and maintain the road asset and earn revenues through annuities generated from the asset. Under the 'hybrid annuity model', typically 60% of the project cost are to be borne by the successful concessionaire through a combination of equity and debt, and the remaining percentage% of the project cost will be paid to the concessionaire by the client in five equal instalments, which will be linked to the project completion milestones. Thereafter, on completion of the project, the project cost borne by the concessionaire will be paid to the concessionaire in semi-annual annuity payments as agreed. While toll collection will be the responsibility of the client, the concessionaire will be responsible for the maintenance of the project for the entire concession period. Based on the bid, which consists of project cost and O&M payments, the client will make O&M payments as per an inflation linked escalation.

Depending on the nature of the project and the project requirements, contracts may also contain a combination of aspects of any of the contract types discussed above. Contracts, irrespective of their type, typically contain price variation or escalation clauses that either provide for reimbursement by the client in the event of a variation in the prices of key raw materials (such as bitumen, steel and cement, etc.) or a formula that splits the contract into pre-defined components for materials, labour and fuel and links the escalation in amounts payable by the client to pre-defined price indices published periodically. Some contracts do not include such price variation or escalation clauses. In those instances, we face the risk that the price of key raw materials and other inputs will increase during the project execution period and we are unable to pass on the increases in such costs to the client.

Under each concession agreement that are currently entered into by us, we are entitled to receive annuity from the concessioning authority during the concession period. We develop the relevant BOT project and operate the project facilities in accordance with the terms and conditions under the relevant concession agreement. While we are required to maintain performance security during the construction period, the concession agreement requires us to maintain insurance during the construction and operation periods. We are further required to operate and maintain the project in accordance with the concession agreement. In the event of any deviations or non-compliance in relation to the project, our client may enforce its rights under the agreement, including termination of the agreement. We may need to take remedial measures at our cost and may be obligated to pay a percentage of the cost additionally as penalties.

The scope of our responsibilities is usually set out in the relevant concession agreement, where we may be required to undertake routine maintenance of the project road, maintain and comply with safety standards to ensure smooth and safe traffic movement, deploy adequate human resources for incident management, maintain proper medical and sanitary arrangements for personnel deployed at the site and prevent any unauthorized entry and exit. The concessioning authority may use one or more firms of engineers to carry out periodic tests to assess the quality of the road and related maintenance. If we are determined to have failed to carry out our maintenance obligations, the concessioning authority may, following the issuance of notices and the expiry of cure periods, terminate the relevant concession agreement.

Integrated In-House Model

We undertake our construction business in an integrated manner as we have the key competencies and in-house resources to deliver a project from its conceptualization to completion. Our in-house integration includes a bituminous emulsion manufacturing facility, a metal crash barrier fabrication and galvanization unit, a thermoplastic road-marking paint and a road signage manufacturing facility, owned construction equipment and a fleet of transportation vehicles and a design and engineering team.

A. Manufacturing Facilities

As part of our in-house integration model, we have manufacturing facilities for processing of bitumen, thermoplastic road-marking paint and road signage and a fabrication and galvanization unit for metal crash barriers, details of which are provided below:

S. No	Manufacturing Facility and Location	Product (s) manufactured / fabricated	Installed Capacity	Key Equipment Used	Key Raw Materials Used
1.	Emulsion facility and fabrication unit – Udaipur, Rajasthan	(i) Emulsion of different grades of PMB and VG-40 thermoplastic road marking paint (ii) Road signage (cautionary, mandatory, directional, informative, delineators) (iii) Overhead structures (gantry, cantilevers) and toll boards (iv) Toll canopy, bus shelters, etc.	30,000 MT	*Manufacturing*: Milling machine, boilers, storage tanks *Fabrication*: Retro plotter, rolling machine, shearing and welding equipment	*Manufacturing*: Bitumen, Emulsifiers, solvent, SBS, and elvaloy. *Fabrication*: ISA, ISMC, square pipes, MS Plates, ACP sheet, retro reflective sheeting, overlay
2.	Emulsion facility – Guwahati, Assam	Bitumen emulsion and modified bitumen	30,000 MT	Inline automatic emulsion plant, boiler, 150 Kva 3 star transformer	Bitumen, HCL acid, calcium chloride, emulsifiers, kerosene oil
3.	Metal crash barrier fabrication and galvanization facility – Ahmedabad, Gujarat	(i) W – shape channel (2318 MM to 5318 MM) (ii) C shape channel (330 MM to 2100 MM)	24,000 MT	Fully automated metal slitting machine, fully automated roll forming machines and galvanization plant	Steel hot rolled coil (3MM to 5MM), zinc

See also, "*Risk Factors - Information relating to the installed capacity of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production may vary*" on page 49.

Power and Water

Our manufacturing facilities source power from their respective state grids to meet their power requirements. Additionally, to ensure uninterrupted power supply, our manufacturing facilities have diesel generators installed as back-up. The water for the manufacturing facilities is procured using bore wells at the respective sites, or procured from the relevant state authority.

B. Equipment

We have over the years acquired a significant equipment base that we use in our operations. We continue to expand our equipment base as productive equipment asset management is a critical element in timely execution of our projects. We believe that our strategic investment in equipment assets provides us with a competitive advantage as it enables rapid mobilization of high quality equipment thereby reducing project execution time. Some of the equipment used by us in the projects we develop include hot mix plants, crushers, graders, concrete pumps, compressors, bitumin sprayers and transit mixer.

While our manufacturing facilities cater to the key components that we require in the construction and execution of our projects, our vehicle base facilitates timely transportation of the key raw materials for construction (bitumen emulsion and diesel) for captive consumption, which we believe reduces pilferage and ensures the quality of our products. Most of our equipment are fitted with on-line tracking technology such as GPS tracking devices and diagnostic tools which keeps us updated on productivity, fuel consumption and idling. GPS tracking devices control our logistics and ensure efficient tracking of vehicles from refineries, factories and vendors' sites. This also ensures that the exact movement of vehicles is tracked thereby reducing any changes or pilferage in products being transported ensuring that the quality of our products is maintained. Self-diagnostic systems help in remote management of machines which are at project sites. As on January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles.

We have also set-up a workshop in Udaipur, Rajasthan where we undertake major repair and maintenance of our construction equipment and vehicles. We have been authorised by one of the OEMs to operate a service station at our workshop. In-house repair and maintenance of our equipment and vehicles ensures reduced down-time which further facilitates in achieving early completion of project timelines. We also have an internal policy of only using spare parts sourced from the OEM which helps us in maintaining our machines as per the standards prescribed by the OEM. We have entered into rate contracts with OEMs that ensures faster decision making and arrangement of spare parts on shorter notice.

C. Design and Engineering Team

We have an in-house design and engineering team which operates out of our corporate office in Gurugram. Our design department is further segmented into pavement design, highway design and the structure design sections. Each section is headed by an experienced designer. Our design and engineering team has access to and uses various software tools like AutoCAD, Midas, STAAD.Pro and MX Road for design of our projects.

Our design and engineering team is involved in the planning and execution of our projects since the pre-bidding stage. At the pre-bidding stage, our design and engineering team prepares a basic design to facilitate preparation of estimates of quantities of raw materials that will be required for construction of the project. Upon the award of a project, the various sections of the design and engineering team plan and co-ordinate to work towards efficiently completing the design elements of a project. Once the pre-design activities, such as surveys and site investigation are carried out, the design and engineering team prepares a quality assurance plan for detailed design and planning, based on the terms of the contract as well as the result of the surveys carried out. The final detailing and designing is created by the designers and draftsmen of different sections for maintenance of quality and timely execution of project.

Our design and engineering team seeks to continuously innovate and has also adopted various technologies like warm mix, recycling of bituminous pavement by hot mix as well as cold mix technology for efficient execution of our projects.

Project Management

Our project management team ("**PMT**") is supported by all the departments that are involved in the planning of a project, namely, design and engineering, procurement, manufacturing, quality control, logistics as well as our on-site teams.

Based on the work schedule, each department coordinates with the PMT for planning efficient use of the available resources in execution of a project. Our design and engineering team thereafter initiates the design work based on the technical requirements of the projects in order of priority. Continuous value engineering is done in coordination with the PMT. Production in manufacturing facilities is synchronized with the site progress as all products manufactured are used at various stages of construction of road projects. Specifications are finalized by the PMT in accordance with the design and contractual requirements. The procurement team negotiates long term MOUs on the basis of advance requirement of materials, to ensure quality and customized sizing as per the project specific requirements, for smooth supply of raw materials. The quality control team at our manufacturing facilities ensure quality inspection of raw materials. Our supply logistics team, in coordination with the PMT, ensures timely delivery of materials at sites to avoid delays in achieving project timelines.

Procurement

Our central procurement team based at our corporate office at Gurugram handles the procurement of major raw materials and engineering items like cement, steel, construction chemicals, bridge bearings, bitumen, highway and runway lighting and steel girders. We procure materials in bulk that results in has brought in economies in production as well as developed our relationship with vendors. Our project sites have procurement managers who understand and oversee the local material requirement and report the same to specific project managers, thereby ensuring a personalized understanding of material requirement from a project to project basis.

We have also entered into MOUs with some of our suppliers for major materials like steel and bitumen which we believe has been commercially viable for us while also ensuring timely availability of materials due to long term relationships with our suppliers.

Quality Management

We endeavour to ensure that we maintain stringent quality standards at all stages of our project. Our aim is to reduce cost and cycle times through effective and efficient use of resources. We have a team of engineers and professionals responsible for ensuring quality standards. In executing the projects, we monitor and test all materials for conformity, track non-conformities and make rectifications to ensure clients' satisfaction. We endeavour to be the customers' preferred choice in everything we do. Our customers will experience professional competence and a high level of service in our deliveries.

Other Business Activities

Apart from our main business activity of civil construction of roads and related infrastructure, we also undertake the following activities:

- EPC works including procuring and supply of optical fibre cable and accessories for a telecom infrastructure project and also two projects for the railways sector;
- Operation of a wind mill having an installed capacity of 1.25 MW, in Jaisalmer, Rajasthan; and
- Construction and development of a group housing society comprising of row houses and other residential units at Udaipur, Rajasthan.

Human Resources

As of January 31, 2018, we had 6,473 permanent employees. We undertake selective and need-based recruitment every year to maintain the size of our workforce, which may otherwise decline as a result of attrition and retirement of employees.

We are committed to the development of the expertise and know-how of our employees through technical seminars and training sessions organised or sponsored by the Company. Our personnel policies are aimed towards recruiting the talent that we need, facilitating the integration of our employees into the Company and encouraging the development of skills in order to support our performance and the growth of our operations.

On September 9, 2016, our Company adopted an employee stock option plan pursuant to which certain employees are eligible to be awarded options to purchase Equity Shares. For further details, see "*Capital Structure – Employee Stock Option Plan*" on page 115. We believe that by granting our employees options to purchase Equity Shares, it will further motivate them to make our business even more successful.

Information Technology

Our resources, personnel, equipment and finances are efficiently and optimally utilized through the use of sophisticated management information systems and tools. We use Tally ERP 9 for, inter-alia, project management, document management, database and payroll; and SAP-ERP platform with various integrated modules where procurement, payment, finance, engineering, production, etc. are integrated. The SAP-ERP platform assists us in better planning and controlling, transparency, tracking status in the system of delivery of materials and faster decision making which allows for on-time delivery of material as per the project requirement schedule. The SAP platform also implements 'Fiori', a mobile application that facilitates better mobility and quick turnaround time for approvals of purchase orders and payment requisitions.

Intellectual Property

Our Company owns the trademark pursuant to a trademark registration (no. 1861143) dated June 17, 2015, under class 19 (which comprises of building materials (non-metallic), non-metallic rigid pipes for building, asphalt, pitch and bitumen, non-metallic transportable buildings and non - metal monuments) and class 37 (which comprises of building construction, repair and installation services) under the Trademarks Act, 1999.

Insurance

We maintain a number of insurance policies to cover different risks related to our projects in accordance with the terms of our agreements and best industry practices. Our insurance policies include fire insurance policies such as engineering, standard fire and special perils, loss of profit, public liability non-industrial insurance policies against all consequential loss due to fire and other such perils. Additionally, we have obtained separate burglary and money insurance policies along with insurance coverage under workmen's compensation, directors' and officers' liability, professional indemnity and contractors' all risk policies. We also have a group mediclaim policy for our Company's employees. Furthermore, our motor insurance policies insures all motor vehicles, while the special contingency policy and commercial vehicle policies protect our non-motor equipment against hazards inherent to the road development business, such as risks of terror attacks, riots, work accidents, explosions, fires, earthquakes, floods and other force majeure events. Our open marine and specific marine policies cover damages against all probable losses caused whilst transit of goods related to our business. These insurance policies insure us against all foreseen hazards that may cause injury and loss of life, damage and destruction of property, equipment and environmental damage. However, our insurance coverage may not adequately protect us against all material hazards as the policies may not be sufficient to cover all our economic losses. For further details, see "*Risk Factors – Our operations are subject to risks of mishaps or accidents that could cause damage or loss to life and property and could also result in loss or slowdown in our business*" on page 38.

Health, Safety and Environment

We are committed to globally accepted best practices and compliance with applicable health, safety and environmental legislation and other requirements in our operations. In order to ensure effective implementation of our practices, we have implemented a safety, health and environment policy wherein we have committed to, inter alia, the maintenance of a safe workplace and providing the necessary training to employees in our workplace. We believe that we comply in all material respects with applicable occupational health and safety laws, regulations and other contractual requirements relevant to health and safety of employees and sub-contractors at our project sites and manufacturing facilities.

Competition

The road construction industry in India is very competitive. Our competition depends on various factors, such as the type of project, total contract value, potential margins, complexity, location of the project and risks relating to revenue generation. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel are key factors in client decisions among competitors, price often is the deciding factor in most tender awards. We believe our main competitors are PNC Infratech Limited, KNR Constructions Limited, Dilip Buildcon Limited, Ashoka Buildcon Limited and Sadbhav Infrastructure Project Limited.

Corporate Social Responsibility

We demonstrate our commitment towards our community by committing our resources and energies to social development and have aligned our CSR programs with Indian legal requirements. We have undertaken the renovation, and installation of medical equipment and maintenance of Bal Chikitsalaya, Maharana Bhupal Government Hospital in Udaipur, Rajasthan. In addition, we have constructed a community health centre in Sahwa, Churu, Rajasthan and made donations to certain non-governmental organisations in the past.

Property

Our Company's corporate office is situated at Plot No. 18, 2nd Floor, Novus Tower, Gurugram, Haryana – 122 015. Additionally, our Company also enters into short-term leases, leave and license agreements for land and buildings to set-up site offices, storage of raw materials and placement of machinery and equipment as required at the construction sites from time to time.

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies that are applicable to our business, as prescribed by the Government of India and other regulatory bodies. The information detailed below has been obtained from the various legislations, including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations set below may not be exhaustive, are intended only to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by us, please see chapter "Government and Other Approvals" beginning on page 499.

Except as otherwise specified in this Draft Red Herring Prospectus, taxation statutes including the Income Tax Act, 1961, Central Sales Tax Act, 1956, Central Excise Act, 1944, Service Tax under the Finance Act, 1994, the Central Goods and Services Tax Act, 2017, applicable local sales tax statutes and other miscellaneous regulations and statutes apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Set forth below are certain significant Indian legislations and regulations which are generally adhered to by the industry that we operate in.

Highways Related Laws

National Highways Act, 1956

The Central Government is responsible for the development and maintenance of 'National Highways' and may delegate any function relating to development of 'National Highways' to the relevant state government in whose jurisdiction the 'National Highway' falls, or to any officer or authority subordinate to the central or the concerned state government.

The Central Government may also enter into an agreement with any person (being, either an individual, a partnership firm, a company, a joint venture, a consortium or any other form of legal entity, Indian or foreign, capable of financing from own resources or funds raised from financial institutions, banks or open market) in relation to the development and maintenance of the whole or any part of a 'National Highway'. Such agreement may provide for designing and building a project and operating and maintaining it, collecting fees from users during an agreed period, which period together with construction period is usually referred to as the 'concession period'. Upon expiry of the 'concession period', the right of the person to collect fees and his obligation to operate and maintain the project ceases and the facility stands transferred to the central government.

Under the National Highways Act (the "**NH Act**"), the GoI is vested with the power to declare a highway as a national highway and also to acquire land for this purpose. The GoI may, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a national highway or part thereof. The NH Act prescribes the procedure for such land acquisition which inter alia includes entering and inspecting such land, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose right of enjoyment in that land has been affected.

National Highways Fee (Determination of Rates and Collection) Rules, 2008

The National Highways Fee (Determination of Rates and Collection) Rules, 2008 (the "**NH Fee Rules**") regulate the collection of fee for the use of a national highway. Pursuant to the NH Fee Rules, GoI may, by a notification, levy fee for use of any section of a national highway, permanent bridge, bypass or tunnel forming part of a national highway, as the case may be. However, the GoI may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees. The NH Fee Rules do not apply to the concession agreements executed or bids invited prior to the publication of such rules i.e. December 5, 2008.

Pursuant to the NH Fee Rules, GoI may, by a notification, levy fee for use of any section of a national highway, 'permanent bridge', bypass or tunnel forming part of a national highway, as the case may be. However, GoI may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees.

The collection of fee in case of a public funded project shall commence within 45 days from the date of completion of the project. In case of a private investment project, the collection of such fee shall be made in accordance with the terms of the agreement entered into by the concessionaire. The NH Fee Rules further provide for the base rate of fees applicable for the use of a section of the national highway for different categories of vehicles.

National Highways Authority of India Act, 1988

The National Highways Authority of India Act, 1988 (the "**NHAI Act**") provides for the constitution of an authority for the development, maintenance and management of National Highways. Pursuant to the same, the National Highways Authority of India ("**NHAI**"), was constituted as an autonomous body in 1989 and operationalised in 1995. Under the NHAI Act, GoI carries out development and maintenance of the national highways system, through NHAI. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act.

The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the GoI. NHAI Act provides that the contracts for acquisition, sale or lease of immovable property on behalf of the NHAI cannot exceed a term of 30 years unless previously approved by the GoI. The National Highways Authority of India (Amendment) Act, 2013 which received the assent of the President on September 10, 2013, aimed at increasing the institutional capacity of NHAI to help execute the powers delegated to it.

National Highways Development Project

The Government of India, under the Central Road Fund Act, 2000 created a dedicated fund for NHDP (the "**Fund**"). Certain sources for financing of NHDP are through securitization of cess as well as involving the private sector and encouraging Public Private Partnership (PPP). The NHDP is also being financed through long-term external loans from the World Bank, the ADB and the JBIC as well as through tolling of roads.

Private Participation in NHDP

In an effort to attract private sector participation in the NHDP, the NHAI has formulated model concession agreements where a private entity (the "**Concessionaire**") is awarded a concession to build, operate and collect toll on a road for a specified period of time, which is usually up to 30 years.

The bidding for the projects takes place in two stages as per the process provided below:

- in the pre-qualification stage, NHAI selects certain bidders on the basis of technical and financial expertise, prior experience in implementing similar projects and previous track record; and

- in the second stage, NHAI invites commercial bids from the pre-qualified bidders on the basis of which the right to develop the project is awarded.

In a BOT project, the Concessionaire meets the up-front cost and expenditure on annual maintenance and recovers the entire cost along with the interest from toll collections during the concession period. To increase the viability of the projects, a capital grant is provided by the NHAI/GoI on a case to case basis. The Concessionaire at the end of the concession period transfers the road back to the Government. The Concessionaire's investment in the road is recovered directly through user fees by way of tolls.

In annuity projects, the private entity is required to meet the entire upfront cost (no grant is paid by NHAI/GoI) and the expenditure on annual maintenance. The Concessionaire recovers the entire investment and pre-determined return on investments through annuity payments by NHAI/GoI.

In hybrid annuity projects, 40% of the total project cost is to be funded by the government and the remaining by the Concessionaire. For further details, see "*Industry Overview*" on page 141.

The NHAI also forms SPVs for funding road projects. This method of private participation involves very less cash support from the NHAI in the form of equity/debt. Most of the funds come from ports/financial institutions/beneficiary organisations in the form of equity/debt. The amount spent on developments of roads/highways is to be recovered in the prescribed concession period by way of collection of toll fee by the SPV.

Tax incentives which are being provided to the private entity are eligible for 100% exemption for any consecutive 10 years out of the first 20 years after completion of a project. The Government has also allowed duty free import of specified modern high capacity equipment for highway construction.

Control of National Highways (Land and Traffic) Act, 2002

The Control of National Highways (Land and Traffic) Act, 2002 (the "**Control of NH Act**") provides for control of land within national highways, right of way and traffic moving on national highways and also for removal of unauthorised occupation thereon.

In accordance with the provisions of the Control of NH Act, the Central Government has established Highway Administrations. Under the Control of NH Act, all land that forms part of a highway which vests in the Central Government, or that which does not already vest in the Central Government but has been acquired for the purpose of highways shall be deemed to be the property of the Central Government. The Control of NH Act prohibits any person from occupying any highway land or discharging any material through on such land without the permission of the Highway Administration. The Control of NH Act permits the grant of lease and license for use of highway land for temporary use.

Indian Tolls Act, 1851

Pursuant to the Indian Tolls Act, 1851, (the "**Tolls Act**") the State Governments have been vested with the power to levy tolls at such rates as they deem fit, to be levied upon any road or bridge, made or repaired at the expense of the Central or any state government. The tolls levied under the Tolls Act, are deemed to be 'public revenue'. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of land revenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll.

Provisions under the Constitution of India and other legislations on collection of toll

Entry 59, List II of Schedule VII read with Article 246 of the Constitution of India vests the States with the power to levy tolls. Pursuant to the Indian Tolls Act, 1851, the State Governments have been vested with the power to levy tolls at such rates as they deem fit.

Other legislations relevant to the road sector

In addition to the above, there are also certain other legislations that are relevant to the road sector which include the Road Transport Corporation Act, 1950, National Highways Rules, 1957, National Highways (Temporary Bridges) Rules, 1964, National Highways (Fees for the Use of National Highways Section and Permanent Bridge Public Funded Project) Rules, 1997, National Highways (Rate of Fee) Rules, 1997, National Highways Tribunal (Procedure) Rules, 2003, Central Road Fund Act, 2000, Central Road Fund (State Roads) Rules 2007 and Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015.

Environmental Laws

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986 and the rules and regulations thereunder and The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

Labour Related Laws

As part of its business, our Company is required to comply with certain laws in relation to the employment of labour. The following is an indicative list of labour laws applicable to our operations:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Employees' Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;
- Child Labour (Prohibition and Regulation) Act, 1986
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Apprentices Act, 1961;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976; and
- Public Liability Insurance Act, 1991.

Intellectual Property related laws

Trade Marks Act, 1999

In India, trademarks enjoy protection under both statutory and common law. Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 ("**Trademark Act**") governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after ten years, the mark lapses and the registration has to be restored.

Other laws

In addition to the above, our Company is also required to, inter alia, comply with the provisions of the Factories Act, 1948, the Shops and Establishments Legislations of the relevant State, Petroleum Rules, 2002, Explosives Rules, 2008, the Electricity Act, 2003 and the Bureau of Indian Standards Act, 2016.

HISTORY AND CORPORATE STRUCTURE

Our History

Our Company was incorporated as 'G. R. Agarwal Builders and Developers Limited' on December 22, 1995 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the RoC Rajasthan on January 3, 1996 and our Company subsequently acquired the business of M/s Gumani Ram Agarwal, a partnership firm, in the same year. The name of our Company was changed to 'G R Infraprojects Limited' vide a resolution passed by our Shareholders on August 24, 2007, as our management believed that the activities being undertaken by our Company were reflected in broader terms from the new name. A fresh certificate of incorporation pursuant to change of name was issued by the RoC Rajasthan on August 31, 2007.

Our Company has 34 Shareholders as of the date of filing of this Draft Red Herring Prospectus. For further details regarding our Shareholders, see "*Capital Structure*" on page 104.

Change in Registered Office

The registered office of our Company was originally located at 743/P-2, Hiran Magri Sector 11, Udaipur, Rajasthan 313 002, India. Pursuant to a resolution of our Board on March 31, 2000 the registered office of our Company was shifted to 80/A, Shahi Complex, Hiran Magri Sector 11, Udaipur, Rajasthan 313 002, India with effect from April 3, 2000 to increase operational efficiency. Thereafter, pursuant to a resolution of our Board on August 24, 2007, the registered office of our Company was shifted to GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India with effect from August 24, 2007 to accommodate the need for the expansion of our operations. Pursuant to a resolution passed by the Shareholders in their EGM held on May 15, 2017, our Company shifted its registered office from the Rajasthan to Gujarat at Flat No. A/74, Shaligram-3, Prahladnagar Road, Vejalpur, Ahmedabad – 380 015 and thereafter pursuant to resolution passed by the Shareholders in their AGM held on September 29, 2017 it was further shifted to Revenue Block No.-223, Old survey No. 384/1, 384/2, Paiki and 384/3, Khata No.-464, Kochariya, Ahmedabad – 382 220, for streamlining operations.

Key Events, Milestones and Achievements

Calendar year	Key Events, Milestones and Achievements
1996	Received certificate for commencement of business
	Take-over of business of the then existing partnership firm M/s Gumani Ram Agarwal
2001	Forayed into the field of development of infrastructure projects
2006	Established a centralized workshop with fabrication facilities at NH 8, Balicha Bypass, Udaipur, for reducing equipment downtime
2007	Change of name of our Company to G R Infraprojects Limited as the activities being undertaken by our Company were reflected in broader terms from the new name
2009	Commenced operations at the bitumen emulsion/PMB manufacturing unit at Kaladwas in Rajasthan, having annual installed capacity of 30,000 MT
2011	Investment by India Business Excellence Fund I, India Business Excellence Fund and IDFC Investment Advisors Limited in the form of subscription to Equity Shares
2013	Completed construction of the Shillong Bypass Project, approximately 10 months prior to the scheduled date of completion
2014	Commenced operations at our Company's second bitumen emulsion manufacturing unit at Amingaon, Assam, having annual installed capacity of 30,000 MT
2015	Commenced operations at our fabrication and galvanisation unit for metal crash barriers at Ahmedabad, Gujarat having installed capacity of 24,000 MT
2016	First BOT project on hybrid annuity mode for our Company awarded by NHAI with a contract value of ₹ 13,670.0 million
2017	Sale of controlling stake in two erstwhile subsidiaries of our Company namely Jodhpur Pali Expressway Limited and Shillong Expressway Limited

Awards and Accreditations

Calendar year	Awards and accreditations
2013	Emerging Companies Excellence Award from the Business Today in association with Yes Bank

Calendar year	Awards and accreditations
2014	'Best Professionally Managed Company' in the '*Turnover of ₹ 500 to 1,000 crores*' category from the Construction Industry Development Council in the CIDC Vishwakarma Awards 2014
	Commemorative trophy for Shillong Bypass Project under '*Best Construction Projects*' category from the Construction Industry Development Council in the CIDC Vishwakarma Awards 2014
2016	ET Promising Brand of Udaipur 2016 from The Economic Times
	ISO 9001:2008 certification by International Certification Services Private Limited for the quality management system of construction of infrastructure development projects at our Registered Office and manufacture and supply of bitumen, emulsion, PMB, CRMB, road safety products such as metal crash barrier (highway guardrails), pedestrian guardrails, reflectors, road signages and thermoplastic paints at our manufacturing units in Udaipur and Ahmedabad.
2018	Medal and Scroll of Commendation in the 'Turnover of more than 1,000 crores' category from the Construction Industry Development Council in the 10th CIDC Vishwakarma Awards 2018

Main Objects

Our main objects enable us to carry on our current business. The main objects of our Company as contained in our Memorandum of Association are as follows:

1. *To take over running business of M/s. Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects or any other infra-structural or architectural work of any kind whatsoever and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry on manufacturing and trading business of infra industry related materials, equipments or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.*

2. *To carry on business profession of civil, mechanical and electrical consultancy.*

3. *To engage and deal in all aspects of the business, consultancy, generation, transmission, sale, purchases, captive consumption, supply and distribution of power/electricity in India and abroad by establishment of wind power plant or any other type of power generation plant using conventional and/or non-conventional energy source as may be in use or which may be developed or invented in future.*

4. *To carry on in India or elsewhere activities to process, store, grind, clean, mix, grade, polish, cann, import, export, buy, sell, warehouse, and to act as agent, broker, stockists, indenter, consignor, merchant, adhatia, or otherwise to deal in all types of seeds, grains, vegetables, foods, cereals, herbals, flowers, fruits, edibles, nonedibles, commercial, non-commercial crops and to act as grazers, nursery men, seed breeders, horticulturists, floriculturists, tissue-culturists, all under controlled conditions, and for the purpose to purchase, acquire, take on lease or license any private or government land and to do all incidental acts and things necessary for the attainment of the foregoing objects.*

5. *To purchase, acquire, take on lease, or in exchange or in any other lawful manner any area, lands, buildings, structures and other immovable properties or any interest therein and to develop, construct, sell, lease, dispose of or maintain the same and carry on all or any of the functions for the promotion and development of flats, apartments, dwelling houses, shops, offices, clubs, residential layouts, industrial parks, resorts and hold, lease or sell the same to intending users and purchasers.*

Amendments to Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholders' resolution	Nature of Amendment
January 29, 1996	Clause V of the Memorandum of Association was amended to reflect the increase in initial authorised share capital of ₹ 0.10 million comprising 10,000 equity shares of face value of ₹ 10 each to ₹ 5.00 million comprising 500,000 equity shares of face value of ₹ 10 each

Date of Shareholders' resolution	Nature of Amendment
August 26, 1996	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 5.00 million comprising 500,000 equity shares of face value of ₹ 10 each to ₹ 10.00 million comprising 1,000,000 equity shares of face value of ₹ 10 each
October 14, 1996	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 10.00 million comprising 1,000,000 equity shares of face value of ₹ 10 each to ₹ 20.00 million comprising 2,000,000 equity shares of face value of ₹ 10 each
August 28, 2002	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 20.00 million comprising 2,000,000 equity shares of face value of ₹ 10 each to ₹ 35.00 million comprising 3,500,000 equity shares of face value of ₹ 10 each
March 9, 2007	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 35.00 million comprising 3,500,000 equity shares of face value of ₹ 10 each to ₹ 110.00 million comprising 11,000,000 equity shares of face value of ₹ 10 each
August 24, 2007	Change of name of our Company from 'G. R. Agarwal Builders and Developers Limited' to 'G R Infraprojects Limited'
March 7, 2009	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 110.00 million comprising 11,000,000 equity shares of face value of ₹ 10 each to ₹ 160.00 million comprising 11,000,000 equity shares of face value of ₹ 10 each and 5,000,000 preference shares of face value of ₹ 10 each
September 29, 2009	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 160.00 million comprising 11,000,000 equity shares of face value of ₹ 10 each and 5,000,000 preference shares of face value of ₹ 10 each to ₹ 210.00 million comprising 11,000,000 equity shares of face value of ₹ 10 each and 10,000,000 preference shares of face value of ₹ 10 each
November 16, 2009	Clause III (A) of the Memorandum of Association was amended to reflect the changes in our main objects to include the following at point no. 4: "*To engage and deal in all aspects of the business, consultancy, generation, transmission, sale, purchase, captive consumption, supply and distribution of power/ electricity in India and abroad by establishment of wind power plant or any other type of power generation plant using conventional and/or non conventional energy sources as may be in use or which may be developed or invented in future.*"
March 6, 2010	Clause V of the Memorandum of Association was amended to reflect the reclassification and increase in authorised share capital of our Company from: ₹ 210.00 million divided into 11,000,000 equity shares of face value of ₹ 10 each aggregating to ₹ 110.00 million and 10,000,000 redeemable preference shares of face value of ₹ 10 each aggregating to ₹ 100.00 million to ₹ 210.00 million divided into 21,000,000 equity shares of face value ₹ 10 each.
June 17, 2010	Clause III (A) of the Memorandum of Association was amended to reflect the changes in our main objects to include the following at point no. 5: "*To carry on in India or elsewhere agriculture activities including but not limited to plant, grow, cultivate, produce, raise, process, store, grind, clean, mix, grade, polish, cann, import, export, buy, sell, warehouse, and to act as agent, broker, stockists, indenter, consignor, merchant, adhatia, farmer, or otherwise to deal in all types of seeds, grains, vegetables, foods, cereals, herbals, flowers, fruits, edibles, non-edibles, commercial, non-commercial crops and to act as orchardists, grazers, nursery men, seed breeders, farm house farmers, horticulturists, flouriculturists, tissue-culturists, timbre-growers, forest owners and for the purpose to purchase acquire, take on lease or license any private or government land and to do all incidental acts and things necessary for the attainment of the foregoing objects.*"
February 21, 2011	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 210.00 million comprising 21,000,000 equity shares of face value of ₹ 10 each to ₹ 250.00 million comprising 25,000,000 equity shares of face value of ₹ 10 each
	Clause III (A) (1) of the main objects of our Memorandum of Association which read as: "*To take over running business of M/s Gumani Ram Agarwal, a partnership firm and the acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rentount, purchase, sell or otherwise grant rights, concessions, privileges, or make advances on the security of and to carry on the trade or business or dealing in and agents for lands, buildings, factories, houses, flats and other residential, commercial, industrial, agricultural and mining properties, pre-fabricated and pre-cast houses, farm houses, estates, hereditaments, roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects or any other Infra structural or architectural work of any kind whatsoever and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof any to carry on trade, business or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.*"

Date of Shareholders' resolution	Nature of Amendment
	was replaced with the following clause: "*To take over running business of M/s Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, mange, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects or any other infra-structural or architectural work of any kind whatsoever and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof any to carry on trade business or dealing in agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.*"
	Clause III (A) (2) of our Memorandum of Association which read as "*To acquire, construct, erect, build, renovate, purchase, sell, cottages and other structures and continue to maintain and furnish properties, buildings, houses, quarters for the purposes of such business.*" was deleted.
	Clause III (A) (3) and Clause III (A) (4) were renumbered as Clause III (A) (2) and Clause III (A) (3) respectively.
	Clause III (A) (5) of our Memorandum of Association which read as *"To carry on in India or elsewhere agriculture activities including but not limited to plant, grow, cultivate, produce, raise, process, store, grind, clean, mix, grade, polish, cann, import, export, buy, sell, warehouse, and to act as agent, broker, stockists, indenter, consignor, merchant, adhatia, farmer, or otherwise to deal in all types of seeds, grains, vegetables, foods, cereals, herbals, flowers, fruits, edibles, non-edibles, commercial, non-commercial crops and to act as orchardists, grazers, nursery men, seed breeders, farm house farmers, horticulturists, flouriculturists, tissue-culturists, timbre-growers, forest owners and for the purpose to purchase acquire, take on lease or license any private or government land and to do all incidental acts and things necessary for the attainment of the foregoing objects."* was substituted by the following clause: "*To carry on India or elsewhere activities to process, store, grind, clean, mix, grade, polish, cann, import, export buy, sell, warehouse, and to act as agent, broker, stockists, indenter, consignor, merchant, adhatia, or otherwise to deal in all types of seeds, grains, vegetables, foods, cereals, herbals, flowers, fruits, edibles, non-edibles, commercial, non-commercial crops and to act as grazers, seed breeders, horticulturists, flouriculturists, tissue-culturists, all under controlled conditions and for the purpose to purchase acquire, take on lease or license any private or government land and to do all incidental acts and things necessary for the attainment of the foregoing objects."*
September 24, 2015	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 250.00 million comprising 25,000,000 equity shares of face value of ₹ 10 each to ₹ 750.00 million comprising 75,000,000 equity shares of face value of ₹ 10 each
June 14, 2016	Inclusion of the following at point no. 5 in the main objects of our Company: "*To purchase, acquire, take on lease, or in exchange or in any other lawful manner any area, lands, buildings, structures and other immovable properties or any interest therein and to develop, construct, sell, lease, dispose of or maintain the same and carry on all or any of the functions for the promotion and development of flats, apartments, dwelling houses, shops, offices, clubs, residential layouts, industrial parks, resorts and hold, lease or sell the same to intending users and purchasers*"
	Revision of the Memorandum of Association in accordance with the Companies Act, 2013
May 15, 2017	Clause III (A) (1) of our Memorandum of Association which read as "*To take over running business of M/s. Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects or any other infra-structural or architectural work of any kind whatsoever and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry on trading business or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith."*

Date of Shareholders' resolution	Nature of Amendment
	was amended as follows, with the words "manufacturing and" before existing words "trading business" and adding words "of infra industry related materials, equipments" thereafter. The revised clause reads as: "*To take over running business of M/s. Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects or any other infra-structural or architectural work of any kind whatsoever and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry on manufacturing and trading business of infra industry related materials, equipments or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.*"
	Clause No. II of the Memorandum of Association was substituted by following: "*The Registered office of the Company will be situated in the State of Gujarat*"
March 12, 2018*	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of ₹ 750.00 million comprising 75,000,000 equity shares of face value of ₹ 10 each to ₹ 890.00 million comprising 84,000,000 equity shares of face value of ₹ 10 each and 5,000,000 preference shares of ₹ 10 each
March 24, 2018	Clause V of the Memorandum of Association was amended to reflect the change in authorised share capital of ₹ 890.00 million comprising 84,000,000 equity shares of face value of ₹ 10 each and 5,000,000 preference shares of ₹ 10 each to 178,000,000 equity shares of face value of ₹ 5 each pursuant to re-classification of share capital and sub-division of equity shares.

**Effective date of the amalgamation*

Other details regarding our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, services, products, market of each segment, the growth of our Company, profits due to foreign operations and country-wise analysis, standing of our Company in relation to competitors with reference to our products and services, technology, market, capacity built-up, major suppliers and customers, environmental issues and geographical segment, etc. (as applicable), see the sections "*Our Business*", "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 190, 141 and 439, respectively.

For details of the management of our Company and its managerial competence, see the section "*Our Management*" on page 231.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, see the sections "*Capital Structure*" and "*Financial Indebtedness*" on pages 104 and 484, respectively.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Financial and Strategic Partners

Our Company does not have any strategic or financial partners.

Changes in the activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profit and loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Defaults or rescheduling of borrowings from financial institutions/ banks and conversion of loans into equity

There have been no defaults or rescheduling of borrowings from financial institutions/ banks or conversion of loans into equity shares of our Company.

Lock outs and strikes

There have been no lock outs or strikes at any of the units of our Company or the Subsidiaries.

Time and cost overruns

There have been no time or cost overruns in the execution of projects completed in Fiscals 2014, 2015, 2016, 2017 and 2018 due to reasons attributable to our Company.

Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

Our Company has not acquired any business or undertaking, and has not undertaken any merger, amalgamation or revaluation of assets, except as stated below:

Pursuant to a scheme of amalgamation ("**Scheme**") under sections 230 to 232 and other relevant provisions of the Companies Act, 2013, GRIPL, was proposed to be amalgamated with and into our Company. The Scheme has become operational with effect from the appointed date, i.e., April 1, 2017 ("**Appointed Date**") pursuant to approval of the Scheme by the NCLT, Ahmedabad vide its order dated February 22, 2018 and registration of the same with the RoC on March 12, 2018 ("**Effective Date**"). The rationale of the Scheme was to ensure there is no conflict as the business of GRIPL and that of our Company were the same. The entire business functions of GRIPL, including all their properties, assets, rights, title, interests, liabilities, obligations, licenses, litigations and employees stand transferred to and vested in our Company as on the Appointed Date and GRIPL stands dissolved without the process of winding up. The equity shares and preference shares of our Company were allotted to the shareholders of GRIPL.

Holding Company

Our Company does not have a holding company.

Shareholder Agreements

Share Subscription and Shareholders Agreement (the "SSSA") and the Supplemental Agreement ("Supplemental Agreement"), both dated February 24, 2011 between IBEF I, IBEF, IDFC Investment Advisors Limited (individually the "Investor" and collectively, the "Investors"), our Company, Devki Nandan Agarwal, Vinod Agarwal, Mahendra Agarwal, Ajendra Agarwal, Purshottam Agarwal, G R Infratech Private Limited, Lokesh Builders Private Limited (individually the "SSSA Promoter" and collectively, the "SSSA Promoters"), Gumani Ram Agarwal, Harish Agarwal, Ajendra Agarwal HUF, Devki Nandan Agarwal HUF, Mahendra Agarwal HUF, Purshottam Agarwal HUF, Vinod Kumar Agarwal HUF, Pankaj Agarwal, Vikas Agarwal, Kiran Agarwal, Ritu Agarwal, Rupal Agarwal, Suman Agarwal, Laxmi Devi Agarwal, Mohini Devi Agarwal, Puja Agrawal, Jasamrit Designers Private Limited, Jasamrit Creations Private Limited, Jasamrit Construction Private Limited, Jasamrit Fashions Private Limited and Jasamrit Premises Private Limited (collectively, the "SSSA Promoter Group").

Our Company has entered into the SSSA and the Supplemental Agreement with the Investors along with the SSSA Promoters and the SSSA Promoter Group in relation to the subscription of an aggregate of 3,938,555 equity shares of our Company (in two tranches) by the Investors for an aggregate consideration of ₹ 800.00 million.

The SSSA provides for certain special shareholders' rights and obligations including affirmative voting rights on certain reserved matters such as appointment or removal of independent directors and statutory auditors, reorganisation of share capital of our Company, acquisition of any new business and amendment of Memorandum and Articles, right of first offer, anti-dilution rights, tag along rights and drag along rights, information rights and the right to jointly nominate one Director on the Board. Our Company had entered into a termination letter dated September 9, 2016, pursuant to which all rights of the Investors would automatically terminate upon the listing of the Equity Shares on the Stock Exchanges, pursuant to the filing of the draft red herring prospectus of the Company. Further, on September 8, 2017 our Company terminated the termination letter dated September 9, 2016 pursuant to which all the rights of the Investors were reinstated. On April 17, 2018, our Company has entered into another termination letter pursuant to which all rights of the Investors shall automatically terminate upon the listing of the Equity Shares on the Stock Exchanges, pursuant to the Offer.

Guarantees provided by the Promoter Selling Shareholders

Vinod Kumar Agarwal has provided personal guarantees amounting to ₹ 26,971.81 million and LBPL has provided corporate guarantees amounting to ₹ 19,510.00 million in relation to the outstanding loans availed by our Company. For details regarding loans guaranteed, see "*Financial Indebtedness*" on page 484. In terms of the loan documents, the period of guarantee subsists during the tenure of the relevant facility. Any default or failure by us to repay these loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoters. Please see "*Risk Factors – Our Promoters have provided guarantees for loans availed by us*. *In addition, our Promoters have pledged certain of their shareholding in our Company in favour of lenders*" and "*Financial Indebtedness*" on pages 45 and 484, respectively.

OUR SUBSIDIARIES AND JOINT VENTURES

Indian Subsidiaries

1. Reengus Sikar Expressway Limited ("RSEL")

Corporate Information

RSEL was incorporated on April 13, 2011 as a public limited company and received a certificate for commencement of business on April 19, 2011. The registered office of RSEL is situated at 1097, Sector A, Pocket A, Vasant Kunj, New Delhi 110 070, India.

RSEL is a special purpose vehicle which was incorporated to undertake the development of four laning of Reengus to Sikar section from km. 298.075 near Madhopura junction to km. 341.047 (after Sikar town) of NH 11 (proposed chainage from km. 298.075 to km. 341.962) (design length 43.887 km.) in the State of Rajasthan on build, operate and transfer (annuity) basis project on DBFOT pattern under NHDP Phase – III.

RSEL is currently engaged in developing and operating the Reengus to Sikar section from km. 298.075 near Madhopura junction to km. 341.047.

Capital Structure

The authorised share capital of RSEL is ₹ 35.00 million divided into 500,000 equity shares having a face value of ₹ 10 each and 3,000,000 preference shares having a face value of ₹ 10 each. The issued and paid up share capital of RSEL is ₹ 16.67 million divided into ₹ 5.00 million in equity shares and ₹ 11.67 million in 10% non-cumulative redeemable preference shares.

Shareholding

The shareholding pattern of RSEL as on date of this Draft Red Herring Prospectus, is given below:

(i) *Equity share capital*

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	499,940	99.99
Devki Nandan Agarwal	10*	Negligible
Vinod Kumar Agarwal	10*	Negligible
Mahendra Kumar Agarwal	10*	Negligible
Ajendra Agarwal	10*	Negligible
Purshottam Agarwal	10*	Negligible
Vikas Agarwal	10*	Negligible
Total	**500,000**	**100.00**

**Our Company holds the beneficial interest in these equity shares*

(ii) *Preference share capital*

Name of the shareholder	Number of preference shares	Percentage of the issued and paid-up preference share capital (%)
G R Infraprojects Limited	1,167,000	100.00

2. GR Phagwara Expressway Limited ("GPEL")

Corporate Information

GPEL was incorporated on September 21, 2016 as a public limited company. The registered office of GPEL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313 002, India.

GPEL is a special purpose vehicle which was incorporated to undertake development of four laning of Phagwara to Rupnagar section of NH-344A from km. 0.00 (design chainage) to km. 80.820 (design chainage) in the state of Punjab on hybrid annuity mode.

Capital Structure

The authorised, issued and paid up share capital of GPEL is ₹ 203.00 million divided into 20,300,000 equity shares having a face value of ₹ 10 each.

Shareholding

The shareholding pattern of GPEL as on date of this Draft Red Herring Prospectus, is as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	20,299,940	100
Vinod Kumar Agarwal	10*	Negligible
Devki Nandan Agarwal	10*	Negligible
Mahendra Kumar Agarwal	10*	Negligible
Ajendra Agarwal	10*	Negligible
Purshottam Agarwal	10*	Negligible
Vikas Agarwal	10*	Negligible
Total	**20,300,000**	**100.00**

**Our Company holds the beneficial interest in these shares*

3. Nagaur Mukundgarh Highways Private Limited ("NMHPL")

Corporate Information

NMHPL was incorporated on February 7, 2017 as a private limited company. The registered office of NMHPL is located at 1st Floor, Plot No.11, B-1, LSC, Vasant Kunj, New Delhi -110070, India.

NMHPL is a special purpose vehicle which was incorporated for the purpose of development and maintenance of the Peelibanga - Lakhuwali Section of MDR-103, Sardarshahar-Loonkaransar Section of SH-6 A, Churu - Bhaleri section of SH- 69, Sanju – Tarnau Section of SH-60, Roopangarh - Naraina section of SH- 100 and Nagaur – Tarnau – Deedwana – Mukundgarh Section of SH- 8, 19, 60, 82-A & 83 under the design, build, operate/ maintain and transfer on annuity mode.

Capital Structure

The authorised share capital of NMHPL is ₹ 137.00 million divided into 13,700,000 equity shares having a face value of ₹ 10 each. The issued and paid up share capital of NMHPL is ₹ 136.30 million divided into 13,630,000 equity shares having a face value of ₹ 10 each.

Shareholding

The shareholding pattern of NMHPL as on date of this Draft Red Herring Prospectus, is as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	13,629,990	100
Vinod Kumar Agarwal	10*	Negligible
Total	**13,630,000**	**100.00**

**Our Company holds the beneficial interest in these shares*

4. Varanasi Sangam Expressway Private Limited ("VSEPL")

Corporate Information

VSEPL was incorporated on April 17, 2017 as a private limited company. The registered office of VSEPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313002, India.

VSEPL is a special purpose vehicle which was incorporated for the purpose of six- laning of Handia to Varanasi section of NH-2 from km 713.146 to km 785.544 in the state of Uttar Pradesh under NHDP phase–V on HAM basis.

Capital Structure

The authorised share capital of VSEPL is ₹ 389.00 million divided into 38,900,000 equity shares having a face value of ₹ 10 each. The issued and paid up share capital of VSEPL is ₹ 388.90 million divided into 38,890,000 equity shares having a face value of ₹ 10 each.

Shareholding

The shareholding pattern of VSEPL as on date of this Draft Red Herring Prospectus, is as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	38,889,990	100
Vinod Kumar Agarwal	10*	Negligible
Total	**38,890,000**	**100.00**

**Our Company holds the beneficial interest in these shares*

5. Porbandar Dwarka Expressway Private Limited ("PDEPL")

Corporate Information

PDEPL was incorporated on June 9, 2017 as a private limited company. The registered office of PDEPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313002, India.

PDEPL is a special purpose vehicle which was incorporated for the purpose of four laning with paved shoulder of Porbandar - Dwarka section of NH-8E (Ext.) from km 356.766 (design chainage km. 379.100) to km 473.000 (Design Chainage km 496.848) in the State of Gujarat through Public Private Partnership (PPP) on HAM basis.

Capital Structure

The authorised, issued and paid up share capital of PDEPL is ₹ 420.00 million divided into 42,000,000 equity shares having a face value of ₹ 10 each.

Shareholding

The shareholding pattern of PDEPL as on date of this Draft Red Herring Prospectus, is as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	41,999,990	100
Vinod Kumar Agarwal	10*	Negligible
Total	**42,000,000**	**100.00**

**Our Company holds the beneficial interest in these shares*

6. GR Gundugolanu Devarapalli Highway Private Limited ("GDHPL")

Corporate Information

GDHPL was incorporated on March 28, 2018 as a private limited company. The registered office of GDHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313002, India.

GDHPL is a special purpose vehicle which was incorporated for the purpose of four laning of the Gundugolanu – Devarapalli – Kovvuru section of NH-16 from Km. 15.320 (existing Km. 15.700) to Km. 85.204 (existing Km.

81.400) in the state of Andhra Pradesh under on HAM basis.

Capital Structure

The authorised and subscribed share capital of GDHPL is ₹ 0.10 million divided into 10,000 equity shares having a face value of ₹ 10 each.

Shareholding

The subscribers to the memorandum of association of GDHPL as on date of this Draft Red Herring Prospectus, are as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	9,990	99.90
Vinod Kumar Agarwal	10*	0.10
Total	**10,000**	**100.00**

**Our Company holds the beneficial interest in these equity shares*

7. GR Sangli Solapur Highway Private Limited ("GSSHPL")

Corporate Information

GSSHPL was incorporated on April 26, 2018 as a private limited company. The registered office of GSSHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313002, India.

GSSHPL is a special purpose vehicle which was incorporated for the purpose of four-laning of Sangli - Solapur (Package- III: Watambare to Mangalwedha) Section of NH-166 from existing Ch. Km 272.394 to Ch. km 314.969 (Design Ch. km. 276.000 to Ch. km. 321.600) of length 45.600 km in the State of Maharashtra on Hybrid Annuity Mode.

Capital Structure

The authorised and subscribed share capital of GSSHPL is ₹ 0.10 million divided into 10,000 equity shares having a face value of ₹ 10 each.

Shareholding

The subscribers of to the memorandum of association of GSSHPL as on date of this Draft Red Herring Prospectus, are as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	9,990	99.90
Vinod Kumar Agarwal	10*	0.10
Total	**10,000**	**100.00**

**Our Company holds the beneficial interest in these shares*

8. GR Akkalkot Solapur Highway Private Limited ("GASHPL")

Corporate Information

GASHPL was incorporated on April 26, 2018 as a private limited company. The registered office of GASHPL is located at GR House, Hiran Magri, Sector 11, Udaipur, Rajasthan 313002, India.

GASHPL is a special purpose vehicle which was incorporated for the purpose of four laning of Akkalkot - Solapur section of NH - 150E with paved shoulders from design chainage km. 99.400 to km. 138.352 / existing chainage from km. 102.819 to km. 141.800 (design length 38.952 km.) including Akkalkot bypass (design length 7.350 km.) in the state of Maharashtra on Hybrid Annuity Mode.

Capital Structure

The authorised and subscribed share capital of GASHPL is ₹ 0.10 million divided into 10,000 equity shares having a face value of ₹ 10 each.

Shareholding

The subscribers to the memorandum of association of GASHPL as on date of this Draft Red Herring Prospectus, are as follows:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
G R Infraprojects Limited	9,990	99.90
Vinod Kumar Agarwal	10*	0.10
Total	**10,000**	**100.00**

**Our Company holds the beneficial interest in these shares*

Foreign Subsidiaries

1. GR Building and Construction Nigeria Limited ("GRBC")

Corporate Information

GRBC was incorporated on December 4, 2012, as a private limited company under the Companies and Allied Matters Act, 1990 of the Federal Republic of Nigeria. The registered office of GRBC is situated at No. 2, Abdullai Ibrahim Close, Asokoro Abuja FCT, Nigeria.

GRBC is engaged in the business of planning, design, development, construction, testing and maintenance of roads, bridged, waterways, wharves, drainage systems and public utility works. Our Subsidiary, GR Building and Construction Nigeria Limited has been awarded a project for construction of Agaie-Katcha-Baro road (rigid pavement) in Niger State, Nigeria with a project length of approximately 52.30 km.

Capital Structure

The authorised share capital of GRBC is NGN 100.00 million divided into 100,000,000.00 ordinary shares of NGN 1.00 each. The issued and paid up share capital of GRBC is NGN 80.50 million divided into 80,500,000 shares of NGN 1.00 each.

Shareholding

The shareholding pattern of GRBC as on date of this Draft Red Herring Prospectus, is given below:

Name of the shareholder	Number of shares	Percentage of the issued and paid-up share capital (%)
G R Infraprojects Limited	80,000,000	99.38
Dr. Frank Omo-Odafen	250,000	0.31
Moses Benjamin	250,000	0.31
Total	**80,500,000**	**100.00**

2. G R Infrastructure Limited ("GRIL(N)")

Corporate Information

GRIL(N) was incorporated on August 12, 2013 as a private limited company under the Companies and Allied Matters Act, 1990 of the Federal Republic of Nigeria. The registered office of GRIL(N) is situated at No. 2 Abdullahi Ibrahim Close, Asokoro Abuja FCT, Nigeria.

GRIL(N) is engaged in the business of construction and in providing construction related services.

Capital Structure

The authorised, issued and paid up share capital of GRIL(N) is NGN 10.00 million divided into 10,000,000 ordinary shares of NGN 1.00 each.

Shareholding

The shareholding pattern of GRIL(N) as on date of this Draft Red Herring Prospectus, is given below:

Name of the shareholder	Number of shares	Percentage of the issued and paid-up share capital (%)
G R Infraprojects Limited	7,500,000	75.00
Goodluck Building Material Trading Establishment	2,500,000	25.00
Total	**10,000,000**	**100.00**

Joint Ventures

Our Company, from time to time, enters into certain joint venture agreements for the purposes of bidding and execution of projects. These are business joint ventures and not incorporated companies. As a result, no capital contribution has been made for execution of the projects and the obligations of the respective works are accounted individually by the members of the joint venture. Except as set out below, our Company does not have any joint ventures that have been awarded projects, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Name of the project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
1.	GR – Gawar (J.V.)	Gawar Construction Limited	Four laning of Rohtak Bhiwani road (km. 91.6 to 113.91) and four laning of Rohtak Hisar road drain no. 8 to Bahujamalpur (km. 79.2 to 86.8 in Rohtak district)	25	September 7, 2009
2.	GRIL – MSKEL (J.V.)	M. S. Khurana Engineering Limited	Construction of Phase II BRTS Corridors for the city of Ahmedabad – Package 2	60	November 5, 2009
3.	GR – Gawar (J.V.)	Gawar Construction Limited	Upgradation and Construction of Roads in Terai Region of Nepal – Phase 1 - Package 1	51	September 18, 2010
4.	G R – Gawar (J.V.)	Gawar Construction Limited	Improvement by raising, widening, strengthening and providing side drains, CC pavements on various roads in Jhajjar district	51	April 15, 2011
5.	G R – Gawar (J.V.)	Gawar Construction Limited	Construction of master roads Sector – 75 to 89, Faridabad – Supply and laying of earth work in embankment, granular sub base, wet mix macadam, dense bituminous concrete M-20 cast in situ kerb and channel, reinforced cement concrete drain, culverts and all other works contingent thereto (including one year free defect liability period and further 4 year paid maintenance after successful completion of work and free maintenance period)	54	January 13, 2012
6.	GR – Triveni (J.V.)	Triveni Engicons Private Limited	Widening and Reconstruction of Hata – Swaspur – Musabani Road (MDR – 172) of length 44.30 km.	51	March 10, 2012
7.	SBEPL – GRIL (J.V.)	Shree Balaji Engicons Private Limited	Widening to 2-lane of Vijayawada-Ranchi corridor from km. 6/700 to 34/350 (Boudha – Kiakata – Rairakhol road) (V.R. chainage from km. 741/250	35	May 21, 2012

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Name of the project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
			to 768/900 km.) from km. 65/100 to 101/875 (Naktideul – Aunil Road) (V.R. Chainage from 801/100 to 837/875 km.) in Boudh (Old Phulbani), Sambalpur and Deogarh District		
8.	G R – Gawar (J.V.)	Gawar Construction Limited	Widening and strengthening of road from Bahalgarh Chowk (NH-1) to Sonepat to Gohana to Sonepat district boundary on Jind Road from km. 11.600 to 74.000	25	July 20, 2013
9.	Ravi Infra – GRIL – Shivakriti (JV)	Ravi Infrabuild Projects Private Limited and Shivakriti International Limited	Construction of roadbed, major and minor bridges and track linking (excluding supply of rail and sleepers), S&T and general electrical work in connection with doubling between Swarupganj – Abu road (26.00 km) on Ajmer Division of North Western Railway in Rajasthan, India	10	August 21, 2014
10.	GR-Triveni (JV)	Triveni Engicons Private Limited	Execution of Earthwork in formation, construction of minor bridges, blanketing, P. way linking works including supply of P-way fittings, track ballast, PSC sleeper and points and crossings in connection with construction of railway infrastructure from CH: 13/280 km-Tm to Ch: 27/400 km-Tm of Tallaipalli Mines section of NTPC-Lara STPP, in Raigarh District, Chhattisgarh State (Package IVB)	49	March 18, 2016
11.	G R – Triveni (J.V.)	Triveni Engicons Private Limited	Reconstruction / Strengthening & Widening of Chaibasa – Tonto – Roam road (from Km. 0.0 to 58.825) including construction of bridges and culverts.	45	September 03,2016
12.	GRIL-Cobra-Kiel (JV),	Cobra Instalaciones Y Services, S.A and M/s. Kiran Infra Engineers Limited	Construction of Roadbed, Major (except Important and Major Steel Girder) & Minor bridges, Track Linking (excluding supply of rails and Main Line PSC sleepers), Civil Engineering works, S&T WORK, OHE, TSS & General Electrical works in connection with third line between (Km 1289/0) DHOLPUR (excluding) and (Km 1202/0) Antri Station (including) on JHANSI Division of North Central Railway in the state of Madhya Pradesh & Rajasthan	51	February 3, 2017
13.	G R – Gawar (J.V.)	Gawar Construction Limited	Construction of New Railway Line on via duct with approaches on Earth-Filling Retaining wall and other miscellaneous works from Km. 0.800 to Km. 5.640 in Rohtak City on Rohtak-Gohana –Panipat Section	30	December 19, 2017
14.	GRIL-COBRA-KIEL (JV)	Cobra Instalaciones Y Services, S.A and M/s. Kiran Infra Engineers Limited	Provision of third line between Karavadi (excl) Krishna Canal Jn. (incl.) stations (km: 300.00 – 425.00 = 125.00 kms) – Construction of road bed, major aand minor bridges, RUBs, platforms, buildings, supply of ballast, supply and installation of track (excluding supply of rails and track sleepers), electrical (general electrification), provision of OHE, signalling and telecommunication works in Vijaywada division of South	67	April 18, 2017

S. No.	Name of the Joint Venture	Name of the partner(s) of the Joint Venture	Name of the project	Company's share in the Joint Venture (%)	Date of the joint venture agreement
			Central Railway, Andhra Pradesh.		

Accumulated Profits or Losses

There are no accumulated profits or losses of any of our Subsidiaries and Joint Ventures that are not accounted for by our Company in the Restated Consolidated Financial Statements.

Public issue and rights issue

None of the Subsidiaries or Joint Ventures have made any public or rights issue in the last three years and no winding up proceedings have been initiated against them.

Interest in our Company

None of our Subsidiaries or Joint Ventures have any interest in our Company's business other than as stated in "*Our Business*" and "*Financial Statements – Restated Consolidated Financial Statements- Annexure VI*" on pages 190 and 378 respectively.

Material Transactions

Other than as disclosed in "*Financial Statements- Restated Standalone Financial Statements- Annexure VI"* and *"Financial Statements*- *Restated Consolidated Financial Statements- Annexure VI*" on pages 290 and 378 respectively, there are no sales or purchase between any of the Subsidiaries, Joint Ventures and our Company where such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

Partnership Firms

Our Company is not a partner in any partnership firm.

Common Pursuits

Our Subsidiaries are engaged in business similar to the business of our Company. Our Company would adopt necessary measures and practises as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

OUR MANAGEMENT

Board of Directors

The composition of our Board of Directors is governed by the provisions of the Companies Act, 2013. The Articles of Association of our Company currently provides that the number of directors on our Board shall not be less than six and not more than 12. As on the date of this Draft Red Herring Prospectus, our Company has six Directors, of which two are executive directors and four are non-executive independent directors.

The following table sets forth the details of our Directors as on the date of this Draft Red Herring Prospectus:

S. No	Particulars	Designation	Other Directorships/ Partnerships/ Trusteeships
1.	**Vinod Kumar Agarwal** ***Nationality:*** Indian ***Age***: 58 years ***DIN:*** 00182893 ***Address:*** 58, Gattani Square, Haridas Ji Ki Magri, Udaipur, Rajasthan 313 001, India ***Occupation:*** Business ***Date of appointment:*** December 22, 1995 ***Term:*** October 1, 2013 – September 30, 2018. Liable to retire by rotation	Managing Director	*Other directorships*: • Porbandar Dwarka Expressway Private Limited • Reengus Sikar Expressway Limited • Nagaur Mukundgarh Highways Private Limited • GR Phagwara Expressway Limited *Partnerships*: • M/s Grace Consulting Engineers • M/s Suman Builders *Trusteeships*: • G R Infraprojects Limited Employees Group Gratuity Trust Fund • G R Agarwal Family Trust
2.	**Ajendra Agarwal** ***Nationality:*** Indian ***Age***: 53 years ***DIN:*** 01147897 ***Address:*** 42, Ambavgarh, Udaipur, Rajasthan 313 001, India ***Occupation:*** Business ***Date of appointment:*** April 1, 2006* ***Term:*** April 1, 2014 – March 31, 2019. Liable to retire by rotation	Executive Director	*Other directorships*: • Porbandar Dwarka Expressway Private Limited • Varanasi Sangam Expressway Limited *Partnership*: • M/s Grace Consulting Engineers • M/s Suman Builders *Trusteeships*: • G R Agarwal Family Trust
3.	**Anand Bordia** ***Nationality***: Indian ***Age***: 73 years ***DIN***: 00679165 ***Address***: B-4, Sector-27, Noida, Uttar Pradesh 201 301, India ***Occupation***: Service ***Date of appointment***: June 14, 2016	Non-executive independent Director	*Other directorships*: • Roto Pumps Limited • Birla Corporation Limited *Partnership*: Nil *Trusteeships*: Nil

S. No	Particulars	Designation	Other Directorships/ Partnerships/ Trusteeships
	Term: June 14, 2016 – June 14, 2021		
4.	**Desh Raj Dogra** ***Nationality***: Indian ***Age*****:** 63 years ***DIN***: 00226775 ***Address***: Flat no. 402, Somerset Building, Hiranandani Gardens, Powai, Mumbai 400 076, Maharashtra, India ***Occupation***: Retired Professional ***Date of appointment***: September 1, 2016 ***Term***: September 1, 2016 – August 31, 2021	Non-executive independent Director	*Other directorships* • S Chand and Company Limited • Welspun Corp Limited • Capri Global Capital Limited • Sintex-BAPL Limited • AMPL Cleantech Private Limited • Viraj Profiles Limited • SK Restaurant Private Limited • L&T Finance Limited • Asirvad Micro Finance Limited • M Power Micro Finance Private Limited • ITI Mutual Fund Trustee Private Limited • Shakti Finvest Private Limited • Sintex Plastics Technology Limited *Partnerships* Nil *Trusteeships*: Nil
5.	**Maya Swaminathan Sinha** ***Nationality****:* Indian ***Age***: 59 years ***DIN****:* 03056226 ***Address****:* 11, 3rd floor, Vipul Building, 28, BG Kher Road, Malabar Hill, Mumbai 400 006, Maharashtra, India ***Occupation****:* Business ***Date of appointment****:* September 1, 2016 ***Term****:* September 1, 2016 – August 31, 2021	Non-executive independent Director	*Other directorships:* • Shreyas Shipping and Logistics Limited • Shriram City Union Finance Limited • Mitcon Consultancy & Engineering Services Limited • Flemingo Travel Retail Limited • Airasia (India) Limited • TATA Boeing Aerospace Limited • Clear Maze Consulting Private Limited • CMC Skills Private Limited • Ensemble Infrastructure India Limited *Partnerships*: Nil *Trusteeships*: Nil
6.	**Chander Khamesra** ***Nationality****:* Indian ***Age***: 52 years ***DIN****:* 01946373 ***Address:*** 9, New Fatehpura, Udaipur, Rajasthan 313 001, India	Non-executive independent Director	*Other directorships*: • Mayura Jewels (India) Private Limited • Golden Drugs Private Limited *Partnerships*: Nil *Trusteeships*:

S. No	Particulars	Designation	Other Directorships/ Partnerships/ Trusteeships
	Occupation*:* Business ***Date of appointment****:* September 24, 2015 ***Term****:* September 24, 2015 – September 23, 2020		Nil

* *As per the records available on the website of the Ministry of Corporate Affairs, the date of appointment of Ajendra Agarwal is September 30, 2006. Our Company has filed an application with the RoC Rajasthan for the correction of the same.*

Brief biographies of our Directors

Vinod Kumar Agarwal is the managing director and one of the Promoters of our Company. He has completed his 12th standard and has over two decades of experience in the road construction industry. He has been a Director on our Board since incorporation of our Company and has been instrumental in the growth of our Company. He looks after the strategy and policy formulation for our Company and liaises with various departments of the Government and also overlooks processes in our Company which includes, bidding, tendering and planning. He is also the vice-president of the National Highways Builders Federation and was awarded the Excellence Award by the Hindustan Times for '*demonstrating excellence and deploying exponential strategies in their field by creating exceptional value for society*' in 2016.

Ajendra Agarwal is an executive Director and one of the Promoters of our Company. He holds a bachelor's degree in civil engineering from Jodhpur University and has an experience of over two decades in the road construction industry. He is responsible for overseeing the overall functioning of our Company, especially the operational and technical aspects, of our Company. He heads the in-house design team and is actively involved in continuous value engineering using the latest specifications and methodologies. He is also the head of budgeting, planning and monitoring process which has leveraged the timely completion of our projects. He has been a Director on our Board since 2006.

Anand Bordia is a non-executive independent Director of our Company. He holds a master's degree in arts from University of Delhi. He has over 35 years of experience working with the Indian Customs and Central Excise Service, Group A as a deputy collector of customs and excise and subsequently as a collector of customs and excise, NHAI (as a member (finance)) and international organisations including United Nations International Drug Control Programme, Asian Development Bank and the Harvard Institute of International Development. In addition to our Company, he is on the board of directors of Roto Pumps Limited and Birla Corporation Limited.

Desh Raj Dogra is a non-executive independent Director of our Company. He holds a bachelor's and a master's degree in science from Himachal Pradesh University and a master's degree in business administration from University of Delhi. He is also a certificated associate of the Indian Institute of Bankers and has over 37 years of experience in the financial sector, mainly in the areas of banking and credit rating. He was associated with Dena Bank for 15 years and has recently retired as a managing director of CARE.

Maya Swaminathan Sinha is a non-executive independent Director of our Company. She holds a bachelor's degree and a master's degree in arts, specializing in economics, from University of Delhi. She has in the past held the position of Deputy Chairperson, Jawaharlal Nehru Port Trust. She has also been on the board of Clear Maze Consulting Private Limited for over three years.

Chander Khamesra is a non-executive independent Director of our Company. He holds a bachelor's degree in commerce and a master's degree in business administration (executive) from the Mohanlal Sukhadia University, Udaipur. He has 21 years of experience in the field of manufacturing and selling of jewellery. In addition to our Company, he is currently on the board of directors of Mayura Jewels (India) Private Limited and Golden Drugs Private Limited.

Relationship between our Directors

Other than Vinod Kumar Agarwal and Ajendra Agarwal, who are brothers, none of the other Directors are related to each other.

Arrangement or Understanding with Major Shareholders

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Confirmations

None of our Directors is or was a director of any listed company during the five years preceding the date of filing of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE Limited or the National Stock Exchange of India Limited.

None of our Directors is or was a director of any listed company, which has been or was delisted from any recognized stock exchange in India.

None of our Directors have been categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Our Company has not entered into any service contracts with our Directors which provide for benefits upon termination of employment of our Directors.

Shareholding of Directors

Shareholding of Directors in our Company

In terms of our Articles of Association, our Directors are not required to hold any qualification shares in our Company. Except as provided hereunder, no other Directors hold any shares in the share capital of our Company, as on date of filing this Draft Red Herring Prospectus:

Name of Director	Number of Equity Shares	Percentage of pre-Offer Equity Share Capital
Vinod Kumar Agarwal	4,941,512	4.97%
Ajendra Agarwal	4,290,448	4.31%
TOTAL	**9,231,960**	**9.28%**

Shareholding of Directors in our Subsidiaries

Except as provided hereunder, no other Directors hold or subscribed to any shares in any of our Subsidiaries, as on date of filing this Draft Red Herring Prospectus:

Name of Director	RSEL	GPEL	NMHPL	VSEPL	PDEPL	GDHPL	GSSHPL	GASHPL
Vinod Kumar Agarwal	10	10	10	10	10	10	10	10
Ajendra Agarwal	10	10	-	-	-	-	-	-
TOTAL	**20***	**20***	**10***	**10***	**10***	**10***	**10***	**10***

**Our Company holds the beneficial interest in these equity shares*

For further details of the shareholding pattern of our Subsidiaries, see "*Our Subsidiaries and Joint Ventures*" on page 223.

Terms of Appointment of Executive Directors

1. **Vinod Kumar Agarwal**

    Vinod Kumar Agarwal was re-appointed as the managing director of our Company, pursuant to a resolution of our Shareholders dated September 30, 2014 for a period of five years, with effect from October 1, 2013. As per the terms of remuneration of Vinod Kumar Agarwal, with effect from April 1, 2017, he is entitled to a monthly remuneration of ₹ 3.00 million and a commission up to 3.00% of the net profits of our Company, which is computed in accordance with the Companies Act.

2. **Ajendra Agarwal**

Ajendra Agarwal was re-appointed as a whole-time Director of our Company, pursuant to a resolution of our Shareholders dated September 30, 2014 for a period of five years, with effect from April 1, 2014. As per the terms of remuneration of Ajendra Agarwal, with effect from April 1, 2017, he is entitled to a monthly remuneration of ₹ 3.00 million and a commission up to 3.00% of the net profits of our Company, as may be decided by the Board every year.

Payment or benefits to Directors

The details of payments and benefits made to our Directors, by our Company, in Financial Year 2018 are as follows:

1. *Executive Directors*

The details of remuneration (including commission) paid/payable to our executive Directors for Financial Year 2018 are as follows:

S. No.	Name of Director	Amount (in ₹ million)
1.	Vinod Kumar Agarwal	86.00
2.	Ajendra Agarwal	86.00
3.	Purshottam Agarwal*	86.00
	TOTAL	**258.00**

**Resigned from the Board w.e.f. April 18, 2018.*

2. *Non-Executive Directors*

The details of the sitting fees paid/payable to our non - executive Directors for Financial Year 2018 are as follows:

S. No.	Name of Director	Amount (in ₹ million)
1.	Anand Bordia	0.32
2.	Desh Raj Dogra	0.35
3.	Maya Swaminathan Sinha	0.10
4.	Chander Khamesra	-
	TOTAL	**0.77**

None of our Directors have been paid any remuneration or are eligible to be paid any remuneration from our Subsidiaries in Fiscal 2018.

Further, none of the beneficiaries of loans and advances and sundry debtors are related to our Directors, other than our Subsidiaries, where Vinod Kumar Agarwal and Ajendra Agarwal are directors, as applicable.

Bonus or profit sharing plan for our Directors

Except as disclosed in "*Our Management- Terms of Appointment of Executive Directors*" on page 234, we have no bonus or profit sharing plan for our Directors

Borrowing Powers of the Board of Directors

As per the Articles of Association of our Company, the Board is authorised to exercise all the powers of the Company to borrow money, subject to the provisions of the Articles of Association and the Companies Act.

The shareholders of our Company, through a resolution passed at the EGM dated March 24, 2018, authorised our Board to borrow money at all or any time from banks, financial institutions or any other lenders on such terms and conditions as the Board may consider suitable, up to such limit not exceeding ₹ 150,000 million, notwithstanding that the monies to be borrowed together with the monies already borrowed by our Company by the way of loans (apart from temporary loans obtained by our Company in the ordinary course of business) will exceed the aggregate of the paid up capital of our Company and its free reserves.

Appointment of relatives of our Directors to any office or place of profit

Except as disclosed below, none of the relatives of our Directors hold any office or place of profit in our Company or our Subsidiaries as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the relative	Designation	Date of appointment/ re-designation	Remuneration (₹ million per month)	Relationship
1.	Devki Nandan Agarwal	President (plants and equipment)	April 1, 2008	0.80	Brother of Vinod Kumar Agarwal and Ajendra Agarwal
2.	Mahendra Kumar Agarwal	President (procurement)	April 1, 2014	0.80	Brother of Vinod Kumar Agarwal and Ajendra Agarwal
3.	Archit Agarwal	Project director	November 1, 2015	0.20	Son of Ajendra Agarwal
4.	Purshottam Agarwal	Vice president (strategic planning)	April 26, 2018	1.0	Brother of Vinod Kumar Agarwal and Ajendra Agarwal

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. All our Directors may also be regarded as interested in our Company to the extent of Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees or promoters, pursuant to the Offer. Consequently, all of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Interest of Directors in the promotion of our Company

Except Vinod Kumar Agarwal and Ajendra Agarwal who are also our Promoters, none of our Directors are interested in the promotion of our Company other than in the ordinary course of our business.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Interest of Directors in the properties of our Company

Our Directors have no interest in any property acquired in the preceding two years or proposed to be acquired by our Company within the two years from the date of filing of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Loans taken by Directors

None of our Directors have availed any loans from our Company.

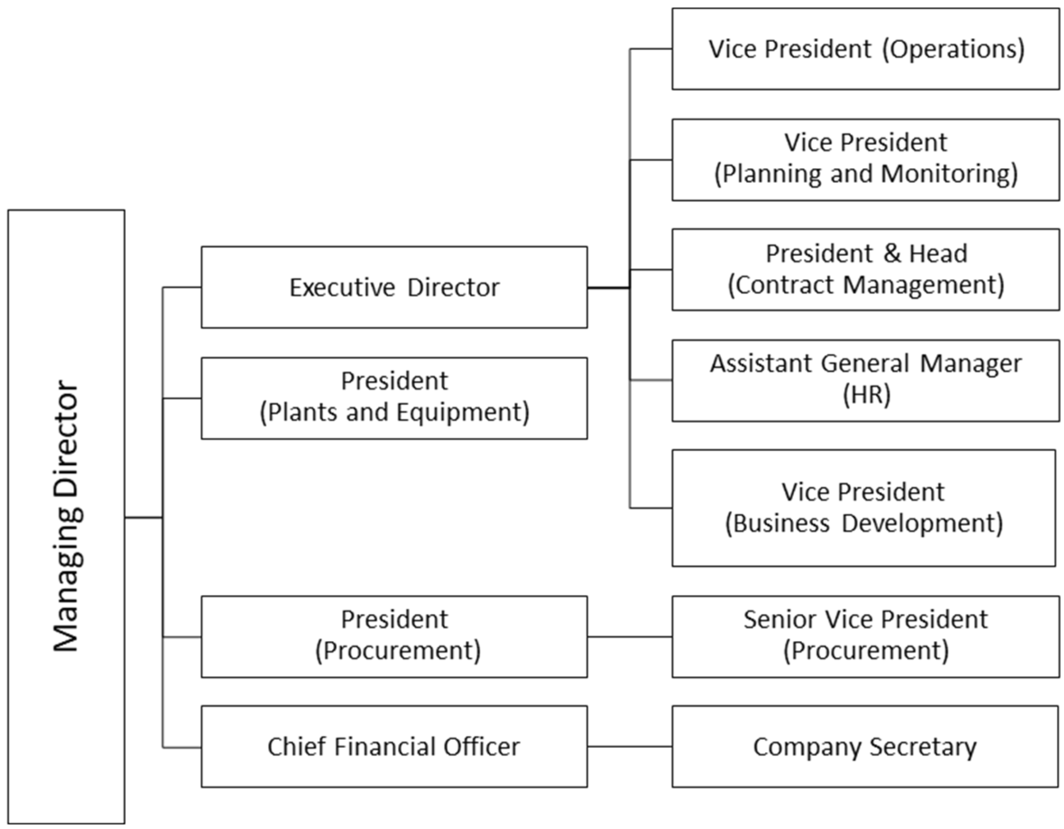
Changes in the Board of Directors during the last three years

The following changes have been occurred in our Board of Directors in the last three years:

S. No.	Name of the Director	Date of appointment/change/ cessation	Reason for change
1.	Praveen Sethia	August 31, 2015	Resignation
2.	Lalita Agarwal	September 24, 2015	Appointment as non-executive director
3.	Chander Khamesra	September 24, 2015	Appointment as independent Director
4.	Shweta Mehta	September 24, 2015	Term as additional director ended
5.	Anand Bordia	June 14, 2016	Appointment as independent director
6.	Anil Bijayraj Bhandari	September 1, 2016	Resignation

S. No.	Name of the Director	Date of appointment/change/ cessation	Reason for change
7.	Vishal Kumar Gupta	September 1, 2016	Resignation
8.	Lalita Agarwal	September 1, 2016	Resignation
9.	Desh Raj Dogra	September 1, 2016	Appointment as independent director
10.	Maya Swaminathan Sinha	September 1, 2016	Appointment as independent director
11.	Vishal Kumar Gupta	September 29, 2017	Appointment as Nominee director
12.	Vishal Kumar Gupta	March 17, 2018	Resignation
13.	Purshottam Agarwal	April 18, 2018	Resignation

Management Organization Structure



Corporate Governance

The provisions of SEBI Listing Regulations will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. Our Board of Directors is constituted in compliance with the Companies Act, listing agreements to be executed with Stock Exchanges and the SEBI Listing Regulations.

As on the date of this Draft Red Herring Prospectus, our Board comprises of six Directors. Since our Board does not have a non-executive chairperson, in compliance with the requirements of the SEBI Listing Regulations, half of our board comprises of independent directors. We have two executive directors and four non-executive independent directors on our Board, of which one is a woman Director.

Committees of the Board

The Board has constituted the following committees in accordance with the requirements of the Companies Act and the SEBI Listing Regulations:

1. Audit Committee

The members of the Audit Committee are:

S. No.	Name	Designation	Designation in the Committee
1.	Anand Bordia	Non-executive independent Director	Chairman
2.	Vinod Kumar Agarwal	Managing Director	Member
3.	Chander Khamesra	Non-executive independent Director	Member

The Audit Committee was re-constituted in a meeting of our Board of Directors held on September 7, 2016 and was last reconstituted by our Board at their meeting held on April 18, 2018. Our Company Secretary and Compliance Officer is the secretary of the Audit Committee. The scope and function of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference include the following:

1. Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Reviewing and recommending for approval to the Board:
    a) Proposals on borrowings and proposals on non-fund based facilities from banks
    b) Business plan
    c) Corporate annual budget and revised estimates;
3. Recommending to the Board the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the internal auditor, cost auditor and statutory auditors and the fixation of audit fees and remuneration;
4. Approval of payment to statutory, internal and cost auditors for any other services rendered by them, as applicable;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval with particular reference to:
    a) Matters required in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013;
    b) Changes, if any, in accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by management;
    d) Significant adjustments made in the financial statements arising out of audit findings;
    e) Compliance with listing and other legal requirements relating to financial statements;
    f) Disclosure of any related party transactions;
    g) Modified opinion(s) in the draft audit report.
    h) Compliance with accounting standards;
    i) Contingent liabilities;
    j) Claims against the Company and their effect on the financial statements; the term "financial statement" shall have the meaning ascribed to such term under Section 2(40) of the Companies Act, 2013;
6. Reviewing, with the management:
    a) the quarterly, half-yearly and annually financial statements and such other periodical statements before submission to the Board for approval;
    b) the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.); and
    c) the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in the matter;
7. Reviewing and monitoring the auditor's independence and performance along-with the effectiveness of audit process;
8. Examination of the financial statement and the auditor's report thereon;
9. Approval or any subsequent modification of transactions of the company with related parties, provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
10. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
11. Scrutinizing

a) the need for omnibus approval and ensuring that such approval is in the interest of the Company;
b) Inter-corporate loans and investments.

12. Valuation of undertakings or assets of the company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing with the management- performance of statutory, cost and internal auditors and also the adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussing with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Scrutinizing the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Formulating the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the internal auditor.
21. Approval of appointment of CFO (or the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Reviewing the functioning of the whistle blower mechanism;
23. Making recommendations to the Board in relation to the establishment of a vigil mechanism;
24. Monitoring of a vigil mechanism for enabling adequate safeguards and protection of interest of the director(s) or employees or any other person who may avail the mechanism and to provide for direct access to the chairperson of the Audit Committee in exceptional cases where deemed necessary;
25. Discretion to invite the finance director or head of the finance functions, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee: Provided that occasionally the audit committee may meet without the presence of any executives of the listed entity.
26. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee as per the Companies Act, 2013, Rules framed there under, the SEBI ICDR Regulations, the SEBI Listing Regulations and other applicable Rules and Regulations.

The powers of the Audit Committee include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To select and appoint professional advisors and obtain advice from external sources including for forensic or other investigations, if necessary;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. To have full access to the information contained in the records of the Company.

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Details of all material transactions with related parties to be disclosed every quarter along with the compliance report on corporate governance;
4. On a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given;
5. Whether the policy dealing with related party transactions is placed on the website of the Company;
6. Management letters / letters of internal control weaknesses issued by the statutory auditors;
7. Internal audit reports relating to internal control weaknesses;
8. The appointment, removal and terms of remuneration of the chief internal auditor;
9. Statement of deviations:

a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

2. Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

S. No.	Name	Designation	Designation in the Committee
1.	Desh Raj Dogra	Non-executive independent Director	Chairman
2.	Anand Bordia	Non-executive independent Director	Member
3.	Maya Swaminathan Sinha	Non-executive independent Director	Member

The Nomination and Remuneration Committee was re-constituted in a meeting of our Board of Directors held on September 7, 2016. The scope and function of the Nomination and Remuneration Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Reviewing the terms and conditions of services including remuneration in respect of technical director and managing director and submitting their recommendations to the Board;
3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board, their appointment and removal and shall carry out evaluation of every director's performance;
6. Determination of extension or continuation of the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors.
7. Evaluating the current composition, organization and governance of the Board and its committees as well as determining future requirements and making recommendations to the Board for approval;
8. Determining on an annual basis, desired qualifications along with the expertise, characteristics and conduct searches for potential Board members with corresponding attributes. Thereafter, evaluation and proposal of nominees for election to the Board. In performing these tasks, the committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates;
9. Evaluation and recommendation of termination of membership of individual directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
10. Making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel at such level(s);
11. Reviewing, amending, modifying and approving all other human resources related policies of our Company from time to time;
12. Reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
13. Reviewing and recommending to the Board, matters relating to revision of compensation/ salary and long term wage settlements;
14. Determination of compensation levels payable to the senior management personnel and other staff (as deemed necessary) which shall be market-related, usually consisting of a fixed and variable component;
15. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
16. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
17. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

18. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
    b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
19. Consideration and approval of employee stock option schemes and to administer and supervise the same;
20. Decision on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc.;
21. Reviewing, with the management, all human resource related issues from time to time so as to maintain harmonious employer-employee relations;
22. Periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
23. Authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;
24. Ensuring proper induction program for new directors, KMP and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
25. Developing a succession plan for our Board and senior management and regularly reviewing the plan;
26. Consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate;
27. Ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company; and
28. Performing such other activities as may be delegated by the Board and / or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

3. Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

S. No.	Name	Designation	Designation in the Committee
1.	Chander Khamesra	Non-executive independent Director	Chairman
2.	Ajendra Agarwal	Executive Director	Member
3.	Vinod Kumar Agarwal	Executive Director	Member

The Stakeholders' Relationship Committee was constituted in a meeting of our Board of Directors held on September 7, 2016 and was last reconstituted by our Board at their meeting held on April 18, 2018. The scope and function of the Stakeholders' Relationship Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee include:

1. Collecting and analyzing reports received periodically from the Registrar and the Share Transfer Agent ("**RTA**") on the following:

    a) Complaints regarding non-receipt of the shares, debentures, deposit receipt, declared dividend or interest;
    b) Requests regarding non-receipt of the notice of the AGM, balance sheet and profit and loss account statement;
    c) Complaints of investors routed by the SEBI or Stock Exchanges and others;
    d) Transfer, sub-division, consolidation, split, exchange, endorsement, transmission of share certificates and transposition of share certificates;
    e) Issue of share certificates, debenture certificates, duplicate share or debenture certificates in lieu of lost/ torn/ mutilated/ defaced certificates;
    f) Requests relating to de-materialization and re-materialization of shares;

g) Requests relating to modes of paying the dividend i.e. through electronic clearing service, RTGS and issue of dividend warrant for dividend payment/ interest etc.; and
h) Complaints related to allotment of shares, transfer or transmission of shares, debentures or any other securities, non-receipt of annual report and non-receipt of declared dividends or any other document or information to be sent by our Company to its shareholders.

2. To redress other grievances of shareholders, debenture holders and other security holders; and
3. Scrutinizing other matters related to or arising out of shareholders/ investors services including preparation and approval of periodical reports.

4. Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

S. No.	Name	Designation	Designation in the Committee
1.	Chander Khamesra	Non-executive independent Director	Chairman
2.	Vinod Kumar Agarwal	Managing Director	Member
3.	Ajendra Agarwal	Executive Director	Member

The Corporate Social Responsibility Committee was re-constituted in a meeting of our Board of Directors held on September 7, 2016 and was last reconstituted by our Board at their meeting held on April 18, 2018. The scope and function of the Corporate Social Responsibility Committee is in accordance with the provisions of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee include:

1. Formulation and recommendation to the Board, a corporate social responsibility policy and subsequent amendments as required from time to time;
2. Ensuring that the corporate social responsibility policy shall include/ indicate the activities to be undertaken by the companies as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, from time to time excluding the activities undertaken in pursuance of its normal course of business;
3. Monitoring the corporate social responsibility policy by instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company from time to time;
4. Recommendation of the annual budget for the corporate social responsibility activities of our Company in compliance with the relevant statutory provisions;
5. Assistance to our Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013 and/ or rules made thereunder;
6. Providing explanation to the Board if our Company fails to spend the prescribed amount within the financial year;
7. Providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;
8. Regulation of its own proceedings subject to the terms of reference;
9. Reviewing and recommending the corporate social responsibility plan for the ensuing Fiscal to our Board;
10. Approval of any project that may come during the year and which is not covered in the corporate social responsibility plan up to such amount as may be prescribed by our Board from time to time; and
11. Performance of such other functions as the Corporate Social Responsibility Committee may deem appropriate after the approval of the Board, or as may be directed by the Board from time to time.

Other committees

In addition to the above committees, our Board has also constituted an IPO Committee pursuant to a resolution dated September 7, 2016 and comprises of:

S. No.	Name	Designation	Designation in the Committee
1.	Vinod Kumar Agarwal	Managing Director	Chairman
2.	Ajendra Agarwal	Executive Director	Member
3.	Chander Khamesra	Non-executive independent Director	Member

The scope and terms of reference of the IPO Committee include:

1. To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, registrars to the Offer, refund banks to the Offer, legal advisors and any other agencies or persons or intermediaries to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalization and execution of the offer agreement with the BRLMs and the underwriting agreement with the underwriters;
2. To undertake as appropriate such communication with the selling shareholders as required under applicable law, including inviting the existing members of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, and to take all actions as may be necessary or authorized in connection with the Offer for Sale;
3. Taking on record the approval of the Offer for Sale by the selling shareholders;
4. To seek, if required, any approval, consent or waiver from the Company's lenders, and/or other third parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares in the Offer;
5. To decide on the actual size (including, without limitation, any reservation for employees of the Company, employees or members of promoting companies/ group companies and/or any other reservations or firm allotments as may be permitted), timing, pricing (including the discount for any reserved category) and all the terms and conditions of issue of the Equity Shares pursuant to the Offer, including the price, and to accept any amendments, modifications, variations or alterations thereto;
6. To finalize, settle, approve and adopt the draft red herring prospectus, the red herring prospectus, the prospectus and the preliminary and final international wrap for the Offer together with any addenda, corrigenda or supplement thereto and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/ modifications as may be required by and to submit undertaking / certificates or provide clarifications to SEBI, Stock Exchanges or any other relevant governmental and statutory authorities;
7. To finalize, settle and to execute and deliver or arrange the delivery of the registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies / intermediaries as may be required or desirable in relation to the Offer (including amending, varying or modifying the same, as may be considered desirable or expedient), with the power to authorize one or more officers of our Company to negotiate, execute and deliver all or any of the aforementioned documents;
8. To do all such acts, deeds and things as may be required to dematerialize the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection with the power to authorize one or more officers of our Company to execute all or any of the aforementioned documents;
9. To make applications to, seek clarifications, obtain approvals and seek exemptions from, if necessary, the FIPB, the SEBI, the RBI, the RoC or any other statutory and governmental authorities in connection with the Offer, and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus;
10. To make applications for listing of the Equity Shares on the Stock Exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchange(s), and to take all such other actions as may be necessary in connection with obtaining such listing;
11. To make arrangement for the submission of the draft red herring prospectus to the SEBI and the Stock Exchange(s) for receiving comments, the red herring prospectus and the prospectus to the RoC, and any corrigendum, amendments or supplements thereto;
12. To decide, negotiate and finalize the Pre-IPO Placement of the Equity Shares by the Company or engage in discussions with investors in relation to a Pre-IPO Placement;

13. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
14. To open and operate bank account(s) of the Company in terms of the cash escrow agreement for handling of refunds for the Offer and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
15. To determine and finalize the floor price/price band for the Offer, approve the basis for allocation and confirm allocation of the Equity Shares to various categories of persons (including Anchor Investors) as disclosed in the draft red herring prospectus, the red herring prospectus and the prospectus, in consultation with the BRLMs and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to, the Offer;
16. To do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in its absolute discretion, deem necessary or desirable for the purpose of the Offer, including without limitation, finalize the basis of allocation and to allot the Equity Shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
17. To allot the Equity Shares, and other matters in connection with or incidental to the Offer, including determining the Anchor Investor Portion and allocate such number of Equity Shares to Anchor Investors, in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under the applicable laws, including the listing agreement(s) to be entered into by the Company with the Stock Exchanges;
18. To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the Equity Shares with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchange(s), with power to authorize one or more officers of the company to sign all or any of the aforementioned documents;
19. To settle all questions, difficulties or doubts that may arise in relation to such issues or allotment as it may deem fit;
20. To authorize and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the Offer;
21. To accept and appropriate the proceeds of the Offer;
22. To approve code of conduct as may be considered necessary by the IPO Committee or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
23. To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
24. To affix the common seal of the Company on such documents in this connection as may be required in accordance with the provisions of the Articles of Association of the Company; and
25. To delegate any of the powers mentioned above to any of the Directors or officers of the Company, subject to the provisions of the Companies Act, 2013.

Key Management Personnel

The details of the Key Management Personnel as on the date of this Draft Red Herring Prospectus are as follows:

Vinod Kumar Agarwal is the managing director of our Company. For further details in relation to Vinod Kumar Agarwal, see "*Our Management – Biographies of Directors*" on page 233.

Ajendra Agarwal is a whole time director of our Company. For further details in relation to Ajendra Agarwal, see "*Our Management – Biographies of Directors*" on page 233.

Anand Rathi is the chief financial officer of our Company. He is an associate of the Institute of Chartered Accountants of India. He joined our Company on March 31, 2009 as a director of our Company. He resigned as a director of our Company and was then appointed as the chief financial officer of our Company on April 1, 2011. He has several years of experience in the field of accounts and finance. He is responsible for, *inter alia*, evaluating optimum financing options, building financial models, financial research and analysis, evolving the strategy of our Company including mergers and acquisitions and negotiating transactions, policy implementation and liaising with banks and financial institutions for obtaining funds. He was paid a gross compensation of ₹ 3.6 million during Fiscal 2018.

Sudhir Mutha is the company secretary and compliance officer of our Company. He holds a doctor of philosophy's degree in accounting from Janardan Rai Nagar Rajasthan Vidhyapeeth (Deemed) University. He is also an associate of the Institute of Company Secretaries of India. He joined our Company on February 4, 2010 as our company secretary. He has over eight years of experience as a company secretary. Prior to joining our Company, he was associated with Historic Resort Hotels Private Limited. He is responsible for coordination of meetings of the board and shareholders of our Company, incorporation of new companies and special purpose vehicles, secretarial work, and liaising with the statutory and regulatory authorities. He was paid a gross compensation of ₹ 1.33 million during Fiscal 2018.

All our Key Management Personnel are permanent employees of our Company.

Our Company has not entered into any service contracts with our Key Management Personnel which provide for benefits upon termination of employment of our Key Management Personnel.

Other than payments made in relation to commission to Vinod Kumar Agarwal and Ajendra Agarwal our Company has not made any payment under a bonus or a profit sharing plan to its Key Management Personnel.

Relationship between Key Management Personnel

Other than Vinod Kumar Agarwal and Ajendra Agarwal who are brothers, no other Key Management Personnel are related to each other.

Shareholding of the Key Management Personnel

Except as provided hereunder, no other Key Management Personnel hold any shares in the share capital of our Company, as on date of filing this Draft Red Herring Prospectus:

Name of Director	Number of Equity Shares	Percentage of pre-Offer Equity Share capital
Vinod Kumar Agarwal	4,941,512	4.97 %
Ajendra Agarwal	4,290,448	4.31 %
TOTAL	**9,231,960**	**9.28%**

Arrangement or Understanding with Major Shareholders

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Management Personnel was selected as a member of our senior management.

Changes in our Key Management Personnel in the last three years

The following changes have been occurred in our Key Managerial Personnel in the last three years:

S. No.	Name of the Key Managerial Personnel	Date of appointment/resignation	Designation	Reason for change
1.	Purshottam Agarwal	April 18, 2018	Whole time Director	Resignation

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. The Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them, if any.

Contingent and deferred compensation payable to Key Managerial Personnel

There are no contingent or deferred compensation payable to Key Managerial Personnel, which does not form part of their remuneration.

Employee Stock Option Plan

Our Company has an employee stock option plan. For details regarding our ESOP Plan, see "*Capital Structure*" on page 115.

Payment or Benefit to Officers of our Company (non-salary related)

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the Key Management Personnel and our Directors within the two preceding years.

Senior Management Personnel

The senior management personnel of our Company as on the date of the Draft Red Herring Prospectus are as follows:

Ajai Kumar Singh Chauhan is the President & Head (Contracts Management) of our Company. He holds a bachelor's degree in science (civil engineering) from Aligarh Muslim University. He holds a Lifetime membership of the Indian Roads Congress, membership of the Indian National Group of the International Association for Bridge & Structural Engineering, Life membership All Indian Management Association and Fellow membership of Institute of Technical Arbitrators. He has an experience of over 30 years in the field of Detailed Engineering of highway & bridge projects, Project Management and Contracts Management. Prior to joining our Company, he was associated with Pink City Expressway Private Limited and RITES Limited as assistant vice president (design and construction) and joint general manger, respectively. He joined our Company on April 29, 2011. He is responsible for overseeing the Contracts Management in the Company.

Devki Nandan Agarwal is the president (plants and equipment) of our Company. He has completed his schooling up to 10th standard. He has over 20 years of experience in the roads construction industry. He joined our Company as its director since the inception of our Company. He resigned as a director of our Company and was then appointed as president (plants and equipment) of our Company, on April 1, 2008. He heads the maintenance facility of our Company and monitors the in-house logistics facilities. He is also very active in the management of in-house fabrication of requirements generated at site level.

Mahendra Kumar Agarwal is the president (procurement) of our Company. He holds a bachelor's degree in commerce from Jodhpur University. He has over 20 years of experience in the roads construction industry. He joined our Company as its director since the inception of our Company. He resigned as a director of our Company and was then appointed as president (procurement) of our Company on April 1, 2014. He is the head of all manufacturing facilities of our Company. Additionally, he looks after (i) upgradation of overall asset portfolio of our Company; (ii) supply chain management is maintained; and (iii) utilisation, repairs and refurbishment of machineries. He is also involved in the capex planning for new and existing project sites and reconciliation of existing assets.

Ratan Lal Kashyap is the senior vice president (procurement) of our Company. He holds a post graduate diploma in materials management from Indian Institute of Materials Management and a post graduate diploma in business management from Indian Institute of Science and Management, Ranchi. He has an experience of over 17 years in the field of procurement services. Prior to joining our Company, he was associated with Pink City Expressway Private Limited. He joined our Company on April 1, 2011 and was promoted to senior vice president (procurement) with effect from December 1, 2015. He is responsible for the supply chain management of our Company.

Ramesh Chandra Jain is the vice president (business development) of our Company. He holds a bachelor's degree in civil engineering from Rajasthan University. He has an experience of over 25 years of in the roads construction business. Prior to joining our Company, he was associated with NHAI. He joined our Company on January 16, 2015 and is responsible for monitoring of construction of roads, highways and bridges. He is also responsible for the bidding process for new projects in our Company.

Neeraj Kumar Bansal is the vice president (operations) of our Company. He holds a bachelor's degree in mechanical engineering from IIT, Kanpur. He is a member of the Institution of Engineers (India) and has an experience of over 21 years in the construction industry. Prior to joining our Company, he was associated with Shekhawati Transmission Service Company Limited as the CEO (PPP projects) in Rajasthan. He joined our Company on May 12, 2015 and is responsible for project management and business development and also assists in formulation of our Company's strategic vision and strengthening of processes and procedures.

Sunil Kumar Agarwal is the vice president (planning and monitoring) of our Company. He holds the qualification of A.M.I.E which is equivalent to a degree in civil engineering. Prior to joining our Company, he was associated with the NHAI and PWD in the capacity of assistant civil engineer. He has over 34 years of experience in the field of roads construction. He joined our Company on April 12, 2014 and is responsible for planning and monitoring of all projects.

OUR PROMOTERS AND PROMOTER GROUP

Vinod Kumar Agarwal, Ajendra Agarwal, Purshottam Agarwal and Lokesh Builders Private Limited are the promoters of our Company. As on the date of this Draft Red Herring Prospectus, the Promoters collectively hold 45,339,840 Equity Shares, representing 45.59% of the pre-Offer, issued, subscribed and paid-up Equity Share capital of our Company and will continue to hold a majority of the post-Offer paid-up share capital of our Company. For details, see "*Capital Structure*" on page 104.

Details of our individual Promoters

Vinod Kumar Agarwal

Vinod Kumar Agarwal, 58, is the managing director of our Company. He is a resident Indian national.

Vinod Kumar Agarwal resides at 58, Gattani Square, Haridas Ji Ki Magri, Udaipur, Rajasthan 313 001, India.

Voter identification number: HGX/1222140
Driving license number: RJ 27 19810178999

For the complete profile of Vinod Kumar Agarwal along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and other ventures, see "*Our Management*" on page 233.

Ajendra Agarwal

Ajendra Agarwal, 53, is an executive director of our Company. He is a resident Indian national.

Ajendra Agarwal resides at 42, Ambavgarh, Udaipur, Rajasthan 313 001, India.

Voter identification number: XNN/1034776
Driving license number: RJ 19 19900188681

For the complete profile of Ajendra Agarwal along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and other ventures, see "*Our Management*" on page 233.

Purshottam Agarwal

Purshottam Agarwal, 45 is a resident Indian national.

Purshottam Agarwal resides at 59, Chachan Bhawan, Haridas Ji Ki Magri, Agarwal Street, Udaipur, Rajasthan 313 001, India.

Voter identification number: XNN/1139641
Driving license number: RJ 27/DLC/03/10795

Purshottam Agarwal holds a bachelor's degree in commerce from the University of Jodhpur. He has over two decades of experience in the field of roads construction. He was a Director on our Board from 2000 to April 18, 2018. He is also the proprietor of M/s Aditya Enterprises.

Details of our corporate Promoter

Lokesh Builders Private Limited

Corporate Information

LBPL was incorporated as a private company, limited by shares, under the Companies Act, 1956 and a certificate of incorporation dated September 12, 2001 was issued by the RoC Rajasthan. The registered office of LBPL is situated at 80, Shahi Complex, Hiran Magri, Sector 11, Udaipur- 313002, Rajasthan, India.

LBPL is authorized by its main objects to, among other things, (i) purchase, acquire, get, convert, develop or construct land and buildings, deal in land, manage land and building, collect rents, income and supply and provide tenants and occupiers; and (ii) carry on the business of contractors, sub-contractors, general construction, builders, civil; lay out, develop, construct, build, erect, demolish or do any other works in connection with any building or building scheme, roads, docks, ships, sewers, bridges, canals, wells, springs, dams, etc.; power supply works or any other structural or architectural work; prepare estimates, designs, plans, specifications or models; advisers, consultants, planners, engineers or managers in connection with construction, reconstruction, development of all kinds of land, buildings, colonies or apartment buildings; town planners, building contractors, surveyors, valuers and appraisers.

The promoters of LBPL are Vinod Kumar Agarwal, Purshottam Agarwal and Mahendra Kumar Agarwal and its directors are Lokesh Agarwal and Sachin Kumar Agarwal.

Change in control or management

There has been no change in the control or management of LBPL in the three years immediately preceding the filing of this Draft Red Herring Prospectus.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorized capital of LBPL is ₹ 41.00 million divided into 100,000 equity shares of the face value of ₹ 10 each and 400,000 10% non-cumulative redeemable preference shares of face value of ₹ 100 each. The issued, subscribed and paid-up share capital of LBPL is ₹ 40.36 million, divided into 86,000 equity shares of face value of ₹ 10 each and 395,000 10% non-cumulative redeemable preference shares of face value of ₹ 100 each.

Shareholding

The shareholding pattern of LBPL as on the date of this Draft Red Herring Prospectus is as follows:

(i) *Equity share capital*

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Suman Agarwal	13,000	15.12
Kiran Agarwal	9,000	10.47
Vinod Kumar Agarwal	8,400	9.77
Sangeeta Agarwal	8,000	9.30
Mahendra Kumar Agarwal	7,800	9.07
Ritu Agarwal	7,500	8.72
Purshottam Agarwal	6,300	7.33
Lalita Agarwal	6,000	6.98
Laxmi Devi Agarwal	4,000	4.65
Puja Agarwal	3,500	4.07
Devki Nandan Agarwal	3,000	3.49
Ajendra Agarwal	3,000	3.49
Purshottam Agarwal HUF	2,000	2.33
Vinod Kumar Agarwal HUF	2,000	2.33
Ajendra Agarwal HUF	1,500	1.74

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Harish Agarwal HUF	1,000	1.16
Total	**86,000**	**100.00**

(ii) *Preference share capital*

Name of the shareholder	Number of preference shares	Percentage of the issued and paid-up preference share capital (%)
Janitor Distributors Private Limited	395,000	100.00

Our Company confirms that the PAN, bank account numbers and passport numbers of its individual Promoters and the PAN, bank account number, company registration number of the corporate Promoter as well as the address of the Registrar of Companies where the corporate Promoter is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with them.

Interest of Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding, held directly and indirectly, and the dividend payable, if any, and other distributions in respect of the Equity Shares held by them. For details on shareholding of our Promoters in our Company, see "*Capital Structure*" on page 104.

Our Promoters are also interested in our Company to the extent of their shareholding in our Subsidiaries and Group Companies with which our Company transacts during the course of its operations. For more details, please see "*Our Subsidiaries and Joint Ventures*" and "*Our Group Companies*" on pages 223 and 254 respectively.

Our individual Promoters, Vinod Kumar Agarwal and Ajendra Agarwal, who are also our Directors may also be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof. Further, our individual Promoters may also be deemed interested to the extent of any remuneration or reimbursement of expenses payable to them. For further details, see "*Our Management*" on page 231.

Except as disclosed below our Promoters do not have any interest in the properties that our Company has taken on lease, as on the date of this Draft Red Herring Prospectus:

Name of Promoter	Address of the premises	Term of lease agreement	Rent payable to Promoter
LBPL	13 C, Madhuban, Udaipur	36 months from February 1, 2017	₹ 12,000 per month

Our Promoters have no direct or indirect interest in any property acquired in the preceding two years or proposed to be acquired by our Company within the two years from the date of filing of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

For details of related party transactions entered into by our Company during the last five financial years with our Promoters, Subsidiaries and Group Companies, the nature of transactions and the cumulative value of transactions, see "*Financial Statements- Restated Standalone Financial Statements- Annexure VI – Note 34 Related Party Disclosure"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure VI – Note 35 Related Party Disclosure*" on pages 318 and 410, respectively.

Group Companies and Interest of Promoters

For details on our Group Companies and the nature and extent of interest of our Promoters in our Group Companies, see "*Our Group Companies*" on page 254.

Payment or benefits to our Promoters or Promoter Group

Except as stated in "*Financial Statements- Restated Standalone Financial Statements- Annexure VI – Note 34 Related Party Disclosure*",*"Financial Statements- Restated Consolidated Financial Statements- Annexure VI – Note 35 Related Party Disclosure*", "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 318, 410, 231 and 248 respectively and payment towards rent and salaries to certain members of the Promoter Group, there has been no payment or benefits to our Promoters or members of our Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Declarations

There are no violations of securities laws committed by our Promoters, any member of our Promoter Group or any Group Company, in the past or are currently pending against them and neither our Promoters, nor the directors of our Promoters or the persons in control of our Promoters have been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority nor have they been declared as wilful defaulters by any bank, financial institution or consortium thereof in accordance with guidelines on wilful defaulters issued by the RBI.

None of our Promoters is or was a promoter, director or person in control of any company which was/is debarred from accessing the capital markets under any order or directions made by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the filing of this Draft Red Herring Prospectus against our Promoters, except as disclosed in "*Risk Factors*" and "*Outstanding Litigation and Material Developments*" on pages 19 and 488 respectively.

Our Promoters are not interested directly or indirectly in any entity which holds any intellectual property rights that are used by our Company.

There have been no sales or purchases between our Company and members of our Promoter Group where such sale or purchase exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

None of the beneficiaries of loans and advances or sundry debtors are related to our Promoters, other than our Subsidiaries, where Vinod Kumar Agarwal, Ajendra Agarwal and Purshottam Agarwal are directors, as applicable.

Change in the control or management of our Company

There has been no change in the control or management of our Company in the last five years preceding the date of filing of this Draft Red Herring Prospectus.

Companies or Firms from which our Promoters have disassociated themselves in the last three years

Our Promoters have not disassociated themselves from any company or firm during the last three years preceding the date of filing of this Draft Red Herring Prospectus.

Our Promoter Group

In addition to our Promoters, the following individuals and entities form part of our Promoter Group in terms of regulation 2(1)(zb) of the SEBI ICDR Regulations:

A. Natural Persons forming part of our Promoter Group

- Suman Agarwal
- Devki Nandan Agarwal
- Mahendra Kumar Agarwal
- Harish Agarwal
- Shakuntala Devi Gupta

- Ashwin Agarwal
- Arun Navatia
- Usha Choudhary
- Saroj Khemka
- Kanta Bansal
- Laxmi Tulsian
- Lalita Agarwal
- Aditya Agarwal
- Shubham Agarwal
- Archit Agarwal
- Vrinda Agarwal
- Jai Prakash Choudhary
- Raj Kumar Garg
- Seema Agarwal
- Deepika Goyal
- Shalini Agarwal
- Sushila Devi Kedia
- Goverdhan Lal Kedia
- Suman Hisariya
- Pramila Khemka
- Sharda Choudhary
- Shankar Lal Choudhary
- Pankaj Agarwal
- Vikas Agarwal
- Kiran Agarwal
- Ritu Agarwal
- Rupal Agarwal
- Laxmi Devi Agarwal
- Lokesh Agarwal
- Puja Agarwal
- Sangeeta Agarwal

B. Entities forming part of our Promoter Group

(a) *Bodies Corporate*

- Jasamrit Designers Private Limited
- Jasamrit Creations Private Limited
- Jasamrit Construction Private Limited
- Jasamrit Fashions Private Limited
- Jasamrit Premises Private Limited
- Suncity Alloys Private Limited
- Suncity Metal Private Limited
- Suncity Strips Private Limited
- Suncity Strips and Tubes Private Limited
- Suncity Sheets Private Limited
- Niki Buildcon Private Limited

(b) *Partnership Firm*

- M/s Grace Consulting Engineers
- M/s Suncity Trade Agency
- M/s G R Estate
- M/s G R Builders
- M/s Suman Builders

(c) *HUFs*

- Vinod Kumar Agarwal HUF
- Gumani Ram Agarwal HUF
- Devki Nandan Agarwal HUF
- Mahendra Kumar Agarwal HUF
- Ajendra Agarwal HUF
- Harish Agarwal HUF
- Purshottam Agarwal HUF

(d) *Limited Liability Partnerships*

- Suncity Stainless LLP

(e) *Sole Proprietorships*

- M/s Aditya Enterprises
- M/s Aditya Minerals

(f) *Trusts*

- G R Agarwal Family Trust

Common Pursuits

Some of the entities forming part of our Promoter Group have objects similar to that of our Company, however, none of the entities forming part of our Promoter Group are currently pursuing any business activities similar to that of our Company. Accordingly, as on the date of this Draft Red Herring Prospectus, there are no common pursuits among any of the entities forming part of our Promoter Group and our Company. Our Company would adopt necessary measures and practises as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered companies covered under the applicable accounting standard i.e. Ind AS 24 in the Restated Consolidated Financial Statements, other than our Subsidiaries, corporate Promoter and Joint Ventures, if any. Further, pursuant to a resolution of our Board dated April 18, 2018, for the purpose of disclosure in relation to Group Companies in connection with the Offer, a company shall be considered material and disclosed as a Group Company if the said company is a member of the Promoter Group and our Company has entered into one or more transactions with such company in the preceding Fiscal or audit period, being the nine months ended December 31, 2017, cumulatively exceeding 10% of the total income of our Company for such Fiscal or audit period. No company was considered to be material by our Board to be disclosed as a Group Company of our Company.

Accordingly, set forth below are our Group Companies as on the date of this Draft Red Herring Prospectus:

1. Rahul Infrastructure Private Limited;
2. Grace Buildhome Private Limited; and
3. Udaipur Buildestate Private Limited.

For avoidance of doubt, it is hereby clarified that our corporate Promoter, Lokesh Builders Private Limited as well as the Subsidiaries of our Company, have not been considered as Group Companies for the purpose of disclosure in this Draft Red Herring Prospectus.

I. The details of our Group Companies are set out below.

1. **Rahul Infrastructure Private Limited ("RIPL")**

Corporate Information

RIPL was incorporated as a private limited company, limited by shares under the Companies Act, 1956 and a certificate of incorporation dated November 18, 2003 was issued by the RoC Rajasthan. The registered office of RIPL is situated at 80, Shahi Complex, Hiran Magri, Sector 11, Rajasthan – 313 002.

RIPL is authorised by its memorandum of association, to *inter alia* (i) to construct, develop, road, bridges on build, own and transfer basis, to carry on the business of contractors, sub-contractors, general construction, builders and engineers; and to lay out, develop, construct, build, erect, demolish, repair or do any other work in connection with any buildings or building scheme, roads, docks, bridges, canals, wells, springs, dams, power plants, reservoirs, embarkments, railways, irrigations, telephone, telegraphic and power supply works or any other structural or architectural work or any kind or whatsoever and to prepare estimates, designs, plants, specifications or models and to carry on the business of advisers, consultants, planners, engineers or managers in connection with construction, reconstruction and development; and (ii) purchase, acquire, get convert, develop and construct land and buildings, whether in India or abroad and to manage land, building and other properties and to collect rent and income therefrom.

RIPL has not undertaken any business activities in the past three financial years.

Interest of our Promoters

Our Promoters are interested, to the extent of their shareholding in RIPL, as set out in the table below, as on date of this Draft Red Herring Prospectus:

Name of Promoter	Number of equity shares	Percentage of the issued and paid up equity share capital (%)
Vinod Kumar Agarwal	9,500	9.60
Ajendra Agarwal	9,500	9.60
Purshottam Agarwal	9,400	9.49
Total	**28,400**	**28.69**

Financial information

The following information has been derived from the audited financial statements of RIPL for the last three

Fiscals:

(₹ in million, except per share data)

Particularsa	For the year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity capital	0.99	0.99	0.99
Reserves and surplus (excluding revaluation reserves)	13.80	13.23	12.67
Total revenue	0.72	0.72	0.72
Profit/ (loss) after tax	0.57	0.56	0.56
Earnings per share (basic and diluted)	5.71	5.66	5.67
Net asset value per share	149.39	143.67	138.01

Significant notes of Auditors

The auditors of RIPL have not provided any significant notes in their reports for the aforementioned periods.

2. **Grace Buildhome Private Limited ("GBPL")**

Corporate Information

GBPL was incorporated as a private limited company, limited by shares under the Companies Act, 1956 and a certificate of incorporation dated May 9, 2005 was issued by the RoC Rajasthan. The registered office of GBPL is situated at 13-C, Madhuban, Udaipur, Rajasthan – 313 001.

GBPL is authorised by its memorandum of association to *inter alia* (i) purchase, sell, develop or construct land and buildings whether in India or abroad; and (ii) carry on the business of contractors, sub-contractors, general construction, builders and engineers; and to lay out, develop, construct , build, demolish, , repair or do any other work in connection with any building or building scheme, roads, docks, bridges, canals, wells, springs, dams, power plants, reservoirs, embarkments, railways, irrigations, telegraphic and power supply works or any other structural or architectural work of any kind or whatsoever and to prepare estimates, designs, plants, specifications or models and to carry on the business of advisers, consultants, planners, engineers or managers in connection with construction, development, improvement of all kinds of land and buildings, in India or abroad and to act as town planners, building contractors, surveyors, and appraisers.

GBPL has not undertaken any business activities in the past three financial years.

Interest of our Promoters

Our Promoters are interested to the extent of their shareholding in GBPL, as set out in the table below, as on date of this Draft Red Herring Prospectus:

Name of Promoter	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Vinod Kumar Agarwal	900	9.00
Ajendra Agarwal	900	9.00
Purshottam Agarwal	900	9.00
Total	**2,700**	**27.00**

Financial information

The following information has been derived from the audited financial statements of GBPL for the last three Fiscal:

(₹ in million, except per share data)

Particulars	For the year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	1.79	1.81	1.64
Total revenue	0.22	0.22	0.22
Profit/(loss) after tax	(0.01)	0.17	0.17
Earnings per share (basic and diluted)	(1.30)	16.57	16.71
Net asset value per share	189.25	190.54	173.97

Significant notes of Auditors

The auditors of GBPL have not provided any significant notes in their reports for the aforementioned periods.

3. **Udaipur Buildestate Private Limited ("UBPL")**

Corporate Information

UBPL was incorporated as a private limited company, limited by shares under the Companies Act, 1956, and a certificate of incorporation dated February 14, 2005 was issued by the RoC Rajasthan. The registered office of UBPL is situated at 13-C, Madhuban, Udaipur, Rajasthan – 313 001.

UBPL is authorised by its memorandum of association, to *inter alia* (i) purchase, sell, develop or construct land and buildings, whether in India or abroad; and (ii) carry on the business of contractors, sub-contractors, general construction, builders and engineers; and to lay out, develop, construct , build, erect, demolish, repair or do any other work in connection with any building, roads, docks, bridges, canals, wells, springs, dams, power plants, reservoirs, embankments, railways, irrigations, telephone, telegraphic and power supply works or any other structural or architectural work of any kind or whatsoever and to prepare estimates, designs, plants, specifications or models and to carry on the business of advisers, consultants, planners, engineers or managers in connection with construction, reconstruction, development, improvement of all kinds of land and buildings in India or abroad and to act as town planners, building contractors, surveyors and appraisers.

UBPL has not undertaken any business activities in the past three financial years.

Interest of our Promoters

Our Promoters are interested, to the extent of their shareholding in UBPL, as set out in the table below, as on date of this Draft Red Herring Prospectus:

Name of Promoter	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Vinod Kumar Agarwal	9,000	9.89
Ajendra Agarwal	9,000	9.89
Purshottam Agarwal	9,000	9.89
Total	**27,000**	**29.67**

Financial information

The following information has been derived from the audited financial statements of UBPL for the last three Fiscal:

(₹ in million, except per share data)

Particulars	For the year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity capital	0.91	0.91	0.91
Reserves and surplus (excluding revaluation reserves)	0.39	0.61	0.53

Particulars	For the year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Total revenue	0.12	0.12	0.12
Profit/ (loss) after tax	(0.21)	0.07	0.09
Earnings per share (basic and diluted)	(2.35)	0.82	1.00
Net asset value per share	14.33	16.68	15.86

Significant notes of Auditors

The auditors of UBPL have not provided any significant notes in their reports for the aforementioned periods.

II. Group Companies with negative net-worth:

We do not have any Group Companies with a negative net worth.

III. Joint Venture Company with negative net worth:

Our Company does not have any Joint Ventures with negative net worth as on December 31, 2017.

IV. Group Companies incorporated outside India with negative net worth:

Our Company does not have any Group Companies incorporated outside India.

V. Loss making Group Companies:

Except for GBPL and UBPL, our Company does not have any loss making Group Companies.

Nature and Extent of Interest of Group Companies

(a) In the promotion and business interests of our Company

None of our Group Companies have any interest in the promotion and business interests of our Company.

(b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Red Herring Prospectus with SEBI

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus. Except as disclosed below, none of our Group Companies are interested in the properties taken on lease by our Company, as on the date of this Draft Red Herring Prospectus:

Name of the Group Company	Address of the premises	Term of lease agreement	Rent payable to the Group Company
RIPL	Block A-D, Plot F, Near Atha Thamba, Defence Lab Road, Jodhpur, Rajasthan	Three years from April 1, 2017	₹ 60,000 per month
UBPL	Plot No. 96 (Bhukhand), Kumharo ka Bhatta, Outside Surajpole, District Udaipur, Rajasthan	Three years from April 1, 2017	₹ 10,000 per month

(c) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Litigation

For details relating to the legal proceedings involving the Group Companies, see "*Outstanding Litigation and*

Material Developments" on page 488.

Common Pursuits

All our Group Companies have objects similar to that of our Company, however, as on the date of this Draft Red Herring Prospectus, none of the Group Companies are pursuing any business activities similar to that of our Company. Accordingly, there are no common pursuits among any of our Group Companies and our Company. Our Company would adopt necessary measures and practises as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

Except as stated in this Draft Red Herring Prospectus and other than the related party transactions for the nine month period ended December 31, 2017 and each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013, as disclosed in ""*Financial Statements- Restated Standalone Financial Statements- Annexure VI – Note 34 Related Party Disclosure"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure VI – Note 35 Related Party Disclosure*" on pages 318 and 410 respectively, there are no other related business transactions within the Group Companies.

Sale/Purchase between Group Companies or Subsidiaries

Except as provided in "*Financial Statements- Restated Standalone Financial Statements- Annexure VI – Note 34 Related Party Disclosure"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure VI – Note 35 Related Party Disclosure*" on pages 318 and 410 respectively, none of our Group Companies or our Subsidiaries are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

Defunct/Sick Group Companies

None of the Group Companies have become sick companies and no winding up proceedings have been initiated against them. Further no application has been made, in respect of any of the Group Companies, to the Registrar of Companies for striking off their names. Additionally, none of our Group Companies have become defunct during the five years preceding the filing of this Draft Red Herring Prospectus.

Other Confirmations

No equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

Further, our Group Companies have confirmed that they have not been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Group Companies have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities.

Except as provided in "*Financial Statements- Restated Standalone Financial Statements- Annexure VI – Note 34 Related Party Disclosure"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure VI – Note 35 Related Party Disclosure*" on pages 318 and 410 respectively, none of our Group Companies or Subsidiaries have business interest in our Company.

OUR DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our future fund requirements for our business activities. For further details, see "*Financial Indebtedness*" on page 484.

Our Company has not declared any dividends in the five Financial Years preceding the date of this Draft Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

S. No.	Details
1.	Restated Standalone Financial Statements
2.	Restated Consolidated Financial Statements

EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION

The Board of Directors
G R Infraprojects Limited,
G R House,
Hiran Magri Sector 11,
Udaipur – 313 002
Rajasthan, India

Dear Sirs

1. We have examined the attached Restated Standalone Financial Information of G R Infraprojects Limited, ('the Company') which comprise of the Restated Standalone Summary Statement of Assets and Liabilities as at 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, the Restated Standalone Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Summary Statement of Changes in Equity and the Restated Standalone Summary Statement of Cash Flows for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and the Summary of Significant Accounting Policies, read together with the annexures and notes thereto and other restated financial information explained in paragraph 7 (collectively, the 'Restated Standalone Financial Information"), for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') prepared by the Company in connection with its proposed initial public offer of Equity shares ('Offer'). The Restated Standalone Financial Information has been approved by the Board of Directors of the Company and is prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ('the Act') read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules');

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provision of Securities and Exchange Board of India Act, 1992 ('the ICDR Regulations'); and

   c) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI') ('the Guidance Note').

2. The preparation of the Restated Standalone Financial Information is the responsibility of the management of the Company for the purpose set out in paragraph 11 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules, the ICDR Regulations and the Guidance Note.

3. We have examined such Restated Standalone Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 25 January 2018 in connection with the proposed Offer; and

   b) The Guidance Note.

4. These Restated Standalone Financial Information have been compiled by the management as follows:

   a) As at and for the nine months period ended 31 December 2017: From the audited standalone financial statements of the Company as at and for the nine months period from 1 April 2017 to 31 December 2017 (which were expressed in Indian Rupees in lakh), prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 26 April 2018;

   b) As at and for the years ended 31 March 2017 and 31 March 2016: From the audited standalone financial statements of the Company as at and for the year ended 31 March 2017 and as at and for the year ended 31 March 2016 being the comparative period for the year ended 31 March 2017 (which were expressed in Indian Rupees in lakh), prepared in accordance with Ind AS prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) (Amendment) Rules 2016 and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 29 May 2017; and

   c) As at and for the years ended 31 March 2015, 31 March 2014 and 31 March 2013:
      i) From the audited standalone financial statements of the Company as at and for the year ended 31 March 2015 (which were expressed in Indian Rupees in lakh), prepared in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014, and the other relevant provisions of the Act which has been approved by the Board of Directors at their Board meeting held on 15 September 2015.
      ii) From the audited standalone financials statements of the Company as at and for the years ended 31 March 2014 and 31 March 2013 (which were expressed in Indian Rupees in lakh), prepared in accordance with Accounting standards prescribed under Section 211 (3C) of the Companies Act, 1956 read with the Companies Accounting Standard Rules (2006) and which have been approved by the Board of Directors at their Board meetings held on 12 September 2014 and 26 September 2013 respectively. These audited standalone financial statements of the Company as at and for each of the years ended 31 March 2015, 31 March 2014 and 31 March 2013 have been converted into Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparations of the first Ind AS financial statements for the year ended 31 March 2017. These Restated Standalone Financial Information as at and for each of the years ended 31 March 2015, 31 March 2014 and 31 March 2013 is referred to as "the Proforma Ind AS Restated Standalone Financial Information".

   d) We did not audit the financial statements of the Company's joint operations listed below. These financial statements have been audited by other auditors and whose reports have been furnished to us and our opinion on the standalone financial statements as at and for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 in so far as it relates to the amounts included in these Restated Standalone Financial Information are based solely on the report of the other auditors. The Company's share of total assets, total revenue and net cash flows pertaining to joint operations in the Restated Standalone Financial Information for the relevant years/period not audited by us is tabulated below;

(Rupees in million)

Name of Joint operations	Year/Period ended (YE/PE)	Name of auditors	Total assets as included in Restated Standalone Financial Information	Net movement in cash and cash equivalent included in Restated Standalone Financial Information	Total revenue as included in Restated Standalone Financial Information
GR-Gawar (JV)	YE 31 March 2013	Murari Garg & Co.	134.46	7.13	770.62
	YE 31 March 2014		201.35	(6.43)	443.49
	YE 31 March 2015		232.31	(2.34)	437.17
	YE 31 March 2016		173.25	(2.90)	284.53
	YE 31 March 2017		99.04	12.50	45.52
	PE 31 December 2017		76.35	(9.79)	19.76
GRIL - MSKEL (JV)	YE 31 March 2013	Dharmendra Shah & Co.	105.63	31.54	220.18
	YE 31 March 2014		47.99	(31.28)	274.46
	YE 31 March 2015		44.70	(0.28)	78.13
	YE 31 March 2016		44.76	0.03	0.14
	YE 31 March 2017		2.45	0.02	0.08
	PE 31 December 2017		-	(0.20)	-
SBEPL - GRIL (JV)	YE 31 March 2013	Jain Seth & Co.	28.56	(3.25)	40.12
	YE 31 March 2014		15.20	3.17	81.43
	YE 31 March 2015		20.16	(3.13)	119.62
	YE 31 March 2016		13.43	5.56	128.46
	YE 31 March 2017		2.71	(6.19)	25.40
	PE 31 December 2017		1.63	0.02	5.55
GR - JKM (JV)	YE 31 March 2013	Garg Anil & Co.	28.58	(1.97)	158.95
	YE 31 March 2014		8.24	(0.02)	15.70
	YE 31 March 2015		4.06	(0.06)	0.30
	YE 31 March 2016		3.71	(0.33)	-
	YE 31 March 2017		3.74	(0.03)	-
	PE 30 September 2017		3.74	-	-
GR-TRIVENI (JV)	YE 31 March 2013	Krishna Kumar & Co.	0.02	0.02	-
	YE 31 March 2014		29.34	2.41	219.42
	YE 31 March 2015		74.99	(2.36)	130.29
	YE 31 March 2016		24.49	(0.01)	16.70
	YE 31 March 2017		25.87	0.68	29.22
	PE 31 December 2017		29.09	0.10	8.85
RAVI INFRA - GRIL - SHIVAKRITI (JV)	YE 31 March 2015	V S Nahar & Co.	6.49	-	7.38
	YE 31 March 2016		3.98	0.56	19.22
	YE 31 March 2017		2.69	(0.55)	3.47
	PE 31 December 2017		0.94	(0.01)	11.65

5. The audit for the Company's standalone financial statements for the years ended 31 March 2014 and 31 March 2013 was conducted by B S R and Co, Chartered Accountants, one of the other member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India (ICAI), and accordingly reliance has been placed on the financial information examined by them for the said years. The financial statements included for these years, i.e. 31 March 2014 and 31 March 2013 are based solely on the reports submitted by them.

6. Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:

   a) The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, examined by us, as set out in Annexure I to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Audited Standalone Financial Statements appearing in Annexure VII of the Restated Standalone Financial Information.

   b) The Restated Standalone Summary Statement of Profit and Loss (including Other Comprehensive Income) of the Company for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in Annexure II to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Audited Standalone Financial Statements appearing in Annexure VII of the Restated Standalone Financial Information;

   c) The Restated Standalone Summary Statement of Changes in Equity of the Company for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in Annexure III to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Audited Standalone Financial Statements appearing in Annexure VII of the Restated Standalone Financial Information;

   d) The Restated Standalone Summary Statement of Cash Flows of the Company for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in Annexure IV to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Audited Standalone Financial Statements appearing in Annexure VII of the Restated Standalone Financial Information;

   e) For our examination of the Restated Standalone Financial Information, we have relied on the financial statements of the Company's joint operations listed in paragraph 4 above, which were audited by the respective auditors, and whose audit reports have been furnished to us and our opinion in so far as it relates to the amounts included in the Restated Standalone Summary Statement of Assets and Liabilities, the Restated Standalone Summary Statement of Profit and Loss (including Other Comprehensive Income) and the Restated Standalone Summary Statement of Changes in Equity and the Restated Standalone Summary Statement of Cash Flows, are based solely on the audit reports of such auditors.

f) Based on the above and according to the information and explanations given to us and based on the reliance placed on the Standalone financial statements audited by B S R and Co, Chartered Accountants, one of the other member entity of B S R & Affiliates, network registered with the ICAI for the years ended 31 March 2014 and 31 March 2013, we report that the Restated Standalone Financial Information:

   i) have been made after incorporating adjustments for change in accounting policies retrospectively in respective financial years/ period to reflect the same accounting treatment as per changed accounting policy for all the reporting years/ period;

   ii) have been made after incorporating adjustments for the material amounts in the respective financial years/period to which they relate;

   iii) do not contain any exceptional items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information in the respective financial years/period and do not contain any qualifications requiring adjustments; and

   iv) do not have any qualifications and other remarks /comments in the Companies (Auditor's Report) Order, 2003 issued by Central Government of India under sub-section (4A) of section 227 of Companies Act 1956/Companies (Auditor's Report) Order, 2015/ Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act (together referred to as 'CARO') which require any corrective adjustment in the Restated Standalone Financial Information.

7. We have also examined the following Restated Standalone Financial Information as set out in the Annexures prepared by the management of the Company and approved by the Board of Directors, for the nine months period ended 31 December 2017 and each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013;

   i) Basis of preparation and Summary of Significant Accounting Policies as enclosed in Annexure V

   ii) Notes to Restated Standalone Financial Information as enclosed in Annexure VI;

   iii) Statement of Adjustments to the Audited Standalone financial Statements as enclosed in Annexure VII;

   iv) Restated Standalone Statement of Other Income, as enclosed in Annexure VIII;

   v) Restated Standalone Statement of Accounting Ratios, as enclosed in Annexure IX;

   vi) Restated Standalone Statement of Capitalisation, as enclosed in Annexure X;

   vii) Restated Standalone Statement of Tax Shelter, as enclosed in Annexure XI

8. In our opinion and to the best of our information and according to the explanations given to us, and also as per the reliance placed on the reports submitted by B S R and Co, Chartered Accountants and respective auditors of joint operations, the Restated Standalone Financial Information of the Company as at and for the nine months period ended 31 December 2017 and as at and for each of the years ended 31 March 2017 and 31 March 2016, including the above mentioned Other Restated Standalone Financial Information contained in Annexures VI to XI, read with Basis of preparation and Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings/reclassification as considered appropriate and as disclosed in Annexure VII and the Proforma Ind AS Restated Standalone Financial Information of the Company as at and for the years ended 31 March 2015, 31 March 2014 and 31 March 2013, including the above mentioned Other Restated Standalone Financial Information contained in Annexures VI to XI, read with the Basis of preparation and Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making proforma adjustments and regroupings/reclassification as considered appropriate and as

disclosed in Annexure VII and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as an opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the management and for inclusion in the DRHP to be filed with Securities and Exchange Board of India, and stock exchanges where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the proposed Offer. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/W-100024

Jeyur Shah
Partner
Membership No.: 045754

Ahmedabad
26 April 2018

G R Infraprojects Limited

Annexure I : Restated Standalone Summary Statement of Assets and Liabilities

(Currency: Indian Rupees in million)

Particulars		Note no. of Annexure VI	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Assets								
Non-current assets								
(a)	Property, plant and equipment	Note 1	4,821.20	3,806.43	2,823.47	1,919.30	2,288.57	1,908.16
(b)	Capital work-in-progress	Note 2	228.18	167.60	281.18	212.48	37.43	34.44
(c)	Other intangible assets	Note 3	26.98	27.37	32.34	35.33	43.48	54.85
(d)	Financial assets							
	(i) Investments	Note 4	1,368.28	670.43	2,251.51	575.57	551.31	525.61
	(ii) Loans	Note 12	1,378.69	-	-	-	-	-
	(iii) Other financial assets	Note 5	90.86	103.54	393.24	330.62	23.29	65.00
(e)	Deferred tax assets (net)	Note 32	1,233.50	997.71	274.87	143.65	89.85	67.43
(f)	Current tax assets (net)	Note 6	323.99	325.43	326.42	115.30	75.64	67.15
(g)	Other non-current assets	Note 7	903.26	143.33	152.09	99.17	113.36	68.82
			10,374.94	**6,241.84**	**6,535.12**	**3,431.42**	**3,222.93**	**2,791.46**
Current assets								
(a)	Inventories	Note 8	2,279.16	2,209.62	762.84	1,270.66	840.25	578.76
(b)	Financial assets							
	(i) Investments	Note 4	877.43	1,347.33	-	-	-	-
	(ii) Trade receivables	Note 9	3,601.47	5,294.73	3,620.10	1,805.48	2,030.99	1,780.03
	(iii) Cash and cash equivalents	Note 10	1,087.51	4,149.84	549.80	379.33	46.68	238.90
	(iv) Bank balances other than (iii) above	Note 11	1,436.28	1,241.52	561.03	263.17	203.95	160.95
	(v) Loans	Note 12	176.42	162.49	177.78	1,996.36	1,519.42	349.60
	(vi) Other financial assets	Note 5	4,485.15	898.41	1,225.42	741.58	1,130.54	236.10
(c)	Current tax assets (net)	Note 6	-	-	10.89	4.50	-	-
(d)	Other current assets	Note 7	2,436.80	1,875.61	1,193.57	288.35	284.23	173.90
			16,380.22	**17,179.55**	**8,101.43**	**6,749.42**	**6,056.06**	**3,518.24**
	Total assets		**26,755.16**	**23,421.39**	**14,636.55**	**10,180.84**	**9,278.99**	**6,309.70**
Equity and liabilities								
Equity								
(a)	Equity share capital	Note 13	484.81	484.81	242.41	242.41	242.41	242.41
(b)	Other equity	Note 14	14,009.58	10,841.01	5,613.47	4,188.24	3,810.50	3,504.84
			14,494.39	**11,325.82**	**5,855.88**	**4,430.65**	**4,052.91**	**3,747.25**
Liabilities								
Non-current liabilities								
(a)	Financial Liabilities							
	(i) Borrowings	Note 15	1,505.42	2,569.88	2,107.59	490.13	567.99	1.94
(b)	Current tax liabilities (net)	Note 16	-	-	-	10.44	8.58	2.28
	Total non current liabilities		**1,505.42**	**2,569.88**	**2,107.59**	**500.57**	**576.57**	**4.22**
Current liabilities								
(a)	Financial liabilities							
	(i) Borrowings	Note 17	1,187.60	245.73	488.61	1,436.43	1,399.77	954.32
	(ii) Trade payables	Note 18	1,818.48	2,256.37	2,210.40	1,147.82	512.35	544.36
	(iii) Other financial liabilities	Note 19	4,038.65	1,979.59	1,413.73	1,149.33	1,101.25	300.14
(b)	Provisions	Note 20	33.35	17.15	10.57	-	-	-
(c)	Other current liabilities	Note 21	3,375.54	4,852.44	2,477.13	1,514.51	1,621.07	753.37
(d)	Current tax liabilities (net)	Note 16	301.73	174.41	72.64	1.53	15.07	6.04
			10,755.35	**9,525.69**	**6,673.08**	**5,249.62**	**4,649.51**	**2,558.23**
			12,260.77	**12,095.57**	**8,780.67**	**5,750.19**	**5,226.08**	**2,562.45**
	Total equity and liabilities		**26,755.16**	**23,421.39**	**14,636.55**	**10,180.84**	**9,278.99**	**6,309.70**

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting Policies appearing in Annexure V, Notes (referred above) to Restated Standalone Financial Information appearing in Annexure VI and Restated Standalone Statement on Adjustments to Audited Standalone financial statements appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
CIN U45201GJ1995PLC098652

Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
DIN: 00182893

Ajendra Agarwal
Director
DIN: 01147897

Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

G R Infraprojects Limited

Annexure II : Restated Standalone Summary Statement of Profit and Loss

(Currency: Indian Rupees in million)

Particulars	Note no. of Annexure VI	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Income							
Revenue from operations	Note 22	17,931.69	31,820.43	19,315.15	9,555.11	8,661.29	9,754.98
Other income	Note 23	346.33	229.75	158.97	249.66	131.14	70.62
Total income		**18,278.02**	**32,050.18**	**19,474.12**	**9,804.77**	**8,792.43**	**9,825.60**
Expenses							
Cost of materials consumed	Note 24	646.40	865.15	218.51	126.48	80.10	43.40
Civil construction costs	Note 25	15,003.11	23,321.95	16,432.16	7,246.07	7,743.54	7,777.05
Changes in inventories of finished goods and trading goods	Note 26	(65.14)	(145.76)	(180.35)	(27.03)	(2.07)	0.39
Changes in project work-in-progress	Note 27	(3,483.53)	606.94	(566.86)	570.50	(831.97)	190.86
Excise duty		34.03	121.93	35.15	21.04	15.43	9.73
Employee benefits expense	Note 28	1,252.82	1,277.50	826.71	537.08	539.78	487.33
Finance costs	Note 29	423.49	533.26	382.14	311.75	220.10	100.78
Depreciation and amortisation expense	Note 30	549.11	636.21	437.28	428.74	348.31	308.17
Other expenses	Note 31	225.92	308.54	256.10	126.21	216.81	91.99
Total expenses		**14,586.21**	**27,525.72**	**17,840.84**	**9,340.84**	**8,330.03**	**9,009.70**
Profit before exceptional items and tax		**3,691.81**	**4,524.46**	**1,633.28**	**463.93**	**462.40**	**815.90**
Exceptional items							
Profit on sale of investment in subsidiaries	Note 43	-	1,356.84	-	-	-	-
Profit before tax		**3,691.81**	**5,881.30**	**1,633.28**	**463.93**	**462.40**	**815.90**
Tax expense:							
Current tax	Note 32	765.39	1,263.91	328.76	134.70	191.74	256.85
Deferred tax (credit)/charge	Note 32	(234.06)	(751.85)	(127.64)	(52.64)	(26.19)	6.13
		531.33	512.06	201.12	82.06	165.55	262.98
Profit for the period / year		**3,160.48**	**5,369.24**	**1,432.16**	**381.87**	**296.85**	**552.92**
Other comprehensive income							
Items that will not be reclassified subsequently to profit or loss							
Re-measurements of defined benefit plans	Note 14	(23.67)	0.12	(10.34)	(3.36)	10.90	(1.73)
Equity instruments through other comprehensive income - net change in fair value	Note 14	30.03	129.60	(0.17)	(1.93)	1.68	(2.55)
Income tax relating to above	Note 14	1.73	(29.01)	3.58	1.16	(3.77)	0.60
Other comprehensive income for the period / year, net of tax		**8.09**	**100.71**	**(6.93)**	**(4.13)**	**8.81**	**(3.68)**
Total comprehensive income for the period / year		**3,168.57**	**5,469.95**	**1,425.23**	**377.74**	**305.66**	**549.24**
Earnings per share							
(Nominal value of share Rs. 5 each)							
Basic and Diluted (Rs.)	Note 36	32.59	55.37	14.77	3.94	3.06	5.70

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting Policies appearing in Annexure V, Notes (referred above) to Restated Standalone Financial Information appearing in Annexure VI and Restated Standalone Statement on Adjustments to Audited Standalone financial statements appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
CIN U45201GJ1995PLC098652

Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
DIN: 00182893

Ajendra Agarwal
Director
DIN: 01147897

Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

G R Infraprojects Limited

Annexure III : Restated Standalone Summary Statement of Changes in Equity

(Currency: Indian Rupees in million)

(a) Equity share capital	Note no. of Annexure VI	Number of shares	Amount
Balance as at 1 April 2012 - Proforma		24,240,555	242.41
Changes in equity share capital during the year	**Note 13**	-	-
Balance as at 31 March 2013 - Proforma		24,240,555	242.41
Changes in equity share capital during the year	**Note 13**	-	-
Balance as at 31 March 2014 - Proforma		24,240,555	242.41
Changes in equity share capital during the year	**Note 13**	-	-
Balance as at 31 March 2015		24,240,555	242.41
Changes in equity share capital during the year	**Note 13**	-	-
Balance as at 31 March 2016		24,240,555	242.41
Changes in equity share capital during the year	**Note 13**	24,240,555	242.40
Balance as at 31 March 2017		48,481,110	484.81
Changes in equity share capital during the period	**Note 13**	-	-
Balance as at 31 December 2017		**48,481,110**	**484.81**

(b) Other equity	Attributable to the owners of the Company				
	Securities premium	Debenture redemption reserve	Retained earnings	FVOCI equity instruments	Total
Balance as at 1 April 2012 - Proforma	807.99	-	2,142.69	4.92	2,955.60
Total comprehensive income for the year ended 31 March 2013 - Proforma					
Profit for the year	-	-	552.92	-	552.92
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(1.13)		(1.13)
Fair valuation of equity investment through OCI	-	-	-	(2.55)	(2.55)
Total comprehensive income for the year	**-**	**-**	**551.79**	**(2.55)**	**549.24**
Balance as at 31 March 2013 - Proforma	**807.99**	**-**	**2,694.48**	**2.37**	**3,504.84**
Total comprehensive income for the year ended 31 March 2014 - Proforma					
Profit for the year	-	-	296.85	-	296.85
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	7.13	-	7.13
Fair valuation of equity investment through OCI	-	-	-	1.68	1.68
Total comprehensive income for the year	**-**	**-**	**303.98**	**1.68**	**305.66**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Transfer to debenture redemption reserve	-	-	(200.00)	-	(200.00)
Transfer from retained earnings	-	200.00	-	-	200.00
Total transactions with owners	**-**	**200.00**	**(200.00)**	**-**	**-**
Balance as at 31 March 2014 - Proforma	**807.99**	**200.00**	**2,798.46**	**4.05**	**3,810.50**
Total comprehensive income					
Profit for the year	-	-	381.87	-	381.87
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(2.20)		(2.20)
Fair valuation of equity investment through OCI	-	-	-	(1.93)	(1.93)
Total comprehensive income for the year	**-**	**-**	**379.67**	**(1.93)**	**377.74**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Transfer from debenture redemption reserve	-	(100.00)	-	-	(100.00)
Transfer to retained earning	-	-	100.00	-	100.00
Total transactions with owners	**-**	**(100.00)**	**100.00**	**-**	**-**
Balance as at 31 March 2015	**807.99**	**100.00**	**3,278.13**	**2.12**	**4,188.24**

Annexure III : Restated Standalone Summary Statement of Changes in Equity *(continued)*

(Currency: Indian Rupees in million)

(b) Other equity *(Continued)*	Attributable to the owners of the Company				Total
	Securities premium	Debenture redemption reserve	Retained earnings	FVOCI equity instruments	
Total comprehensive income for the year ended 31 March 2016					
Profit for the year	-	-	1,432.16	-	1,432.16
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(6.76)		(6.76)
Fair valuation of equity investment through OCI	-	-	-	(0.17)	(0.17)
Total comprehensive income for the year	**-**	**-**	**1,425.40**	**(0.17)**	**1,425.23**
Transactions with owners, recorded directly in equity					
Transfer to debenture redemption reserve	-	275.00	-	-	275.00
Transfer from retained earnings	-	-	(275.00)	-	(275.00)
Total transactions with owners	**-**	**275.00**	**(275.00)**	**-**	**-**
Balance as at 31 March 2016	**807.99**	**375.00**	**4,428.53**	**1.95**	**5,613.47**
Total comprehensive income for the year ended 31 March 2017					
Profit for the year	-	-	5,369.24	-	5,369.24
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	0.08		0.08
Fair valuation of equity investment through OCI	-	-	-	100.63	100.63
Total comprehensive income for the year	**-**	**-**	**5,369.32**	**100.63**	**5,469.95**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Issue of bonus shares	(242.41)	-	-	-	(242.41)
Transfer to debenture redemption reserve	-	-	(375.00)	-	(375.00)
Transfer from retained earnings	-	375.00	-	-	375.00
Transfer from debenture redemption reserve		(62.50)	-	-	(62.50)
Transfer to retained earning			62.50	-	62.50
Total transactions with owners	**(242.41)**	**312.50**	**(312.50)**	**-**	**(242.41)**
Balance as at 31 March 2017	**565.58**	**687.50**	**9,485.35**	**102.58**	**10,841.01**
Total comprehensive income for the period ended 31 December 2017					
Profit for the period	-	-	3,160.48	-	3,160.48
Items of other comprehensive income for the period, net of taxes					
Re-measurements of defined benefit plans	-	-	(15.48)		(15.48)
Fair valuation of equity investment through OCI	-	-	-	23.57	23.57
Total comprehensive income for the period	**-**	**-**	**3,145.00**	**23.57**	**3,168.57**
Transactions with owners, recorded directly in equity					
Transfer from debenture redemption reserve	-	(125.00)	125.00	-	-
Total transactions with owners	**-**	**(125.00)**	**125.00**	**-**	**-**
Balance as at 31 December 2017	**565.58**	**562.50**	**12,755.35**	**126.15**	**14,009.58**

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting Policies appearing in Annexure V, Notes (referred above) to Restated Standalone Financial Information appearing in Annexure VI and Restated Standalone Statement on Adjustments to Audited Standalone financial statements appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
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Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
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Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

G R Infraprojects Limited

Annexure IV : Restated Standalone Summary Statement of Cash Flows

(Currency: Indian Rupees in million)

Particulars	**For the period ended 31 December 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Cash flows from operating activities						
Profit before tax	3,691.81	5,881.30	1,633.28	463.93	462.40	815.90
Adjustments for:						
Depreciation and amortisation expense	549.11	636.21	437.28	428.74	348.31	308.17
Provision for impairment in value of investments	-	-	-	-	-	2.60
Bad debts written off	-	-	-	-	46.98	-
Provision for doubtful debts	-	5.02	9.02	2.38	60.00	-
Interest income	(163.55)	(130.15)	(98.91)	(166.97)	(83.87)	(32.31)
Gain on sale of current investments	(92.38)	(16.15)	(3.34)	(0.15)	(0.66)	(0.27)
Gain arising on financial assets measured at FVTPL (net)	(31.95)	(34.38)	(27.10)	(25.88)	(22.98)	(23.29)
Unrealised foreign exchange loss / (gain) (net)	6.54	(7.30)	(2.24)	-	6.93	-
Profit on sale of items of property, plant and equipment (net)	(17.36)	(13.88)	(20.41)	(21.26)	(0.71)	(2.80)
Finance costs	423.49	533.26	382.14	311.75	220.10	100.78
Profit on sale of investment in subsidiaries	-	(1,356.84)	-	-	-	-
	4,365.71	5,497.09	2,309.72	992.54	1,036.50	1,168.78
Changes in working capital :						
(Increase) / decrease in financial and other assets	(4,935.51)	(52.07)	(1,444.40)	115.67	(1,030.98)	258.85
(Increase) / decrease in inventories	(69.54)	(1,446.78)	507.82	(430.41)	(261.49)	27.27
Decrease / (increase) in trade receivables	1,693.26	(1,679.65)	(1,823.65)	223.14	(357.94)	(581.94)
(Decrease) / Increase in trade payables	(437.55)	46.03	1,062.58	635.47	(38.94)	(588.96)
(Decrease) / increase in provisions, financial and other liabilities	(67.44)	2,555.95	1,009.53	(91.86)	898.20	137.30
Cash generated from operating activities	548.93	4,920.57	1,621.61	1,444.55	245.35	421.30
Income tax paid (net)	(636.63)	(1,150.26)	(485.60)	(190.54)	(184.90)	(263.59)
Net cash (used in) / generated from operating activities (A)	(87.70)	3,770.31	1,136.01	1,254.01	60.45	157.71
Cash flows from investing activities						
Payments for purchase of item of property, plant and equipment and other intangible assets	(1,513.49)	(1,288.29)	(1,363.85)	(247.13)	(770.63)	(161.86)
Proceeds from sale of item of property, plant and equipment and other intangible assets	50.75	62.29	97.62	98.03	30.89	27.15
Interest received	164.61	129.40	100.25	174.76	80.65	46.05
Proceeds from sale of liquid and non current investments	95.83	16.15	3.34	1.95	0.66	0.27
(Payments for purchase of) / receipt from non-current investments including subordinated debt of subsidiary companies	(2,078.38)	3.60	113.19	(479.05)	(1,170.86)	(350.57)
Payments for purchase of non-current investments - others	-	(11.37)	56.55	-	-	-
Proceeds from sale of non-current investments	-	2,995.36	-	-	-	-
Receipt from maturity of term deposits and mutual funds	10,946.96	8,833.76	1,175.53	21.18	159.43	860.99
Payments for purchase of term deposits and mutual funds	(11,580.10)	(9,511.62)	(1,510.00)	(135.05)	(157.50)	(767.50)
Net cash (used in) / generated from investing activities (B)	(3,913.82)	1,229.28	(1,327.37)	(565.31)	(1,827.36)	(345.47)
Cash flows from financing activities						
Interest paid	(519.66)	(458.25)	(287.14)	(318.97)	(197.39)	(98.77)
Proceeds from /(repayment of) current borrowings (net)	941.87	(242.88)	(947.82)	36.66	445.45	306.35
Proceeds from long term borrowings	352.00	269.82	1,296.01	889.26	555.73	273.00
Repayment of long term borrowings	(329.95)	(1,000.75)	(791.85)	(429.15)	(22.27)	(305.86)
Proceeds from issue of debentures	-	1,500.00	1,500.00	-	800.00	-
Repayment of debentures	(500.00)	(250.00)	(400.00)	(400.00)	-	-
Net cash (used in) / generated from financing activities (C)	(55.73)	(182.06)	369.20	(222.20)	1,581.51	174.72
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(4,057.25)	4,817.53	177.84	466.50	(185.40)	(13.04)
Cash and cash equivalents at the beginning of the period / year	5,367.33	549.80	371.96	(94.54)	90.86	103.90
Cash and cash equivalents at the end of the period / year	**1,310.08**	**5,367.33**	**549.80**	**371.96**	**(94.54)**	**90.86**

Annexure IV : Restated Standalone Summary Statement of Cash Flows *(Continued)*

(Currency: Indian Rupees in million)

Notes:

1. The above Restated Standalone Summary Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

	As at 31 December 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
2. Cash and cash equivalents comprises of						
Balances with banks:						
- Current accounts	1,051.27	1,315.10	471.35	355.79	37.15	118.27
- Cash credit account	24.92	2,809.73	34.83	0.40	-	-
Cheques on hand	-	1.26	-	12.36	-	101.96
Cash on hand	11.32	23.75	43.62	10.78	9.53	18.67
Cash and cash equivalents (refer note 10 of Annexure VI)	1,087.51	4,149.84	549.80	379.33	46.68	238.90
Add : investment in liquid mutual funds [refer note 4 of Annexure VI]	723.06	1,220.94	-	-	-	-
Less : investment in liquid mutual funds pledged against bank overdraft [refer note 4 of Annexure VI]	(450.00)	-	-	-	-	-
Less : unrealised gain on liquid mutual funds	(21.89)	(3.45)	-	-	-	-
Less : Book overdraft [refer note 19 of Annexure VI]	(28.60)	-	-	(7.37)	(141.22)	(148.04)
Cash and cash equivalents in statement of cash flows	**1,310.08**	**5,367.33**	**549.80**	**371.96**	**(94.54)**	**90.86**

3. The Company has following undrawn borrowing facilities (excluding non-fund based facilities) towards future projects to be executed by the Company.

	As at 31 December 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
Undrawn borrowing facilities (excluding non-fund based facilities)	1,463.54	1,754.80	1,113.70	422.31	34.50	482.50

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting Policies appearing in Annexure V, Notes (referred above) to Restated Standalone Financial Information appearing in Annexure VI and Restated Standalone Statement on Adjustments to Audited Standalone financial statements appearing in Annexure VII.

As per our report of even date attached.

For **B S R & Associates LLP**
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For and on behalf of the Board of Directors of
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Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

1. Reporting entity

G R Infraprojects Limited, (‘the Company’) is a Company domiciled in India, with its registered office situated at Revenue block no. 223, Old survey No. 384/1, 384/2, Paiki and 384/3, Khata No. 464, Kochariya, Ahmedabad, Gujarat - 382220. The Company has been incorporated under the provisions of the Indian Companies Act. The Company is a closely held Public Limited Company having its debentures listed on National Stock Exchange Limited. The Company is engaged in road construction and infrastructure sector since 1996, with operations spread across various states in India. The Company has also set up Emulsion Manufacturing Plants in Udaipur, Rajasthan and in Guwahati, Assam.

2. Basis of preparation

a. The Restated Standalone Summary Statement of Assets and Liabilities of G R Infraprojects Limited as at 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, the Restated Standalone Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Summary Statement of Changes in Equity and the Restated Standalone Summary Statement of Cash Flows for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and Restated Other Standalone Financial Information (together referred as ‘Restated Standalone Financial Information’) has been prepared under Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable. The Restated Standalone Financial Information has been compiled by the Company from:

1) The Audited Standalone Financial Statements of the Company for the years ended 31 March 2015, 31 March 2014 and 31 March 2013 (Audited Standalone Financial Statements) prepared under previous generally accepted accounting principles followed in India (Previous GAAP or Indian GAAP). The Restated Standalone Financial Information for these years along with respective underlying schedules and notes are “Proforma Ind AS Restated Standalone Financial Information”, as per the Guidance note on Reports in Company Prospectus (Revised 2016), issued by the Institute of Chartered Accountants of India (‘ICAI’). The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated Standalone Financial Information for the years ended 31 March 2015, 31 March 2014 and 31 March 2013; and
2) The Audited Standalone Financial Statements of the Company for the nine months period ended 31 December 2017 and years ended 31 March 2017 and 31 March 2016 prepared under Ind AS (for the year ended 31 March 2016, it is in accordance with Ind AS being comparative period for year ended 31 March 2017).

The Interim Standalone Financial Statements for the nine months period ended 31 December 2017 have been prepared in accordance with the recognition and measurement criteria laid down in Ind AS 34 – ‘Interim Financial Reporting’ notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of Standalone Financial Statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (“Previous GAAP” or “Indian GAAP”) to Ind AS of Restated Standalone Shareholders’ equity as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and of the Restated Standalone Summary Statement of profit and loss for the years ended 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013. Refer Annexure VI and VII for details of the same.

The Restated Standalone Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company, to be filed by the Company with the Securities and Exchange Board of India (‘the SEBI’), relevant Registrar of Companies, as applicable and the concerned Stock Exchange in accordance with the requirements of:

a) Section 26 read with applicable provisions within Rules 4 to 6 of the Company’s Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013;

2. Basis of preparation *(Continued)*

b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as 'the ICDR regulations'); and
c) Guidance note on reports in Company prospectuses (revised 2016) issued by the ICAI (referred to as 'the Guidance note').

These Restated Standalone Financial Information have been compiled by the Company from the Audited Standalone Financial Statement and:

- there were no audit qualifications on these Standalone Financial Statement except mentioned in Note 4 to Annexure VII,

- there were no changes in accounting policies under Previous GAAP during the years of these financial statements,

- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,

- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited Standalone Financial Statements of the Company as at and for the nine months period ended 31 December 2017 prepared under Ind AS and the requirements of the ICDR Regulations, and

- the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective periods which they relate.

These Restated Standalone Financial Information were authorised for issue by the Company's Board of Directors on 26 April 2018.

b. Functional and presentation currency

These Restated Standalone Financial Information are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

c. Basis of measurement

The Restated Standalone Financial Information has been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Investment in mutual fund	Fair Value Through Profit or Loss ("FVTPL")
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Investment in certain equity shares of entities other than subsidiary companies	Fair Value Through Other Comprehensive Income ("FVOCI")
Investment in Non - cumulative redeemable preference shares of subsidiary companies	FVTPL

d. Use of estimates and judgments

In preparing these Restated Standalone Financial Information, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

2. Basis of preparation *(Continued)*

d. Use of estimates and judgments (Continued)

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes included in Annexure VI:

Note 1 and 3	Estimates of useful lives and residual value of Property, plant and equipment and other intangible assets
Note 4	Fair valuation of investments and determining fair value less cost of sell of the disposal group on the basis of significant unobservable inputs
Note 9	Provision for doubtful debts
Note 22	Estimates of contract cost for percentage of completion
Note 32	Current / Deferred tax expense and recognition of MAT Credit and evaluation of recoverability of deferred tax assets
Note 33	Measurement of employee defined benefit obligations; key actuarial assumptions

e. Measurement of fair values

Some of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a financial reporting team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

The financial reporting team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as pricing services, is used to measure fair values, then the financial reporting team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes included in Annexure VI:

Note 4	Investments
Note 33	Employee benefits
Note 39	Financial instruments

3. Summary of Significant accounting policies

a. *Foreign currency transactions*

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the date of the transaction or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in the Restated Standalone Summary Statement of Profit and Loss.

b. *Financial instruments*

i Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

ii Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At present, the Company does not have investments in any debt securities classified as FVOCI.

3. Summary of Significant accounting policies *(Continued)*

b. *Financial instruments (Continued)*

ii Classification and subsequent measurement (Continued)

Financial assets (Continued)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in Other Comprehensive Income ("OCI") (designated as FVOCI – equity investment). This election is made on an investment‑by‑investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs),as well as the profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non‑recourse features).

3. Summary of Significant accounting policies *(Continued)*

b. *Financial instruments (Continued)*

ii. Classification and subsequent measurement (Continued)

Financial assets: Business model assessment (Continued)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held‑for‑trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

3. Summary of Significant accounting policies *(Continued)*

b. *Financial instruments (Continued)*

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. Operating cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Operating cycle for project related assets and liabilities is the time from start of the project to their realization in cash or cash equivalents.

d. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015, measured as per the previous GAAP. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing restated standalone financial information for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

iii Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

3. Summary of Significant accounting policies *(Continued)*

d. Property, plant and equipment (Continued)

iv Depreciation

Depreciation on property, plant and equipment other than plant and machinery is provided on written down value method based on the useful lives as prescribed under Schedule II of the Act.

Depreciation on plant and machinery is provided on written down value method over the estimated useful life based on technical evaluation done by the management, except in case of few plant and machinery where the Company is following straight line method as prescribed under Schedule II of the Act.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	**Management estimate of useful life (years)**
Factory buildings	30
Buildings other than factory buildings	60
Plant and equipment	3-15
Vehicles	8-10
Fixtures and fittings	10

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

v Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Restated Standalone Summary Statement of Profit and Loss.

e. Capital work in progress

Cost of assets not ready for intended use, as on balance sheet date is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as other non-current assets.

f. *Intangible assets*

i. Recognition and measurement

Intangible assets including those acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

3. Summary of Significant accounting policies *(Continued)*

f. *Intangible assets (Continued)*

iii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2015, measured as per the previous GAAP. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing while preparing restated standalone financial information for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

iv. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Restated Standalone Summary Statement of Profit and Loss.

The estimated useful lives are as follows :

- Software	3 years
- Intangible asset under service concession arrangement	22 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

v. Derecognition

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Restated Standalone Summary Statement of Profit and Loss when the asset is derecognised.

vi. Service concession

The Power Purchase Agreement (PPA) with Ajmer Vidyut Nigam Limited for windmills set up by the Company are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding financial asset is recognised to the extent of right to receive a fixed amount with the balance being accounted as an intangible asset. The intangible asset so recognised is amortised over the estimated useful life.

Impact on transition

The company has opted to apply the requirements of Appendix A to Ind AS 11 prospectively from the transition date. Accordingly, the wind mill for which the PPA has been executed, being covered under the intangible asset model has been disclosed separately as an intangible asset in Note 3 included in Annexure VI.

g. *Inventories*

Inventories are measured at the lower of cost and net realisable value. However, materials and other items held for use in civil construction work and / or production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost of inventories is based on the first-in first-out ("FIFO") formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

In the case of manufactured inventories and work-in-progress, cost includes direct materials, labour, a proportion of manufacturing overheads based on normal operating capacity and excise duty. Cost is determined on FIFO basis. Trading goods are valued at lower of cost and net realizable value. Cost is determined on FIFO basis.

3. Summary of Significant accounting policies *(Continued)*

g. *Inventories (Continued)*

Land and building held as stock in trade is valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

h. *Project work in progress*

Project work in progress represents uncertified inventory valued at contract rate pending final certification.

i. *Impairment*

i *Impairment of financial instruments*

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit‑ impaired. A financial asset is 'credit‑ impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit‑ impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12 month expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Twelve months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward‑ looking information.

Measurement of expected credit losses

Expected credit losses are a probability‑ weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

3. Summary of Significant accounting policies *(continued)*

i. *Impairment (continued)*

ii *Impairment of non-financial assets*

Non-financial assets of the Company, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Standalone Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

j. *Employee benefits*

i *Short-term employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Restated Standalone Summary Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

3. Summary of Significant accounting policies *(Continued)*

j. *Employee benefits (Continued)*

iii *Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Restated Standalone Summary Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv *Other long-term employee benefits*

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in Restated Standalone Summary Statement of Profit and Loss in the period in which they arise.

k. *Provisions and contingencies (other than for employee benefits)*

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingencies

Disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

3. Summary of Significant accounting policies *(Continued)*

l. Revenue

i *Sale of products*

Revenue from the sale of products in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale.

ii *Construction contracts*

Contract revenue is recognised as revenue in the Restated Standalone Summary Statement of Profit and Loss in the accounting periods in which the work is performed. Contract costs are recognised as an expense in the statement of profit and loss in the accounting periods in which the work to which they relate is performed. In the case of contracts with defined milestones and assigned price for each milestone, the Company recognises revenue on transfer of significant risks and rewards which coincides with achievement of milestone and its acceptance by its customer.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work and claims payments, to the extent that it is probable that they will result in revenue and can be measured reliably. The Company recognises bonus/ incentive revenue on early completion of the project based on the confirmation received from the customers.

If the outcome of a construction contract can be estimated reliably, contract revenue is recognised in the Restated Standalone Summary Statement of Profit and Loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed. Otherwise, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Contract costs are recognised as expenses as incurred unless they create an asset related to future contract activity. An expected loss on a contract is recognised immediately in Restated Standalone Summary Statement of Profit and Loss.

iii *Accounting for real estate transactions*

The Company is following the "Percentage of Completion Method" of accounting. As per this method, revenue from sale of properties is recognised in the Restated Standalone Summary Statement of Profit and Loss in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Company on transfer of significant risk and rewards to the buyer.

In accordance with "Guidance Note on Accounting for Real Estate Transactions" (for entities to whom Ind AS is applicable) issued by the Institute of Chartered Accountants of India in May 2016, construction revenue on such projects, measured at fair value (i.e. adjusted for discount, incentives and time value of money adjustments etc.), has been recognised by applying percentage of completion method provided following thresholds have been met:

a) all critical approvals necessary for commencement of project have been obtained;
b) when the stage of completion of the project reaches a reasonable level of development. A reasonable level of development is not achieved if the expenditure incurred on project construction and development cost is not less than 25% of the total estimated project construction and development costs. Such cost would exclude land costs but include borrowing costs;
c) at least 25% of the saleable project area is secured by contracts/agreements with buyers; and
d) at least 10% of the contracts consideration as per agreement of the sale or any other enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that parties to such contracts will comply with the payment terms.

3. Summary of Significant accounting policies *(Continued)*

l. Revenue (Continued)

iv *Job work income*

Job work income is recognized when the services are rendered and there are no uncertainties involved to its ultimate realization.

m. *Leases*

i *Assets held under lease*

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. All the other leases are classified as operating leases. For finance lease, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognised in (in case the Company is lessee) nor derecognized (in case the Company is lessor) from the Company's Balance Sheet.

ii *Lease payments*

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

iii *Assets given on lease*

In respect of assets provided on finance leases, amounts due from lessees are recorded as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

n. *Recognition of dividend income, interest income or expense*

Dividend income is recognised in Restated Standalone Summary Statement of Profit and Loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

o. Income tax

Income tax comprises of current and deferred tax. It is recognised in the Restated Standalone Summary Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in OCI.

i *Current tax*

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

3. Summary of Significant accounting policies *(Continued)*

o. Income tax (Continued)

i Current tax *(Continued)*

For the interim reporting period, tax expenses is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year multiplied by the pre-tax income of the interim reporting period.

The Company, being a company providing infrastructure development / maintenance and operations services is eligible to claim deduction under Section 80 IA of the Income Tax Act, 1961 with respect to 100 % of the profits and gains derived from this business for the any ten consecutive assessment years out of fifteen years beginning from the year in which the undertaking or the enterprise develops and begins to operate any infrastructure facility. Accordingly, the Company has opted for Tax Holiday Period from financial year 2014-15 and onwards.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Minimum Alternate Tax (MAT) eligible for set-off in subsequent years (as per tax laws), is recognised as an asset by way of credit to the Restated Standalone Summary Statement of Profit and Loss only if there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the Company. At each Balance Sheet date, the carrying amount of deferred tax in relation to MAT Credit Entitlement receivable is reviewed to reassure realization.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Any tax credit available is recognised as deferred tax to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilized. The said asset is created by way of credit to the Restated Standalone Summary Statement of Profit and Loss and shown under the head of deferred tax.

3. Summary of Significant accounting policies *(Continued)*

o. Income tax (Continued)

iii *Presentation of current and deferred tax:*

Current and deferred tax are recognized as income or an expense in the Restated Standalone Summary Statement of Profit and Loss, except when they relate to items that are recognized in OCI, in which case, the current and deferred tax income/expense are recognized in OCI.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

p. Borrowing cost

Borrowing costs are interest and other incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

q. Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

In a capitalisation or bonus issue or a share split, ordinary shares are issued to existing shareholders for no additional consideration. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

r. Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

s. Cash and cash equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

t. *Investments in subsidiary companies*

The Company has elected to recognise its investments in subsidiary companies at cost in accordance with the option available in Ind AS 27, Separate Restated Standalone Financial Information.

3. Summary of Significant accounting policies *(continued)*

u. Joint arrangements

Under Ind AS 111 Joint arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Company has joint operations.

Joint operations

The Company recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the Restated Standalone Financial Information under the appropriate headings. The details of joint operations are set out in note 38 included in Annexure VI.

4. Standard issued not yet effective

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified new standards and amendments to existing standards. These amendments are effective for annual periods beginning after 1 April 2018.

Ind AS 115 Revenue from contract with customers

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces existing revenue recognition guidance, including Ind AS 18 Revenue and Ins AS 11 Construction Contracts. The core principle of the new standard that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

This Standard permits two possible methods of transition i.e. retrospective approach and modified retrospective method.

The Company is in the process of evaluating and identifying the key impacts along with transition options to be considered while transiting to Ind AS 115.

Amendments to existing Ind AS

The following amended standards are not expected to have a significant impact on the Company's standalone financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the Company when it will adopt the respective standards.

- Ind AS 40 - Investment Property
  The amendment lays down the principle regarding the transfer of asset to, or from, investment property.
- Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
  The amendment lays down principles to determine the date of transaction when a company recognizes a non-monetary prepayment asset or deferred income liability.
- Ind AS 12 – Income Taxes
  The amendments explains that determining temporary differences and estimating probable future taxable profit against which deductible temporary differences are assessed for utilization are two separate steps.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 1 Property, plant and equipment

A. Reconciliation of carrying amount

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Deemed cost *						
Balance at 1 April 2012 - Proforma	89.46	98.29	1,820.90	39.11	4.69	2,052.45
Additions	14.54	0.85	153.32	7.93	1.55	178.19
Disposals	-	-	(47.74)	(1.18)	-	(48.92)
Balance at 31 March 2013 - Proforma	**104.00**	**99.14**	**1,926.48**	**45.86**	**6.24**	**2,181.72**
Additions	47.62	43.40	639.64	13.80	2.17	746.63
Disposals	(13.15)	(32.16)	(38.64)	(2.79)	-	(86.74)
Balance at 31 March 2014 - Proforma	**138.47**	**110.38**	**2,527.48**	**56.87**	**8.41**	**2,841.61**
Additions	7.89	-	103.28	13.36	0.38	124.91
Disposals	(2.29)	-	(155.68)	(2.66)	-	(160.63)
Balance at 31 March 2015	**144.07**	**110.38**	**2,475.08**	**67.57**	**8.79**	**2,805.89**
Additions (refer note D below)	-	132.66	1,219.57	51.56	7.40	1,411.19
Adjustment	-	-	-	-	-	-
Disposals	-	-	(87.07)	(1.03)	-	(88.10)
Balance at 31 March 2016	**144.07**	**243.04**	**3,607.58**	**118.10**	**16.19**	**4,128.98**
Additions	4.64	42.56	1,546.80	68.52	2.55	1,665.07
Adjustment	(3.15)	-	-	-	-	(3.15)
Disposals	-	-	(68.81)	(1.38)	(0.01)	(70.20)
Balance at 31 March 2017	**145.56**	**285.60**	**5,085.57**	**185.24**	**18.73**	**5,720.70**
Additions	14.98	0.38	1,515.22	59.87	3.33	1,593.78
Adjustment	-	-	-	-	-	-
Disposals	-	-	(52.01)	(2.11)	-	(54.12)
Balance at 31 December 2017	**160.54**	**285.98**	**6,548.78**	**243.00**	**22.06**	**7,260.36**

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Accumulated depreciation						
Balance at 1 April 2012 - Proforma	-	-	-	-	-	-
Depreciation for the year	-	19.52	267.84	9.80	0.97	298.13
Disposals	-	-	(23.54)	(1.03)	-	(24.57)
Balance at 31 March 2013 - Proforma	**-**	**19.52**	**244.30**	**8.77**	**0.97**	**273.56**
Depreciation for the year	-	18.77	304.39	11.69	1.19	336.04
Disposals	-	(32.16)	(21.99)	(2.41)	-	(56.56)
Balance at 31 March 2014 - Proforma	**-**	**6.13**	**526.70**	**18.05**	**2.16**	**553.04**
Depreciation for the year	-	5.04	395.33	15.07	1.97	417.41
Disposals	-	-	(82.19)	(1.67)	-	(83.86)
Balance at 31 March 2015	**-**	**11.17**	**839.84**	**31.45**	**4.13**	**886.59**
Depreciation for the year	-	33.25	378.98	15.09	2.49	429.81
Disposals	-	-	(10.78)	(0.11)	-	(10.89)
Balance at 31 March 2016	**-**	**44.42**	**1,208.04**	**46.43**	**6.62**	**1,305.51**
Depreciation for the year	-	21.31	572.37	33.94	2.93	630.55
Disposals	-	-	(21.32)	(0.47)	-	(21.79)
Balance at 31 March 2017	**-**	**65.73**	**1,759.09**	**79.90**	**9.55**	**1,914.27**
Depreciation for the period	-	13.20	499.12	31.25	2.07	545.64
Disposals	-	-	(19.64)	(1.11)	-	(20.75)
Balance at 31 December 2017	**-**	**78.93**	**2,238.57**	**110.04**	**11.62**	**2,439.16**
Carrying amounts (net)						
At 1 April 2012 - Proforma	89.46	98.29	1,820.90	39.11	4.69	2,052.45
At 31 March 2013 - Proforma	104.00	79.62	1,682.18	37.09	5.27	1,908.16
At 31 March 2014 - Proforma	138.47	104.25	2,000.78	38.82	6.25	2,288.57
At 31 March 2015	144.07	99.21	1,635.24	36.12	4.66	1,919.30
At 31 March 2016	144.07	198.62	2,399.54	71.67	9.57	2,823.47
At 31 March 2017	145.56	219.87	3,326.48	105.34	9.18	3,806.43
At 31 December 2017	160.54	207.05	4,310.21	132.96	10.44	4,821.20

* On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 1 Property, plant and equipment *(Continued)*

Deemed cost as on 1 April 2015

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Gross Block	144.07	131.82	3,204.70	100.28	12.83	3,593.70
Accumulated Depreciation	-	(32.61)	(1,569.46)	(64.16)	(8.17)	(1,674.40)
Net Block treated as Deemed cost upon transition	144.07	99.21	1,635.24	36.12	4.66	1,919.30

The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment on the transition date. Accordingly, net block as on 31 March 2015 has been considered as deemed cost on 1 April 2015 in the statutory standalone financial statements.

Deemed cost as on 1 April 2012 - Proforma

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Gross Block	89.46	119.73	2,550.53	71.81	8.75	2,840.28
Accumulated Depreciation	-	(21.44)	(729.63)	(32.70)	(4.06)	(787.83)
Net Block treated as Deemed cost upon transition	89.46	98.29	1,820.90	39.11	4.69	2,052.45

B. Security

Refer note 15 and 17 for the property, plant and equipment which are subject to charge.

C. Commitments

For capital commitments made by the Company as at the balance sheet date, see note 37.

D. Reclassification from inventory

During the year ended 31 March 2016, the Company had converted real estate inventory comprising of buildings amounting to Rs. 89.92 millions to Property, plant and equipment for the purpose of business.

Note 2 Capital work-in-progress

Particulars	**Capital Work-in-progress**
Cost or deemed cost (gross carrying amount)	
Balance at 1 April 2012 - Proforma	47.50
Additions	78.59
Assets capitalised during the year	(91.65)
Balance at 31 March 2013 - Proforma	**34.44**
Additions	167.72
Assets capitalised during the year	(164.73)
Balance at 31 March 2014 - Proforma	**37.43**
Additions	290.86
Assets capitalised during the year	(115.81)
Balance at 31 March 2015	**212.48**
Additions	819.64
Adjustment	-
Assets capitalised during the year	(750.94)
Balance at 31 March 2016	**281.18**
Additions	593.11
Adjustment	3.15
Assets capitalised during the year	(709.84)
Balance at 31 March 2017	**167.60**
Additions	162.73
Adjustment	-
Assets capitalised during the year	(102.15)
Balance at 31 December 2017	**228.18**

Carrying amounts (net)

At 1 April 2012 - Proforma	47.50
At 31 March 2013 - Proforma	34.44
At 31 March 2014 - Proforma	37.43
At 31 March 2015	212.48
At 31 March 2016	281.18
At 31 March 2017	167.60
At 31 December 2017	228.18

Capital work-in-progress

The Company has acquired various assets at various locations, which are not ready for intended use by management as at reporting date. These assets includes various items of plant and machinery and vehicles. Borrowing costs are capitalised in case of a qualifying asset in accordance with Ind AS 23 "Borrowing costs".

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 3 Other intangible assets

Reconciliation of carrying amount

Particulars	Software	Carriageways	Service concession #	Total
Deemed cost*				
Balance at 1 April 2012 - Proforma	1.65	1.11	46.64	49.40
Additions	15.49	-	-	15.49
Disposals	-	(1.11)	-	(1.11)
Balance at 31 March 2013 - Proforma	**17.14**	**-**	**46.64**	**63.78**
Balance at 1 April 2013 - Proforma	17.14	-	46.64	63.78
Additions	0.90	-	-	0.90
Balance at 31 March 2014 - Proforma	**18.04**	**-**	**46.64**	**64.68**
Balance at 1 April 2014 - Proforma	18.04	-	46.64	64.68
Additions	3.18	-	-	3.18
Balance at 31 March 2015	**21.22**	**-**	**46.64**	**67.86**
Balance at 1 April 2015	21.22	-	46.64	67.86
Additions	4.48	-	-	4.48
Balance at 31 March 2016	**25.70**	**-**	**46.64**	**72.34**
Balance at 1 April 2016	25.70	-	46.64	72.34
Additions	0.69	-	-	0.69
Balance at 31 March 2017	**26.39**	**-**	**46.64**	**73.03**
Balance at 1 April 2017	26.39	-	46.64	73.03
Additions	3.10	-	-	3.10
Deduction	(0.07)	-	-	(0.07)
Balance at 31 December 2017	**29.42**	**-**	**46.64**	**76.06**

Particulars	Software	Carriageways	Service concession #	Total
Accumulated amortisation				
Balance at 1 April 2012 - Proforma	-	-	-	-
Amortisation for the year	1.78	1.11	7.15	10.04
Disposals	-	(1.11)	-	(1.11)
Balance at 31 March 2013 - Proforma	**1.78**	**-**	**7.15**	**8.93**
Amortisation for the year	6.22	-	6.05	12.27
Balance at 31 March 2014 - Proforma	**8.00**	**-**	**13.20**	**21.20**
Amortisation for the year	7.27	-	4.06	11.33
Balance at 31 March 2015	**15.27**	**-**	**17.26**	**32.53**
Amortisation for the year	3.90	-	3.57	7.47
Balance at 31 March 2016	**19.17**	**-**	**20.83**	**40.00**
Amortisation for the year	2.53	-	3.13	5.66
Balance at 31 March 2017	**21.70**	**-**	**23.96**	**45.66**
Amortisation for the period	1.40	-	2.07	3.47
Deduction	(0.05)	-	-	(0.05)
Balance at 31 December 2017	**23.05**	**-**	**26.03**	**49.08**

Carrying amounts (net)

At 1 April 2012 - Proforma	1.65	1.11	46.64	49.40
At 31 March 2013 - Proforma	15.36	-	39.49	54.85
At 31 March 2014 - Proforma	10.04	-	33.44	43.48
At 31 March 2015	5.95	-	29.38	35.33
At 31 March 2016	6.53	-	25.81	32.34
At 31 March 2017	4.69	-	22.68	27.37
At 31 December 2017	6.37	-	20.61	26.98

*On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Intangible Assets recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the Intangible Assets. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 3 Other intangible assets *(Continued)*

Deemed cost as on 1 April 2015

Particulars	Software	Carriageways	Service concession #	Total
Gross Block	23.30	-	65.11	88.41
Accumulated Depreciation	(17.35)	-	(35.73)	(53.08)
Net Block treated as Deemed cost upon transition	5.95	-	29.38	35.33

The Company has elected to continue with the carrying value of all of its Intangible assets recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the Intangible assets on the transition date. Accordingly, net block as on 31 March 2015 has been considered as deemed cost on 1 April 2015 in the statutory standalone financial statements.

Deemed cost as on 1 April 2012 - Proforma

Particulars	Software	Carriageways	Service concession #	Total
Gross Block	3.71	70.76	65.11	139.58
Accumulated Depreciation	(2.06)	(69.65)	(18.47)	(90.18)
Net Block treated as Deemed cost upon transition	1.65	1.11	46.64	49.40

The Company has entered in power purchase agreements under which its obligations include constructing windmill for electricity generation. The Company maintains and services the infrastructure during the concession period. As the Company does not bear the demand risk, the Company follows the intangible asset model and accordingly, the Company has reclassified the net carrying amount of windmill as on the transition date to the intangible asset by claiming the exemption provided under Ind AS 101 not to apply this standard retrospectively. The intangible asset i.e. windmill is amortised over its expected useful life.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 4 Investments

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
A	**Non-current investments**						
	Unquoted						
	- Equity instruments of subsidiary companies [refer note A(i)]	766.37	38.67	42.27	12.82	10.71	9.67
	- Investment in financial instrument representing subordinated debt of subsidiary companies [refer note A(i)]	385.05	426.99	1,614.55	-	-	-
	- Non - cumulative redeemable preference instruments of subsidiary companies [refer note A(ii)]	194.45	185.49	577.63	550.24	525.35	502.73
	Quoted						
	- Equity investments [refer note A(iii)]	12.59	10.55	9.15	9.32	11.25	9.56
	- Mutual funds [refer note A(iv)]	4.82	3.73	2.91	3.19	4.00	3.65
	- Corporate bonds [refer note A(v)]	5.00	5.00	5.00	-	-	-
	Total non-current investments	**1,368.28**	**670.43**	**2,251.51**	**575.57**	**551.31**	**525.61**
B	**Current investments**						
	Unquoted						
	- Equity investments [refer note B(i)]	154.37	126.39	-	-	-	-
	Quoted						
	- Mutual funds [refer note B(ii)]	723.06	1,220.94	-	-	-	-
	Total current investments	**877.43**	**1,347.33**	**-**	**-**	**-**	**-**
	Total investments	**2,245.71**	**2,017.76**	**2,251.51**	**575.57**	**551.31**	**525.61**

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
A	**Non-current investments**						
	Unquoted						
(i)	**Equity instruments of subsidiaries at cost**						
	Shillong Expressway Limited	-	-	3.70	3.70	3.70	3.70
	Jodhpur Pali Expressway Limited	-	-	0.50	0.50	0.50	0.50
	G R Building and Construction Nigeria Limited	30.20	30.20	30.20	0.75	0.75	0.47
	G R Infrastructure Limited	2.87	2.87	2.87	2.87	0.76	-
	Reengus Sikar Expressway Limited	5.00	5.00	5.00	5.00	5.00	5.00
	GR Phagwara Expressway Limited	203.00	0.50	-	-	-	-
	Nagaur Mukundgarh Highways Private Limited	136.30	0.10	-	-	-	-
	Varanasi Sangam Expressway Private Limited	388.90	-	-	-	-	-
	Porbandar Dwarka Expressway Private Limited	0.10	-	-	-	-	-
		766.37	38.67	42.27	12.82	10.71	9.67
	Investment in financial instrument representing subordinated debt of subsidiary companies*						
	Reengus Sikar Expressway Limited	385.05	385.05	385.05	-	-	-
	Jodhpur Pali Expressway Limited	-	-	1,229.50	-	-	-
	GR Phagwara Expressway Limited	-	41.94	-	-	-	-
		385.05	426.99	1,614.55	-	-	-
		1,151.42	**465.66**	**1,656.82**	**12.82**	**10.71**	**9.67**
	* These instruments are convertible into equity shares at the option of the subsidiary companies into fixed numbers of equity shares.						
(ii)	**Non - cumulative redeemable preference instruments of subsidiary companies at FVTPL**						
	6% Non- cumulative redeemable preference shares in Shillong Expressway Limited	-	-	403.01	385.51	369.60	355.14
	10% Non- cumulative redeemable preference shares in Reengus Sikar Expressway Limited	194.45	185.49	174.62	164.73	155.75	147.59
		194.45	**185.49**	**577.63**	**550.24**	**525.35**	**502.73**

(Currency: Indian Rupees in million)

Note 4 Investments *(continued)*

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
	Quoted						
(iii)	**Equity investments at FVOCI**						
	Considered good						
	DLF Limited	0.13	0.07	0.06	0.08	0.09	0.12
	Housing Development Infrastructure Limited	0.01	0.01	0.01	0.01	0.01	0.01
	Unitech Limited	0.00	0.00	-	0.00	0.00	0.00
	BGR Energy Systems Limited	0.04	0.04	0.03	0.03	0.04	0.05
	Linde India Ltd	0.11	0.08	0.05	0.09	0.06	0.06
	BSEL Infrastructure Realty Limited	0.00	0.00	0.00	0.00	-	0.00
	Canara Bank Limited	1.08	0.91	0.57	1.10	0.79	1.15
	CAN FIN Homes Limited	3.79	3.39	1.85	0.97	0.31	0.22
	Edelweiss Capital Limited	0.92	0.49	0.17	0.20	0.09	0.10
	Gammon India Limited	0.00	-	0.00	0.00	0.00	0.00
	GMR Infrastructure Limited	0.00	0.00	0.00	0.00	0.00	0.00
	GVK Power Infrastructure Limited	0.00	0.00	0.00	0.00	0.00	0.00
	Havells India Limited	2.81	2.34	1.61	1.53	4.67	3.24
	HDFC Bank Limited	1.87	1.44	1.07	1.02	0.75	0.63
	Hindustan Const. Co. Limited	0.01	0.01	0.00	0.01	0.00	0.00
	Hotel Leelaventure Limited	0.02	0.02	0.02	0.02	0.02	0.02
	Jaiprakash Associates Limited	0.00	0.00	0.00	0.00	0.01	0.01
	Kolte-Patil Developers Limited	0.10	0.05	0.03	0.06	0.03	0.02
	Larsen Toubro Limited	0.19	0.24	0.18	0.26	0.19	0.21
	Adani Ports and Special Economic Zone Ltd.	0.30	0.25	0.19	0.23	0.14	0.10
	Parsvnath Developers Limited	0.01	0.00	0.00	0.00	0.01	0.01
	Power Grid Corporation of India Limited	0.98	0.97	0.68	0.71	0.51	0.52
	Punj Lloyds Limited	0.00	0.00	0.00	0.00	0.00	0.01
	Sadbhav Engineering Limited	0.21	0.15	0.15	0.17	0.05	0.06
	Transformers & Rectifiers (India) Limited	0.01	0.09	0.05	0.05	0.02	0.02
	Reliance Power Limited	-	-	2.42	2.77	3.47	3.02
		12.59	**10.55**	**9.15**	**9.32**	**11.25**	**9.56**
(iv)	**Mutual fund units at FVTPL**						
	Sundaram Infrastructure Advantage Fund	4.12	3.13	2.42	2.66	1.82	1.67
	SBI Mutual Fund	-	-	-	-	1.80	1.63
	Tata Indo Global Infrastructure	0.70	0.59	0.50	0.53	0.38	0.34
	Reliance Liquid Fund Cash Plan Daily Dividend Option	-	-	-	-	-	0.01
		4.82	**3.73**	**2.91**	**3.19**	**4.00**	**3.65**
(v)	**Corporate bonds at amortised cost**						
	SREI Equipment Finance Limited	5.00	5.00	5.00	-	-	-
		5.00	**5.00**	**5.00**	**-**	**-**	**-**
	Corporate bonds are classified at amortised cost having interest rate of 10.20% p.a. and maturing on 11 May 2018.						
	Aggregate value of quoted investments - At cost	11.40	11.40	25.21	20.21	21.72	21.72
	Aggregate value of quoted investments - At market value	22.41	19.28	17.06	12.51	15.25	13.21
	Aggregate value of unquoted investments (including investment in subsidiary companies)	1,345.87	651.15	2,234.45	563.06	536.06	512.40

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
B	**Current investments**						
	Unquoted						
(i)	**Equity investments at FVOCI**						
	Shares in Shillong Expressway Limited (refer note 43)	13.90	4.10	-	-	-	-
	Shares in Jodhpur Pali Expressway Limited (refer note 43)	140.47	122.30	-	-	-	-
		154.37	126.39	-	-	-	-

Investments designated at FVOCI represents investment made by the Company for strategic purposes.

(Currency: Indian Rupees in million)

Note 4 Investments *(continued)*

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
B	**Current investments *(continued)***						
	Quoted						
(ii)	**Mutual fund units at FVTPL**						
	Reliance Liquid Fund *	511.64	1,220.94	-	-	-	-
	Invesco mutual fund *	210.91	-	-	-	-	-
	Canara Robeco mutual fund	0.52	-	-	-	-	-
		723.06	1,220.94	-	-	-	-
	* Following securities are pledged against bank overdraft from HDFC bank. Refer note 17 for details						
	Reliance Liquid Fund	250.00	-	-	-	-	-
	Invesco (Religare) mutual fund	200.00	-	-	-	-	-
	Aggregate value of quoted investments - At cost	701.18	1,217.49	-	-	-	-
	Aggregate value of quoted investments - At market value	723.06	1,220.94	-	-	-	-
	Aggregate value of unquoted investments - At cost	0.53	0.53	-	-	-	-
	Aggregate value of unquoted investments - At market value	154.37	126.39	-	-	-	-

Number of shares / units

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Number of shares (unquoted)						
Shillong Expressway Limited of Rs. 10 each, fully paid up	47,500	47,500	369,900	369,900	369,900	369,900
Reengus Sikar Expressway Limited of Rs. 10 each, fully paid up	500,000	500,000	500,000	500,000	500,000	500,000
Jodhpur Pali Expressway Limited, of Rs. 10 each, fully paid up	5,900	5,900	50,000	50,000	50,000	50,000
G R Building and Construction Nigeria Limited, of Nigerian Naira of 1 each, fully paid up	80,000,000	80,000,000	80,000,000	2,000,000	2,000,000	1,275,000
G R Infrastructure Limited, of Nigerian Naira of 1 each, fully paid up	7,500,000	7,500,000	7,500,000	7,500,000	1,875,000	-
GR Phagwara Expressway Limited, of Rs. 10 each, fully paid up	20,300,000	50,000	-	-	-	-
Nagaur Mukundgarh Highways Private Limited, of Rs. 10 each, fully paid up	13,630,000	10,000	-	-	-	-
Varanasi Sangam Expressway Private Limited, a subsidiary company, of Rs. 10 each, fully paid up	38,890,000	-	-	-	-	-
Porbandar Dwarka Expressway Private Limited, a subsidiary, of Rs. 10 each, fully paid up	10,000	-	-	-	-	-
6% Non- cumulative preference shares in Shillong Expressway Limited of Rs. 10 each, fully paid up	-	-	4,450,000	4,450,000	4,450,000	4,450,000
10% Non- cumulative preference shares in Reengus Sikar Expressway Limited, of Rs. 10 each, fully paid up	1,167,000	1,167,000	1,167,000	1,167,000	1,167,000	1,167,000

Number of shares / units

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Number of shares (quoted)						
DLF Limited - Face Value: Rs. 2 each	500	500	500	500	500	500
Housing Development Infrastructure Limited - Face Value: Rs. 10 each	128	128	128	128	128	128
Unitech Limited - Face Value: Rs. 2 each	100	100	100	100	100	100
BGR Energy Systems Limited - Face Value: Rs. 10 each	281	281	281	281	281	281
Linde India Ltd - Face Value: Rs. 10 each	200	200	200	200	200	200
BSEL Infrastructure Realty Limited - Face Value: Rs. 10 each	200	200	200	200	200	200
Canara Bank Limited - Face Value: Rs. 10 each	3,000	3,000	3,000	3,000	3,000	3,000
Can Fin Homes Limited - Face Value: Rs. 2 [w.e.f. 13 October 2017 Face value has been split from Rs. 10 to Rs. 2]	8,000	1,600	1,600	1,600	1,600	1,600
Edelweiss Capital Limited - Face Value: Re. 1 each	3,080	3,080	3,080	3,080	3,080	3,080
Gammon India Limited - Face Value: Rs. 2 each	50	50	50	50	50	50
GMR Infrastructure Limited - Face Value: Re. 1 each	200	200	200	200	200	200
GVK Power Infrastructure Limited - Face Value: Re. 1 each	200	200	200	200	200	200
Havells India Limited - Face Value: Rs. 1 each	1,000	1,000	1,000	1,000	1,000	1,000
HDFC Bank Limited - Face Value: Rs. 2 each	200	200	200	200	200	200
Hindustan Const. Co. Limited - Face Value: Re. 1 each	200	200	200	200	200	200
Hotel Leelaventure Limited - Face Value: Rs. 2 each	1,000	1,000	1,000	1,000	1,000	1,000
Jaiprakash Associates Limited - Face Value: Rs. 2 each	150	150	150	150	150	150
Kolte-Patil Developers Limited - Face Value: Rs. 10 each	261	261	261	261	261	261
Larsen Toubro Limited - Face Value: Rs. 2 each	100	100	100	100	100	100
Adani Ports and Special Economic Zone Ltd. - Face Value: Rs. 2 each	745	745	745	745	745	745
Parsvnath Developers Limited - Face Value: Rs. 5 each	200	250	250	250	250	250
Power Grid Corporation of India Limited - Face Value: Rs. 10 each	4,894	4,894	4,894	4,894	4,894	4,894
Punj Lloyds Limited - Face Value: Rs. 2 each	100	100	100	100	100	100
Sadbhav Engineering Limited - Face Value: Rs. 1 each	500	500	500	500	500	500
Transformers & Rectifiers (India) Limited	215	194	194	194	194	194
Reliance Power Limited - Face Value: Rs. 10 each	-	-	49,049	49,049	49,049	49,049
Number of units in mutual funds						
Non-current						
Sundaram Infrastructure Advantage Fund - Face Value: Rs. 10 each	104,578.74	104,578.74	104,578.74	250,000.00	250,000.00	250,000.00
SBI Mutual Fund	-	-	-	-	28,544.00	28,544.00
Tata Equity Opportunities Fund - Face Value: Rs. 10 each	3,455.64	3,455.64	3,455.64	50,000.00	50,000.00	50,000.00
Current						
Reliance Liquid Fund - Cash Plan-Daily Dividend Option - Face Value: Rs. 10	10,587,414.77	307,728.00	-	-	-	567.00
Invesco mutual fund	152,988.10	-	-	-	-	-
Canara Robeco mutual fund	50,000	-	-	-	-	-
Number of Corporate bonds						
SREI Equipment Finance Limited	5,000	5,000	5,000	-	-	-

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 5 Other financial assets #

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current							
Fixed deposits with banks having maturity more than 12 months from the reporting date *		90.86	103.54	105.42	70.15	23.29	65.00
Security and other deposits		-	-	287.82	260.47	-	-
		90.86	103.54	393.24	330.62	23.29	65.00
Current							
Security and other deposits		494.51	372.75	143.24	242.47	149.36	91.12
Project work-in-progress		3,849.26	365.73	972.67	405.81	976.31	144.34
Share application money pending allotment		-	-	-	29.45	-	-
Advances to employees		10.55	3.82	3.23	0.77	0.53	0.64
Others (including receivables from related parties)	Note 34	130.83	156.11	106.28	63.08	4.34	-
		4,485.15	898.41	1,225.42	741.58	1,130.54	236.10
Total		**4,576.01**	**1,001.95**	**1,618.66**	**1,072.20**	**1,153.83**	**301.10**

Refer note 39 for classification.

* Lien with banks against bank guarantee and performance guarantee given during bidding for construction projects.

Note 6 Current tax assets (net)

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current							
Advance tax (net of provision)		323.99	325.43	326.42	115.30	75.64	67.15
		323.99	325.43	326.42	115.30	75.64	67.15
Current							
Advance tax (net of provision)		-	-	10.89	4.50	-	-
		-	-	10.89	4.50	-	-
Total		**323.99**	**325.43**	**337.31**	**119.80**	**75.64**	**67.15**

Note 7 Other assets

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current							
Capital advances		10.31	33.88	28.86	3.92	26.81	8.48
Balances with government authorities		882.85	103.43	123.23	95.25	86.55	60.34
Prepaid expenses		10.10	6.02	-	-	-	-
		903.26	143.33	152.09	99.17	113.36	68.82
Current							
Prepaid expenses		63.37	110.12	92.42	56.02	37.47	33.26
Advance to suppliers for goods and services		1,977.18	1,029.11	991.43	184.01	194.00	111.42
Advance for gratuity	Note 33	-	-	-	4.41	9.27	4.16
Advance for leave encashment		-	3.24	4.30	7.34	0.08	1.21
Balances with government authorities		396.25	733.14	105.42	29.24	23.09	19.51
Other assets		-	-	-	7.33	20.32	4.34
		2,436.80	1,875.61	1,193.57	288.35	284.23	173.90
Total		**3,340.06**	**2,018.94**	**1,345.66**	**387.52**	**397.59**	**242.72**

Note 8 Inventories

(At lower of cost and net realisable value)

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
(a) Raw materials and civil construction material*		1,650.71	1,646.31	345.29	943.54	540.16	280.74
(b) Finished goods		45.70	31.95	26.49	6.45	1.65	0.58
(c) Trading goods		0.11	2.50	1.78	12.67	0.13	0.27
(d) Real estate inventory		582.64	528.86	389.28	308.00	298.31	297.17
Total		**2,279.16**	**2,209.62**	**762.84**	**1,270.66**	**840.25**	**578.76**
* includes Goods in transit		8.10	345.01	2.04	62.92	17.65	15.85
Carrying amount of inventories (included in above) pledged as securities for borrowings		2,279.16	2,209.62	762.84	1,270.66	840.25	578.76

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 9 Trade receivables

(Unsecured considered good, unless otherwise stated)

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Trade receivables							
Unsecured, considered good		3,601.47	5,294.73	3,620.10	1,805.48	2,030.99	1,780.03
Net trade receivables		**3,601.47**	**5,294.73**	**3,620.10**	**1,805.48**	**2,030.99**	**1,780.03**
Non-current		-	-	-	-	-	-
Current		3,601.47	5,294.73	3,620.10	1,805.48	2,030.99	1,780.03

Borrowings are secured against above trade receivables. Refer note 15 and 17 for details.

The Company's exposure to credit risk, currency risk and loss allowances related to trade receivables are disclosed in Note 40.

Retention money relating to construction contracts are included in above trade receivables as they are recoverable within the operating cycle of the Company.

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Retention money	1,618.18	2,234.95	1,141.69	445.44	370.74	240.41

Note 10 Cash and cash equivalents

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Balance with banks							
in current account		1,051.27	1,315.10	471.35	355.79	37.15	118.27
in cash credit account		24.92	2,809.73	34.83	0.40	-	-
Cheques in hand		-	1.26	-	12.36	-	101.96
Cash on hand		11.32	23.75	43.62	10.78	9.53	18.67
Total		**1,087.51**	**4,149.84**	**549.80**	**379.33**	**46.68**	**238.90**

Note 11 Other bank balances

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Deposits with original maturity of less than three months (refer note below)		-	-	64.62	10.02	-	-
Deposits with original maturity over 3 months but less than 12 months (refer note below)		1,436.28	1,241.52	496.41	253.15	203.95	160.95
Total		**1,436.28**	**1,241.52**	**561.03**	**263.17**	**203.95**	**160.95**

i. Deposits represents lien with banks against bank guarantee and performance guarantee given during the bidding.

ii. Borrowings are secured against above other bank balances. Refer note 17 for details.

Note 12 Loans

(Unsecured considered good)

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current							
Loan to related parties		1,378.69	-	-	-	-	-
Current							
Loan to related parties		176.42	162.49	177.78	1,996.36	1,519.42	349.60
Total		**1,555.11**	**162.49**	**177.78**	**1,996.36**	**1,519.42**	**349.60**

Of the above, receivables from related parties are as below:

Non-current **						
GR Phagwara Expressway Private Limited, a Subsidiary Company	352.29	-	-	-	-	-
Varanasi Sangam Expressway Private Limited, a Subsidiary Company	718.75	-	-	-	-	-
Nagaur Mukundgarh Highways Private Limited, a Subsidiary Company	254.66	-	-	-	-	-
Porbandar Dwarka Expressway Private Limited, a Subsidiary Company	52.99	-	-	-	-	-
	1,378.69	-	-	-	-	-
Current ##						
Reengus Sikar Expressway Limited, a Subsidiary Company	176.42	162.49	119.77	740.87	447.99	147.86
Shillong Expressway Limited, a Subsidiary Company	-	-	-	-	511.88	201.74
Jodhpur Pali Expressway Limited, a Subsidiary Company	-	-	58.01	1,255.49	559.55	-
	176.42	162.49	177.78	1,996.36	1,519.42	349.60
Total	**1,555.11**	**162.49**	**177.78**	**1,996.36**	**1,519.42**	**349.60**

**

Rate of Interest : 9.00 % for the year 2017-18 and the same shall be determined on a yearly basis as per the cost of funds of the Company

Security: Unsecured

Terms and Source of repayment : Repayable from the cash flows available after meeting the senior debt obligation, in line with the waterfall mechanism as described under the Concession Agreement / Common Loan Agreement and Escrow Agreement.

##

Rate of Interest : 9.00 % for the year 2017-18 and the same shall be determined on a yearly basis as per the cost of funds of the Company

Security: Unsecured

Terms and Source of repayment : The same shall be repaid on demand as may be mutually agreed between both the parties.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 13 Share capital

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014 Proforma		As at 31 March 2013 Proforma	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
Authorised: Equity share capital												
Equity shares of Rs. 10 each	75,000,000	750.00	75,000,000	750.00	75,000,000	750.00	25,000,000	250.00	25,000,000	250.00	25,000,000	250.00
Issued, subscribed and paid up												
Equity shares of Rs. 10 each	48,481,110	484.81	48,481,110	484.81	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41
	48,481,110	484.81	48,481,110	484.81	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41

All issued shares are fully paid up.

Reconciliation of share outstanding at the beginning and at the end of the year.

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014 Proforma		As at 31 March 2013 Proforma	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
At the commencement of the period / year	48,481,110	484.81	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41
Bonus shares issued	-	-	24,240,555	242.40	-	-	-	-	-	-	-	-
At the end of the period / year	48,481,110	484.81	48,481,110	484.81	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41

Authorised share capital of the Company was increased from Rs. 750 million divided into 75,000,000 equity shares of Rs. 10 each to Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 and 5,000,000 Non-Cumulative Redeemable Preference Share of Rs.10 each by virtue of final order from Hon'ble National Company Law Tribunal, Ahmedabad dated 22 February 2018 approving amalgamation between G R Infratech Private Limited and G R Infraprojects Limited.

The shareholders of the Company have, at the Extraordinary General Meeting (EGM) held on 24 March 2018, accorded their consent to the following:

1 Authorised share capital of the Company comprising of Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 each and 5,000,000 Non-cumulative Redeemable Preference Shares of Rs. 10 be reclassified into 89,000,000 equity shares of Rs. 10 each aggregating to Rs. 890 million.

2 Sub division of the authorised and issued share capital of the Company by decreasing the face value of the equity share from Rs. 10 each to Rs. 5 each. The record date for the sub division was 30 March 2018. Accordingly, the issued, subscribed and paid up share capital of Rs. 484.81 million comprise of 96,962,220 equity shares of Rs. 5 each.

Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time, subject to preferential right of preference shareholders to payment of dividend. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his/its share of the paid-up equity share capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

Employee stock options

Pursuant to a special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 27 August 2011, the Company intends to adopt the Employee Stock Option Scheme titled 'G R Infraprojects Employee Stock Option Plan' ('the Plan') for employees, including the eligible Directors of the Company, which are in the permanent employment of the Company or its subsidiaries ('Covered Employees') at the time the grant is made under the Plan. The total number of equity shares reserved under the said plan is 1,243,106 (31 March 2017: 1,243,106, 31 March 2016: 621,553, 31 March 2015: 621,553, 31 March 2014: 621,553 and 31 March 2013: 621,553) equity shares of Rs. 10 each, fully paid for which exercise price have not been determined. No equity shares have been granted under the Plan from the date of the aforesaid resolution till 31 December 2017. The Company has formed a trust and issued shares to that Trust. The formulation of scheme would be done at a future date. accordingly the same has been considered as treasury shares and have been eliminated from equity share capital in accordance with requirement of Ind AS 32 "Financial instruments: Presentation".

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 13 Share capital *(Continued)*

Particulars of shareholders holding more than 5% equity shares

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014 Proforma		As at 31 March 2013 Proforma	
	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class
Equity shares of Rs. 10 each fully paid-up held by												
- G R Infratech Private Limited (Refer note 45 of Annexure VI for details)	18,500,000	38.16	18,500,000	38.16	9,250,000	38.16	9,250,000	38.16	9,250,000	38.16	9,250,000	38.16
- Lokesh Builders Private Limited	15,957,916	32.92	15,957,916	32.92	7,978,958	32.92	7,000,000	28.88	7,000,000	28.88	7,000,000	28.88
- India Business Excellence Fund I	3,298,540	6.80	3,298,540	6.80	1,649,270	6.80	1,649,270	6.80	1,649,270	6.80	1,649,270	6.80
- IDFC Investment Advisors Limited	-	-	-	-	-	-	1,476,958	6.09	1,476,958	6.09	1,476,958	6.09

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

During the five-year period ended 31 December 2017 :

- **Issue of Bonus Shares** : The Company had issued 24,240,555 equity shares as bonus in ratio of 1:1 on 18 June 2016, by capitalisation of securities premium.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 14 Other equity

Particulars	Reserves and surplus			FVOCI equity instruments	Total
	Securities premium	Debenture redemption reserve	Retained earnings		
Balance as at 1 April 2012 - Proforma	807.99	-	2,142.69	4.92	2,955.60
Total comprehensive income for the year ended 31 March 2013 - Proforma					
Profit for the year	-	-	552.92	-	552.92
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(1.13)	-	(1.13)
Fair valuation of equity investment through OCI	-	-	-	(2.55)	(2.55)
Total comprehensive income for the year	**-**	**-**	**551.79**	**(2.55)**	**549.24**
Balance as at 31 March 2013 - Proforma	**807.99**	**-**	**2,694.48**	**2.37**	**3,504.84**
Total comprehensive income for the year ended 31 March 2014 - Proforma					
Profit for the year	-	-	296.85	-	296.85
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	7.13	-	7.13
Fair valuation of equity investment through OCI	-	-	-	1.68	1.68
Total comprehensive income for the year	**-**	**-**	**303.98**	**1.68**	**305.66**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Transfer to debenture redemption reserve	-	-	(200.00)	-	(200.00)
Transfer from retained earnings	-	200.00	-	-	200.00
Total transactions with owners	**-**	**200.00**	**(200.00)**	**-**	**-**
Balance as at 31 March 2014 - Proforma	**807.99**	**200.00**	**2,798.46**	**4.05**	**3,810.50**
Total comprehensive income					
Profit for the year	-	-	381.87	-	381.87
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(2.20)	-	(2.20)
Fair valuation of equity investment through OCI	-	-	-	(1.93)	(1.93)
Total comprehensive income for the year	**-**	**-**	**379.67**	**(1.93)**	**377.74**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Transfer from debenture redemption reserve	-	(100.00)	-	-	(100.00)
Transfer to retained earning	-	-	100.00	-	100.00
Total transactions with owners	**-**	**(100.00)**	**100.00**	**-**	**-**
Balance as at 31 March 2015	**807.99**	**100.00**	**3,278.13**	**2.12**	**4,188.24**
Total comprehensive income for the year ended 31 March 2016					
Profit for the year	-	-	1,432.16	-	1,432.16
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(6.76)	-	(6.76)
Fair valuation of equity investment through OCI	-	-	-	(0.17)	(0.17)
Total comprehensive income for the year	**-**	**-**	**1,425.40**	**(0.17)**	**1,425.23**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Transfer to debenture redemption reserve	-	275.00	-	-	275.00
Transfer from retained earnings	-	-	(275.00)	-	(275.00)
Total transactions with owners	**-**	**275.00**	**(275.00)**	**-**	**-**
Balance as at 31 March 2016	**807.99**	**375.00**	**4,428.53**	**1.95**	**5,613.47**

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 14 Other equity *(Continued)*

Particulars	Reserves and surplus			FVOCI equity instruments	Total
	Securities premium	Debenture redemption reserve	Retained earnings		
Balance as at 1 April 2016	807.99	375.00	4,428.53	1.95	5,613.47
Total comprehensive income for the year ended 31 March 2017					
Profit for the year	-	-	5,369.24	-	5,369.24
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	0.08		0.08
Fair valuation of equity investment through OCI	-	-	-	100.63	100.63
Total comprehensive income for the year	**-**	**-**	**5,369.32**	**100.63**	**5,469.95**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Issue of equity shares as bonus shares	(242.41)	-	-	-	(242.41)
Transfer to debenture redemption reserve	-	375.00	-	-	375.00
Transfer from retained earnings	-	-	(375.00)	-	(375.00)
Transfer from debenture redemption reserve		(62.50)	-	-	(62.50)
Transfer to retained earning			62.50	-	62.50
	-	-	-	-	-
Total transactions with owners	**(242.41)**	**312.50**	**(312.50)**	**-**	**(242.41)**
Balance as at 31 March 2017	**565.58**	**687.50**	**9,485.35**	**102.58**	**10,841.01**
Total comprehensive income for the year ended 31 December 2017					
Profit for the year	-	-	3,160.48	-	3,160.48
Items of other comprehensive income for the year , net of taxes					
Re-measurements of defined benefit plans	-	-	(15.48)		(15.48)
Fair valuation of equity investment through OCI	-	-	-	23.57	23.57
Total comprehensive income for the year	**-**	**-**	**3,145.00**	**23.57**	**3,168.57**
Transactions with owners, recorded directly in equity					
Contributions by and distributions to owners					
Transfer from debenture redemption reserve		(125.00)	125.00	-	-
Total transactions with owners	**-**	**(125.00)**	**125.00**	**-**	**-**
Balance as at 31 December 2017	**565.58**	**562.50**	**12,755.35**	**126.15**	**14,009.58**

Analysis of Accumulated OCI

	Remeasurement of Defined Benefit Liability	Equity instruments through OCI	Total
Balance as at 1 April 2012 - Proforma	**-**	**4.92**	**4.92**
Re-measurements of defined benefit plans	(1.73)	-	(1.73)
Fair valuation of equity investment through OCI	-	(2.55)	(2.55)
Income tax effect	0.60	-	0.60
Balance as at 31 March 2013 - Proforma	**(1.13)**	**2.37**	**1.24**
Re-measurements of defined benefit plans	10.90	-	10.90
Fair valuation of equity investment through OCI	-	1.68	1.68
Income tax effect	(3.77)	-	(3.77)
Balance as at 31 March 2014 - Proforma	**6.00**	**4.05**	**10.05**
Re-measurements of defined benefit plans	(3.36)	-	(3.36)
Fair valuation of equity investment through OCI	-	(1.93)	(1.93)
Income tax effect	1.16	-	1.16
Balance as at 31 March 2015	**3.80**	**2.12**	**5.92**
Re-measurements of defined benefit plans	(10.34)	-	(10.34)
Fair valuation of equity investment through OCI	-	(0.17)	(0.17)
Income tax effect	3.58	-	3.58
Balance as at 31 March 2016	**(2.96)**	**1.95**	**(1.01)**
Re-measurements of defined benefit plans	0.12	-	0.12
Fair valuation of equity investment through OCI	-	129.60	129.60
Income tax effect	(0.04)	(28.97)	(29.01)
Balance as at 31 March 2017	**(2.88)**	**102.58**	**99.70**
Re-measurements of defined benefit plans	(23.67)	-	(23.67)
Fair valuation of equity investment through OCI	-	30.03	30.03
Income tax effect	8.19	(6.46)	1.73
Balance as at 31 December 2017	**(18.36)**	**126.15**	**107.79**

(Currency: Indian Rupees in million)

Note 14 Other equity *(Continued)*

Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013. The Company has issued bonus shares during the year ended 31 March 2017. The Company has utilised the balance of securities premium to issue bonus shares in accordance with the provisions of the Companies Act, 2013.

Debenture redemption reserve ('DRR')

The reserve is created for redemption of non-convertible debentures in accordance with the provisions of the Companies Act, 2013 out of profits of the Company available for dividend distribution. The same will be redeemed in line with repayment of terms agreed with lenders. Accordingly DRR would be utilised for the redemption of debentures.

FVOCI equity instruments

This represents the cumulative gains or losses arising on investments in equity instruments designated at fair value through other comprehensive income. This is based on optional exemption under Ind AS 101 under an irrevocable option. [These will not be reclassified to profit or loss subsequently.]

Remeasurements of defined benefit liability / (asset) through OCI

Remeasurements of defined benefit liability / (asset) comprises actuarial gains and losses and return on plan assets (excluding interest income). [These will not be reclassified to profit or loss subsequently.]

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 15 Borrowings

Particulars	**Note**	**As at 31 December 2017 Non-current**	**As at 31 December 2017 Current***	**As at 31 March 2017 Non-current**	**As at 31 March 2017 Current***	**As at 31 March 2016 Non-current**	**As at 31 March 2016 Current***	**As at 31 March 2015 Non-current**	**As at 31 March 2015 Current***	**As at 31 March 2014 Proforma Non-current**	**As at 31 March 2014 Proforma Current***	**As at 31 March 2013 Proforma Non-current**	**As at 31 March 2013 Proforma Current***
A. Secured loans from banks													
Equipment loan	A.1	45.75	165.89	170.67	155.05	120.19	59.36	3.93	28.38	20.52	54.25	-	-
Term loan	A.2	68.00	192.50	114.02	179.04	496.38	288.68	365.16	378.89	22.88	268.04	-	-
Vehicle loan	A.3	-	1.60	1.16	2.81	3.96	4.87	4.50	4.03	0.92	1.01	1.94	0.92
		113.75	359.99	285.85	336.90	620.53	352.91	373.59	411.30	44.32	323.30	1.94	0.92
B. Secured loans from other financial institutions													
Equipment loan	B.1	144.35	177.37	46.93	104.96	239.79	283.54	116.54	101.00	123.67	49.12	-	-
Vehicle loan	B.2	-	3.32	1.66	6.34	7.95	5.83	-	-	-	-	-	-
		144.35	180.69	48.59	111.30	247.74	289.37	116.54	101.00	123.67	49.12	-	-
C. Debentures - Secured													
11.40% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	C.1	124.68	265.87	371.00	296.07	619.66	180.60	-	-	-	-	-	-
11.40% Redeemable non-convertible secured debentures issued to Reliance Mutual Fund - Debt	C.2	124.68	265.87	371.00	296.07	619.66	180.60	-	-	-	-	-	-
10.50% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	C.3	997.96	553.15	1,493.44	94.93	-	-	-	-	-	-	-	-
9.95% Redeemable non-convertible secured debentures issued to Standard Chartered Bank (Mauritius) Limited - Debt	C.1	-	-	-	-	-	-	-	409.48	400.00	418.61	-	-
		1,247.32	1,084.89	2,235.44	687.07	1,239.32	361.20	-	409.48	400.00	418.61	-	-
Total		**1,505.42**	**1,625.57**	**2,569.88**	**1,135.27**	**2,107.59**	**1,003.48**	**490.13**	**921.78**	**567.99**	**791.03**	**1.94**	**0.92**

* Current portion is reported under "Other current financial liabilities" in note 19. For current borrowings, refer note 17.

G R Infraprojects Limited

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 15 **Borrowings *(continued)***

Note : Nature of security, interest rate, repayment terms and other information for borrowings

		As at 31 December 2017			**As at 31 March 2017**			**As at 31 March 2016**			**As at 31 March 2015**			**As at 31 March 2014 Proforma**			**As at 31 March 2013 Proforma**				
Sr No	**Particulars**	**Total**	**Non-Current**	**Current**	**Total**	**Non-Current**	**Current**	**Total**	**Non-Current**	**Current**	**Total**	**Non-Current**	**Current**	**Total**	**Non-Current**	**Current**	**Total**	**Non-Current**		**Security**	**Repayment terms**
(A)	**Secured loans from banks**																				
(A.1)	**Equipment loan**																				
(i)	HDFC Bank Limited	124.88	32.38	92.50	188.48	101.97	86.51	-	-	-	-	-	-	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	25 Equated Monthly Instalment ('EMI') of Rs. 0.05 million per month to Rs 8.31 million per month, along with interest rate of 9.75%
(i)	AXIS Bank Limited	86.76	13.37	73.39	137.24	68.70	68.54	179.55	120.19	59.36	32.31	3.93	28.38	74.77	20.52	54.25	-	-	-	Secured by hypothecation of vehicles under this loan	23 to 35 EMI ranging from Rs. 0.03 million per month to Rs. 0.45 million per month, along with interest rate ranging from 9.81% to 10.26% p.a.
		211.64	45.75	165.89	325.72	170.67	155.05	179.55	120.19	59.36	32.31	3.93	28.38	74.77	20.52	54.25	-	-	-		
(A.2)	**Term loan**																				
(ii)	HDFC Bank Limited	177.17	68.00	109.17	139.46	51.52	87.94	217.97	137.99	79.98	227.93	-	227.93	290.92	22.88	268.04	-	-	-	Secured by hypothecation by way of various equipments and machines under this loan.	36 monthly instalments along with interest rate ranging from 10.05% to 10.75% p.a.
(iii)	ICICI Bank Limited	-	-	-	-	-	-	306.28	212.56	93.72	348.82	285.16	63.66	-	-	-	-	-	-	Secured by hypothecation of Commercial property at Plot No. 42, Ambavgarh, Udaipur owned by Gumani Ram Agarwal Contractors Private Limited, 96 Kumharo Ka Bhata, Surajpole Bahar, Udaipur owned by Udaipur Build Estate Private Limited Commercial property at Part of A 14 Saheli Marg Udaipur owned by Mr. Ajendra Agrawal (Director - Promoter) and 4A Fatehpura, Udaipur owned jointly by Mr. Mahendra Kumar Agarwal and Mr. Purshottam Agarwal (Director - Promoter).	15 quarterly instalments beginning from 1 Oct 2015 of 7.81% each and from Oct 2017 of 4.70% each with rate of interest of 11.25% p.a.
(v)	RBL Bank Limited	83.33	-	83.33	145.83	62.50	83.33	250.00	145.83	104.17	-	-	-	-	-	-	-	-	-	Secured by hypothecation of Exclusive charges of Immovable property of Rs. 150MM Property for proportionate value to be given in case of partial disbursement. (2) Exclusive charge on equipment and machinery	12 quarterly instalments beginning from 29 March 2016 along with interest rate of 11.00% p.a.
(iv)	Punjab National Bank - Bavla	-	-	-	7.77	-	7.77	10.81	-	10.81	7.30	-	7.30	-	-	-	-	-	-	Secured by hypothecation of block of assets covered under GRIL Plant at Kochariya, Bavla, Ahmedabad.	Repayable in 20 quarterly instalments of Rs. 0.75 million each from June 2015 with rate of interest of 12.50% p.a.
(v)	Punjab National Bank	-	-	-	-	-	-	-	-	-	160.00	80.00	80.00	-	-	-	-	-	-	Hypothecation of Residential House No. 6, Fatehpura, Udaipur measuring 17,746.67 sq. ft. in the name of Jasamrit Premises Private Limited. Plot No. 511, 7th C Road, Sardarpura, Jodhpur, measuring 5201.28 sq. ft. in the name of G R Infraprojects Limited.	8 Quarterly instalments of Rs. 20.00 million per quarter starts after 3 months from the first disbursement with rate of interest ranging from 11 % to 12 % p.a.
		260.50	68.00	192.50	293.06	114.02	179.04	785.06	496.38	288.68	744.05	365.16	378.89	290.92	22.88	268.04	-	-	-		
(A.3)	**Vehicle loan**																				
(viii)	AXIS Bank Limited	1.60	-	1.60	3.56	1.16	2.40	7.92	3.55	4.37	6.26	3.60	2.66	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	36 EMI ranging from Rs 0.02 million per month to 0.23 million per month, along with interest rate ranging from 9.75% p.a. to 10.50% p.a.
(ix)	HDFC Bank Limited	-	-	-	0.41	-	0.41	0.91	0.41	0.50	1.35	0.90	0.45	1.93	0.92	1.01	2.86	1.94	0.92	Secured by hypothecation of vehicles under this loan	36 EMI of Rs. 0.05 million each beginning from 7 January 2015, along with interest rate of 10.27% p.a.
(x)	HDFC Bank Limited	-	-	-	-	-	-	-	-	-	0.92	-	0.92	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	48 EMI beginning from 07-Feb-2013, along with interest rate of 10.75% p.a.
		1.60	-	1.60	3.97	1.16	2.81	8.83	3.96	4.87	8.53	4.50	4.03	1.93	0.92	1.01	2.86	1.94	0.92		
		473.74	113.75	359.99	622.75	285.85	336.90	973.44	620.53	352.91	784.89	373.59	411.30	367.62	44.32	323.30	2.86	1.94	0.92		
(B)	**Secured loans from other financial institutions**																				
(B.1)	**Equipment loan**																				
(i)	Tata Capital Financial Services Limited	31.65	-	31.65	84.93	18.26	66.67	265.78	84.59	181.19	217.54	116.54	101.00	172.79	123.67	49.12	-	-	-	Secured by hypothecation of Equipment given under this loan.	Repayable in 29 to 34 monthly instalments along with interest rate ranging from 6.35% p.a. to 11.65 % p.a.
(ii)	SREI Equipment Finance Limited	290.07	144.35	145.72	66.96	28.67	38.29	257.55	155.20	102.35	-	-	-	-	-	-	-	-	-	Secured by hypothecation of Equipments given under this loan.	Repayable in 23 to 36 EMI, along with interest rate ranging from 7.25% to 12.25% p.a.
		321.72	144.35	177.37	151.89	46.93	104.96	523.33	239.79	283.54	217.54	116.54	101.00	172.79	123.67	49.12	-	-	-		
(B.2)	**Vehicle loan**																				
(i)	Tata Motors Finance Limited	3.32	-	3.32	8.00	1.66	6.34	13.78	7.95	5.83	-	-	-	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	Repayable in 29 EMI along with interest rate of 9.25% p.a.
		3.32	-	3.32	8.00	1.66	6.34	13.78	7.95	5.83	-	-	-	-	-	-	-	-	-		
		325.04	144.35	180.69	159.89	48.59	111.30	537.11	247.74	289.37	217.54	116.54	101.00	172.79	123.67	49.12	-	-	-		
(C)	**Debentures - Secured**																				
C.1	11.40% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	390.55	124.68	265.87	667.07	371.00	296.07	800.26	619.66	180.60	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) Land located at Pratap Nagar, Udaipur measuring 29.77 acres and Unconditional, irrevocable and continuing personal guarantee from the Mr. Vinod Kumar Agarwal and Mr. Purshottam Agarwal, being the Guarantors.	Repayable in 6 equated half yearly instalments beginning from 18-Nov-2016. Interest on debentures are payable on annually basis at the rate of 11.40% p.a. beginning from 7 Aug 2015.
C.2	11.40% Redeemable non-convertible secured debentures issued to Reliance Mutual Fund - Debt	390.55	124.68	265.87	667.07	371.00	296.07	800.26	619.66	180.60	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) Land located at Pratap Nagar, Udaipur measuring 29.77 acres and Unconditional, irrevocable and continuing personal guarantee from the Mr. Vinod Kumar Agarwal and Mr. Purshottam Agarwal, being the Guarantors.	Repayable in 6 equated half yearly instalments beginning from 18-Nov-2016. Interest on debentures are payable on annually basis at the rate of 11.40% p.a. beginning from 7 Aug 2015.
C.3	10.50% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	1,551.11	997.96	553.15	1,588.37	1,493.44	94.93	-	-	-	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) a first ranking exclusive charge, created by way of hypothecation over the construction Equipments, and the right title interest on the Working Capital Loan Facility ("Hypothecated Assets") in favour of the Trustee (acting on behalf of and for the benefit of the Debenture holders) (b) Unconditional, irrevocable and continuing personal guarantee from the Mr. Vinod Kumar Agarwal and Purshottam Agarwal, being the Guarantors.	Repayable in 6 half yearly instalments ranging from Rs. 200.00 million to 500.00 million beginning from 25 April 2018. Interest on debentures are payable on annually basis at the rate of 10.50% p.a. beginning from 24 Aug 2017.
C.1	9.95% Redeemable non-convertible secured debentures issued to Standard Chartered Bank (Mauritius) Limited - Debt	-	-	-	-	-	-	-	-	-	409.48	-	409.48	818.61	400.00	418.61	-	-	-	Sole and exclusive first ranking floating charge by way of hypothecation of the Secured assets, namely, construction equipment, with minimum asset cover of 1.25 times of the total principal amount of the NCDs outstanding, throughout the tenor of the NCDs.	Repayable in 4 Equated Quarterly instalments beginning from 05-Oct-2014. Interest on debentures are payable on quarterly basis at the rate of 9.95% p.a. beginning from 05-Oct-2013.
		2,332.21	1,247.32	1,084.89	2,922.51	2,235.44	687.07	1,600.52	1,239.32	361.20	409.48	-	409.48	818.61	400.00	418.61	-	-	-		
	Total	**3,130.99**	**1,505.42**	**1,625.57**	**3,705.15**	**2,569.88**	**1,135.27**	**3,111.07**	**2,107.59**	**1,003.48**	**1,411.91**	**490.13**	**921.78**	**1,359.02**	**567.99**	**791.03**	**2.86**	**1.94**	**0.92**		

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 16 Current tax liabilities (net)

Particulars	Note	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current							
Provision for tax (net of advance tax)		-	-	-	10.44	8.58	2.28
		-	-	-	10.44	8.58	2.28
Current							
Provision for tax (net of advance tax)		301.73	174.41	72.64	1.53	15.07	6.04
		301.73	174.41	72.64	1.53	15.07	6.04
Total		**301.73**	**174.41**	**72.64**	**11.97**	**23.65**	**8.32**

Note 17 Current financial liabilities - Borrowings

Particulars	Note	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Secured :							
Cash credit	A	484.74	95.17	436.52	167.64	1,141.88	394.66
Bank Overdraft	B	400.78	-	-	250.16	-	-
Working capital demand loan	C	251.72	100.00	-	655.86	-	234.85
Buyers credit	D	-	-	-	191.16	210.78	75.95
Equipment loan	E	-	-	-	-	-	1.75
Unsecured:							
from bank	F (i)	-	-	-	-	-	200.00
from others	F (ii)	50.36	50.56	52.09	171.61	47.11	47.11
Total		**1,187.60**	**245.73**	**488.61**	**1,436.43**	**1,399.77**	**954.32**

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 17 Current financial liabilities - Borrowings *(continued)*

Note : Nature of security, interest rate, repayment terms and other information for borrowings

Sr. No.	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	Security	Repayment terms
(A)	**Cash Credit (Secured)**								
(i)	HDFC Bank Limited	234.28	-	375.35	137.81	1,141.88	394.66	Secured by hypothecation of current assets including inventories of raw materials, Stock In Process ('SIP'), goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13.30% p.a.
(ii)	Punjab National Bank	249.09	-	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13% p.a.
(iii)	State Bank of India	1.37	0.08	61.17	29.81	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 10.90% - 11.00% p.a.
(iv)	State Bank of Bikaner & Jaipur	-	1.94	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 10% - 12.00% p.a.
(v)	Bank of India	-	48.14	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate of 10.75% p.a.
(vi)	Canara Bank	-	45.01	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate of 10.65% p.a. (MCLR + 1.30%)
(vii)	Bank of India	-	-	-	0.01	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13% p.a.
(viii)	Vijaya Bank	-	-	-	0.01	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13 % p.a.
		484.74	95.17	436.52	167.64	1,141.88	394.66		

G R Infraprojects Limited

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 17 Current financial liabilities - Borrowings *(continued)*

Sr. No.	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	Security	Repayment terms
(B)	**Bank Overdraft**								
(i)	HDFC Bank Limited	400.78	-	-	-	-	-	Secured by lien on investment in mutual fund	Repayable on demand with interest rates ranging from 8% p.a. to 9.00 % p.a.
(ii)	Standard Chartered Bank	-	-	-	250.16	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rate ranging from 11% - 13% p.a.
		400.78	-	-	250.16	-	-		
(C)	**Working capital demand loan (Secured)**								
(i)	RBL Bank Limited	-	100.00	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rates ranging from 9.50% p.a. to 11.00 % p.a.
(ii)	HDFC Bank Limited	251.72	-	-	353.06	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rates ranging from 9.50 % p.a. to 11.50 % p.a.
(iii)	State Bank of India	-	-	-	302.80	-	234.85	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rates ranging from 10.00 % p.a. to 11.50 % p.a.
		251.72	100.00	-	655.86	-	234.85		
(D)	**Buyer's credit (Secured)**								
(i)	HDFC Buyer's credit (Marini S.P.A.)	-	-	-	59.32	210.78	75.95	Secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 180 days after date of disbursement along with interest rate of 6 Month LIBOR+42 BPS USD
(ii)	HDFC Buyer's credit (Marini S.P.A.)	-	-	-	59.32	-	-	Secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 180 days after date of disbursement along with interest rate of LIBOR+42 BPS USD
(iii)	HDFC Buyer's credit	-	-	-	49.04	-	-	Secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 120 days after date of disbursement along with interest rate of 6 Month LIBOR+29 BPS USD.
(iv)	HDFC Buyer's credit (Wirtgen)	-	-	-	23.48	-	-	Secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 180 days after date of disbursement along with interest rate of LIBOR+42 BPS EURO
		-	-	-	191.16	210.78	75.95		
(E)	**Equipment loan (Secured)**								
(i)	AXIS Bank Limited	-	-	-	-	-	1.75	Primary secured by hypothecation of specific assets purchased under this loan	Repayable in 12 Equated Monthly Instalments beginning from 05-May-2012, along with interest rate of 10.50 % p.a.
		-	-	-	-	-	1.75		
(F)	**Unsecured borrowings**								
(i)	From Banks								
	HDFC Bank Limited	-	-	-	-	-	200.00	Secured by equitable mortgage of property owned by Rahul Infrastructure Limited and corporate guarantee given by Rahul Infrastructure Limited and also personal guarantee of Mr. Vinod Agarwal (Managing Director).	Repayable in 4 equally quarterly instalment starting after 3 months from date of disbursement along with interest rate of 10.65% p.a.
		-	-	-	-	-	200.00		
(ii)	From others								
	Inter corporate loans	50.36	50.56	52.09	171.61	47.11	47.11		Unsecured loans are interest free and repayable on demand.
		50.36	50.56	**52.09**	171.61	47.11	47.11		
	Total	**1,187.60**	**245.73**	**488.61**	**1,436.43**	**1,399.77**	**954.31**		

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 18 Trade payables

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Payables to micro, small and medium enterprises (refer note below)		-	0.69	0.76	-	-	-
Other trade payables		1,818.48	2,255.68	2,209.64	1,147.82	512.35	544.36
		1,818.48	**2,256.37**	**2,210.40**	**1,147.82**	**512.35**	**544.36**

Retention money payable relating to construction contracts are included in above trade payables as they are payable within the operating cycle of the Company.

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Retention money payable	640.54	681.78	522.34	259.45	193.35	131.58

Refer note 34 for balance outstanding from related parties.

Details of Dues to Micro, Small & Medium Enterprises as defined under MSMED Act, 2006

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Principal amount remaining unpaid to any supplier as at the year end.		-	0.69	0.76	-	-	-
Interest due thereon		-	-	-	-	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.		-	-	-	-	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.		-	-	-	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year / period.		-	-	-	-	-	-
Amount of further interest remaining due and payable even in succeeding years		-	-	-	-	-	-

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the Standalone Statement of Financial Information based on the information received and available with the Company. On the basis of such information, no interest is payable to any micro, small and medium enterprises. Auditors have relied upon the information provided by the Company.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 40.

Note 19 Other financial liabilities

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Current							
Current maturities of long-term borrowings	Note 15	1,625.57	1,135.27	1,003.48	921.78	791.03	0.92
Book overdraft		28.60	-	-	7.37	141.22	148.04
Employee related liabilities		255.39	203.87	150.28	110.26	71.33	65.71
Capital creditors		621.72	498.49	238.19	94.97	61.85	63.63
Ernest money deposit received		-	44.40	-	-	-	-
Expenses payable		1,466.15	97.56	21.78	14.95	35.82	21.84
Others #		41.22	-	-	-	-	-
		4,038.65	**1,979.59**	**1,413.73**	**1,149.33**	**1,101.25**	**300.14**

The Company's exposure to liquidity risks related to the above financial liabilities is disclosed in Note 40.

includes payable for consideration to shareholders of the G R Infratech Limited pursuant to Scheme of Amalgamation. Refer note 45 for details

Note 20 Provisions

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Current							
Provision for gratuity	Note 33	30.13	17.15	10.57	-	-	-
Provision for leave encashment	Note 33	3.22	-	-	-	-	-
		33.35	**17.15**	**10.57**	**-**	**-**	**-**

Note 21 Other current liabilities

Particulars	Notes	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Customer advances		3,115.80	4,656.64	2,255.12	1,409.20	1,554.97	687.56
Excess of billing over revenue		-	-	-	20.26	-	-
Statutory liability							
Service tax payable		-	4.52	2.91	1.65	0.88	0.78
TDS payable		32.96	113.39	105.99	12.08	18.01	25.21
Labour cess payable		13.02	13.02	69.57	55.03	38.18	34.27
Sales tax payable		54.17	11.81	23.24	8.94	1.95	2.64
Entry tax payable		34.70	46.03	16.24	3.62	3.62	-
GST Payable		115.07	-	-	-	-	-
Provident fund payable		9.45	6.88	3.94	3.73	3.46	2.91
ESI payable		0.04	0.03	0.03	-	-	-
Professional tax payable		0.33	0.12	0.09	-	-	-
		3,375.54	**4,852.44**	**2,477.13**	**1,514.51**	**1,621.07**	**753.37**

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 22 Revenue from operations

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Sale of products		779.92	977.51	402.13	209.43	130.97	72.33
Sale of services							
- Civil construction revenue	Note 42	17,030.78	30,770.49	18,785.14	9,334.54	8,525.31	9,658.75
- Job work income		57.49	53.82	-	-	-	-
		17,088.27	30,824.31	18,785.14	9,334.54	8,525.31	9,658.75
Revenue from toll collection		-	-	-	-	-	14.56
Revenue from sale of land		-	-	120.06	-	-	-
Revenue from sale of electricity (net)		4.26	5.76	4.06	5.10	2.28	6.08
Other operating revenue							
- Scrap sales		15.03	7.41	3.02	1.21	0.29	1.60
- Other sales		44.21	5.44	0.74	4.83	2.44	1.66
		59.24	12.85	3.76	6.04	2.73	3.26
		17,931.69	**31,820.43**	**19,315.15**	**9,555.11**	**8,661.29**	**9,754.98**

Note 23 Other income

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Interest income							
- on loan to subsidiaries		82.38	28.47	31.88	137.35	64.84	-
- on deposits with banks		57.20	71.01	39.33	23.09	17.77	26.54
- from others		23.97	30.67	27.70	6.53	1.26	5.77
Gain on sale of current investments		92.38	16.15	3.34	0.15	0.66	0.27
Profit on sale of items of property, plant and equipment (net)		17.36	13.88	20.41	21.26	0.71	2.80
Gain arising on financial assets measured at FVTPL		31.95	34.38	27.38	25.88	22.98	23.29
Insurance claim received		13.67	3.02	4.21	8.81	12.92	4.13
Net gain on account of foreign exchange fluctuations		-	15.64	-	18.91	-	-
Rental income	Note 35	19.91	14.11	0.16	-	-	-
Other non-operating income		7.51	2.42	4.56	7.68	10.00	7.82
		346.33	**229.75**	**158.97**	**249.66**	**131.14**	**70.62**

Note 24 Cost of material consumed

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Inventory of materials at the beginning of the year	Note 8	142.89	46.31	45.99	14.02	5.02	5.86
Add: Purchases during the year		550.51	961.73	218.83	158.45	89.10	42.56
Less: Inventory of materials at the end of the year	Note 8	47.00	142.89	46.31	45.99	14.02	5.02
		646.40	**865.15**	**218.51**	**126.48**	**80.10**	**43.40**

Note 25 Civil construction costs

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Inventory of civil construction materials at the beginning of the period / year	Note 8	1,503.42	298.98	897.55	526.14	275.72	301.76
Add: Purchase of civil construction material		6,740.92	8,840.32	7,010.36	4,135.01	4,452.50	3,724.19
Less: Inventory of civil construction materials at the end of the period / year	Note 8	1,603.71	1,503.42	298.98	897.55	526.14	275.72
		6,640.63	7,635.88	7,608.93	3,763.60	4,202.08	3,750.23
Civil sub-contract charges		6,699.79	12,982.81	7,145.69	2,628.56	2,663.31	3,210.17
Labour charges and labour cess		229.90	358.70	218.22	153.86	130.48	162.53
Project mobilisation and operations		121.45	185.38	61.03	41.62	34.63	16.38
Site expenses		164.57	244.94	150.71	92.86	112.65	106.45
Mining royalty		147.08	93.57	66.09	50.03	85.81	59.29
Construction cost on real estate		53.78	139.58	193.23	-	-	-
Power and fuel		48.64	49.22	52.19	25.88	14.81	6.82
Machinery hire charges and rent	Note 35	146.11	155.15	115.62	48.20	37.30	27.64
Repairs and maintenance							
- plant and machinery		207.73	312.20	295.94	190.42	239.31	211.43
- others		-	0.06	0.10	-	-	-
Road taxes and insurance		95.92	91.12	79.90	41.23	43.03	36.52
Sales tax expenses		328.39	792.79	260.22	162.97	107.80	146.93
Transportation		103.43	258.93	166.08	23.08	30.60	29.26
Testing and quality control		15.69	18.45	16.12	8.31	9.92	6.46
Others		-	3.17	2.09	15.45	31.81	6.94
		15,003.11	**23,321.95**	**16,432.16**	**7,246.07**	**7,743.54**	**7,777.05**

Note 26 Changes in inventories of finished goods and trading goods

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Opening inventory of trading goods (real estate)	Note 8	528.86	389.28	308.00	298.31	297.17	297.09
Less: Inventory converted into Property, plant and equipment		-	-	89.92	-	-	-
Less: Closing inventory of trading goods (real estate)	Note 8	582.64	528.86	389.28	308.00	298.31	297.17
		(53.78)	(139.58)	(171.20)	(9.69)	(1.14)	(0.08)
Opening inventory of trading goods (others)	Note 8	2.50	1.78	12.67	0.13	0.27	0.27
Less: Closing inventory of trading goods (others)	Note 8	0.11	2.50	1.78	12.67	0.13	0.27
		2.39	(0.72)	10.89	(12.54)	0.14	-
Opening inventory of finished goods	Note 8	31.95	26.49	6.45	1.65	0.58	1.05
Less: Closing inventory of finished goods	Note 8	45.70	31.95	26.49	6.45	1.65	0.58
		(13.75)	(5.46)	(20.04)	(4.80)	(1.07)	0.47
		(65.14)	**(145.76)**	**(180.35)**	**(27.03)**	**(2.07)**	**0.39**

G R Infraprojects Limited

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 27 Changes in project work-in-progress

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Opening stock of project work in progress	365.73	972.67	405.81	976.31	144.34	335.20
Less: Closing stock of project work in progress	3,849.26	365.73	972.67	405.81	976.31	144.34
	(3,483.53)	**606.94**	**(566.86)**	**570.50**	**(831.97)**	**190.86**

Note 28 Employee benefits expense

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Salaries, wages and bonus		1,203.85	1,217.92	796.14	514.13	513.00	465.30
Contribution to gratuity, provident fund and other funds	Note 33	45.29	44.18	26.33	22.25	25.82	20.88
Staff welfare expenses		3.68	15.40	4.24	0.70	0.96	1.15
		1,252.82	**1,277.50**	**826.71**	**537.08**	**539.78**	**487.33**

Note 29 Finance costs

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Interest on borrowings						
- to banks	45.02	110.83	156.14	164.69	132.62	80.07
- to others	11.21	34.95	46.29	1.98	7.33	12.78
Interest on debentures	211.28	255.30	116.55	65.08	58.85	-
Interest on mobilisation advance	98.15	-	-	24.28	10.19	-
Other borrowing costs	57.83	132.18	63.16	55.72	11.11	7.93
	423.49	**533.26**	**382.14**	**311.75**	**220.10**	**100.78**

Note 30 Depreciation and amortisation expense

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Depreciation of property, plant and equipment	Note 1	545.64	630.55	429.81	417.41	336.04	298.13
Amortisation of other intangible assets	Note 3	3.47	5.66	7.47	11.33	12.27	10.04
		549.11	**636.21**	**437.28**	**428.74**	**348.31**	**308.17**

Note 31 Other expenses

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Rent	Note 35	34.20	30.50	26.39	15.60	15.21	10.42
Repairs and maintenance - others		27.01	37.68	19.46	9.74	4.72	4.37
Insurance		-	-	0.38	-	-	-
Rates and taxes		-	-	-	-	-	4.04
Payment to auditors (refer note (i) below)		2.63	3.07	2.72	2.16	2.06	2.12
Legal and professional charges		50.67	70.51	68.75	15.09	16.35	14.59
Travelling and conveyance		30.82	34.43	28.11	15.55	16.41	16.59
CSR expenses (refer note (ii) below)		8.55	23.74	21.67	2.71	-	-
Printing and stationery		7.97	10.12	9.55	5.34	5.92	4.66
Bad-debts written off		-	-	-	-	46.98	-
Bank charges		18.22	3.16	4.05	17.12	12.53	6.22
Provision for doubtful debts		-	5.02	9.02	2.38	60.00	-
Loss arising on financial assets measured at FVTPL		-	-	0.28	-	-	-
Provision for diminution in value of investments		-	-	-	-	-	2.60
Net loss on account of foreign exchange fluctuations		4.11	-	10.67	-	6.93	-
Miscellaneous expenses		41.74	90.31	55.05	40.52	29.70	26.38
		225.92	**308.54**	**256.10**	**126.21**	**216.81**	**91.99**

(i) Payment to auditors

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Payment to auditors (exclusive of service tax)						
- as auditor						
Statutory audit	2.63	2.80	2.50	2.00	1.90	1.80
Other services	-	0.10	0.10	0.10	0.10	0.20
Reimbursement of expenses	-	0.17	0.12	0.06	0.06	0.12
	2.63	**3.07**	**2.72**	**2.16**	**2.06**	**2.12**

(ii) Details of corporate social responsibility expenditure

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
A. Gross amount required to be spent by the Company	51.71	17.43	11.71	15.88	-	-
B. Amount spent during the period / year (in cash)						
(i) Construction / acquisition of any asset	8.55	23.74	21.67	2.71	-	-
(ii) On purposes other than (i) above	-	-	-	-	-	-
C. Related party transactions in relation to corporate social responsibility	-	-	-	-	-	-
D. Provision movement during the period / year:						
Opening provision	-	-	-	-	-	-
Addition during the period / year	-	-	-	-	-	-
Utilised during the period / year	-	-	-	-	-	-
Closing provision	-	-	-	-	-	-

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 32 Tax expense

A. Income tax (income) / expense recognised in the Statement of Profit and Loss

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Current tax						
Current tax on profit for the period / year	765.39	1,263.91	328.76	134.70	191.74	256.85
Deferred tax						
Attributable to–						
Origination and reversal of temporary differences (refer note E)	(234.06)	(751.85)	(127.64)	(52.64)	(26.19)	6.13
	531.33	**512.06**	**201.12**	**82.06**	**165.55**	**262.98**

B. Income tax expense / (income) recognised in other comprehensive income

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Deferred tax : (refer note E)						
Deferred tax (expense)/benefit on fair value of equity investments through OCI	(6.46)	(28.97)	-	-	-	-
Deferred tax (expense)/benefit on remeasurements of defined benefit liability (asset)	8.19	(0.04)	3.58	1.16	(3.77)	0.60
	1.73	**(29.01)**	**3.58**	**1.16**	**(3.77)**	**0.60**

C. Reconciliation of effective tax rate

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Profit before tax	3,691.81	5,881.30	1,633.28	463.93	462.40	815.90
Company's statutory tax rate at	34.608%	34.608%	34.608%	33.990%	33.990%	32.445%
Tax using the Company's statutory tax rate	1,277.66	2,035.40	565.25	157.69	157.17	264.72
Effect of :						
MAT credit entitlement	(259.53)	(832.12)	(145.38)	-	-	-
Tax difference between normal income tax and MAT	249.54	799.47	144.27	-	-	-
Non deductible expenses	3.87	61.24	14.65	-	-	-
Tax difference between normal income tax and capital gain tax	-	(96.59)	-	-	-	-
Tax holiday incentive	(735.45)	(1,451.37)	(376.35)	(69.50)	-	-
Others	(4.76)	(3.97)	(1.31)	(6.13)	8.38	(1.74)
Tax expense	**531.33**	**512.06**	**201.12**	**82.06**	**165.55**	**262.98**

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 32 Income tax (continued)

D. Recognised deferred tax assets and liabilities

Movement in temporary differences

Particulars	**Deferred tax (assets)**						**Deferred tax liabilities**						**Net deferred tax (assets) / liabilities**					
	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Difference between WDV of property, plant and equipment as per books and income tax	-	-	-	-	-	-	30.05	26.02	34.28	46.33	78.82	74.13	30.05	26.02	34.28	46.33	78.82	74.13
Provisions for employee benefits	-	(4.82)	(2.17)	-	-	-	3.10	-	-	4.00	3.18	1.82	3.10	(4.82)	(2.17)	4.00	3.18	1.82
Difference in carrying values of financial instruments accounted as per Ind AS 109	-	-	(110.86)	(133.49)	(128.28)	(136.26)	13.34	5.47	-	-	-	-	13.34	5.47	(110.86)	(133.49)	(128.28)	(136.26)
Expenditure allowable on payment basis	(16.50)	(20.42)	(26.02)	(22.64)	(7.22)	(7.12)	-	-	-	-	-	-	(16.50)	(20.42)	(26.02)	(22.64)	(7.22)	(7.12)
Provision for doubtful debts	(26.46)	(26.46)	(24.72)	(37.85)	(36.35)	-	-	-	-	-	-	-	(26.46)	(26.46)	(24.72)	(37.85)	(36.35)	-
MAT credit entitlement	(1,237.03)	(977.50)	(145.38)	-	-	-	-	-	-	-	-	-	(1,237.03)	(977.50)	(145.38)	-	-	-
Deferred tax (assets) / liabilities	**(1,287.88)**	**(1,052.71)**	**(309.16)**	**(193.99)**	**(172.01)**	**(143.39)**	**54.38**	**55.00**	**34.29**	**50.34**	**82.16**	**75.96**	**(1,233.50)**	**(997.71)**	**(274.87)**	**(143.65)**	**(89.85)**	**(67.43)**

Deferred tax asset has been recognised as the Company has adequate firm orders and execution plan for the next 3 financial years and is reasonably certain that the deferred tax asset shall be realised against future taxable incomes.

F. MAT credit

The details of MAT credit available and recognised along with year of expiry are as below:

Particulars	**31 December 2017**		**31 March 2017**		**31 March 2016**		**31 March 2015**		**31 March 2014**		**31 March 2013**	
	MAT credit available	**Expiry Assessment year**	**MAT credit available**	**Expiry Assessment year**	**MAT credit available**	**Expiry Assessment year**	**MAT credit available**	**Expiry Assessment year**	**MAT credit available**	**Expiry Assessment year**	**MAT credit available**	**Expiry Assessment year**
AY 2016-17	145.38	2031-32	145.38	2031-32	145.38	2031-32	-	-	-	-	-	-
AY 2017-18	832.12	2032-33	832.12	2032-33	-	-	-	-	-	-	-	-
AY 2018-19	259.53	2028-29	-	-		-						
Total	**1,237.03**		**977.50**		**145.38**		**-**		**-**		**-**	
MAT credit recognised	1,237.03		977.50		145.38		-		-		-	

MAT credit has been recognised as there is a reasonable certainty that MAT credit will be utilised against future taxable profit.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 32 Income tax *(continued)*

E. Recognised deferred tax (assets) and liabilities

Movement in deferred tax balances for the year ended 31 December 2017

Particulars	Balance as at 1 April 2017	Recognised in profit or loss during 2017-18	Recognised in OCI during 2017-18	Balance as at 31 December 2017
Difference between WDV of property, plant and equipment as per books and income tax	26.02	4.03	-	30.05
Provisions for employee benefits	(4.82)	1.46	6.46	3.10
Difference in carrying values of financial instruments accounted as per Ind AS 109	5.47	16.06	(8.19)	13.34
Expenditure allowable on payment basis	(20.42)	3.92	-	(16.50)
Provision for doubtful debts	(26.46)	-	-	(26.46)
MAT credit entitlement	(977.50)	(259.53)	-	(1,237.03)
	(997.71)	**(234.06)**	**(1.73)**	**(1,233.50)**

Movement in deferred tax balances for the year ended 31 March 2017

Particulars	Balance as at 1 April 2016	Recognised in profit or loss during 2016-17	Recognised in OCI during 2016-17	Balance as at 31 March 2017
Difference between WDV of property, plant and equipment as per books and income tax	34.28	(8.26)	-	26.02
Provisions for employee benefits	(2.17)	(2.69)	0.04	(4.82)
Difference in carrying values of financial instruments accounted as per Ind AS 109	(110.86)	87.36	28.97	5.47
Expenditure allowable on payment basis	(26.02)	5.60	-	(20.42)
Provision for doubtful debts	(24.72)	(1.74)	-	(26.46)
MAT credit entitlement	(145.38)	(832.12)	-	(977.50)
	(274.87)	**(751.85)**	**29.01**	**(997.71)**

Movement in deferred tax balances for the year ended 31 March 2016

Particulars	Balance as at 1 April 2015	Recognised in profit or loss during 2015-16	Recognised in OCI during 2015-16	Balance as at 31 March 2016
Difference between WDV of property, plant and equipment as per books and income tax	46.33	(12.05)	-	34.28
Provisions for employee benefits	4.00	(2.59)	(3.58)	(2.17)
Difference in carrying values of financial instruments accounted as per Ind AS 109	(133.49)	22.63	-	(110.86)
Expenditure allowable on payment basis	(22.64)	(3.38)	-	(26.02)
Provision for doubtful debts	(37.85)	13.13	-	(24.72)
MAT credit entitlement	-	(145.38)	-	(145.38)
	(143.65)	**(127.64)**	**(3.58)**	**(274.87)**

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 32 Income tax (continued)

E. Recognised deferred tax (assets) and liabilities *(Continued)*

Movement in deferred tax balances for the year ended 31 March 2015

Particulars	Balance as at 1 April 2014	Recognised in profit or loss during 2014-15	Recognised in OCI during 2014-15	Balance as at 31 March 2015
Difference between WDV of property, plant and equipment as per books and income tax	78.82	(32.49)	-	46.33
Provisions for employee benefits	3.18	1.98	(1.16)	4.00
Difference in carrying values of financial instruments accounted as per Ind AS 109	(128.28)	(5.21)	-	(133.49)
Expenditure allowable on payment basis	(7.22)	(15.42)	-	(22.64)
Provision for doubtful debts	(36.35)	(1.50)	-	(37.85)
MAT credit entitlement	-	-	-	-
	(89.85)	**(52.64)**	**(1.16)**	**(143.65)**

Movement in deferred tax balances for the year ended 31 March 2014

Particulars	Balance as at 1 April 2013	Recognised in profit or loss during 2013-14	Recognised in OCI during 2013-14	Balance as at 31 March 2014
Difference between WDV of property, plant and equipment as per books and income tax	74.13	4.69	-	78.82
Provisions for employee benefits	1.82	(2.41)	3.77	3.18
Difference in carrying values of financial instruments accounted as per Ind AS 109	(136.26)	7.98	-	(128.28)
Expenditure allowable on payment basis	(7.12)	(0.10)	-	(7.22)
Provision for doubtful debts	-	(36.35)	-	(36.35)
MAT credit entitlement	-	-	-	-
	(67.43)	**(26.19)**	**3.77**	**(89.85)**

Movement in deferred tax balances for the year ended 31 March 2013

Particulars	Balance as at 1 April 2012	Recognised in profit or loss during 2012-13	Recognised in OCI during 2012-13	Balance as at 31 March 2013
Difference between WDV of property, plant and equipment as per books and income tax	73.71	0.42	-	74.13
Provisions for employee benefits	-	2.42	(0.60)	1.82
Difference in carrying values of financial instruments accounted as per Ind AS 109	(143.98)	7.72	-	(136.26)
Expenditure allowable on payment basis	(3.52)	(3.60)	-	(7.12)
Provision for doubtful debts / deposits	0.83	(0.83)	-	-
MAT credit entitlement	-	-	-	-
	(72.96)	**6.13**	**(0.60)**	**(67.43)**

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 33 Employee benefits

A. Defined benefits

Gratuity

The Company operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and tenure of employment.

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's standalone financial statements as at period / year end:

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Change in benefit obligations						
Benefit obligations at the beginning	38.95	32.22	17.77	11.70	15.77	9.02
Service cost	5.53	5.88	3.22	2.25	6.27	4.56
Interest expense	2.11	2.51	1.42	1.07	1.26	0.77
Actuarial loss / (gain)	23.05	(0.61)	12.14	3.43	(11.04)	1.81
Benefits paid	(1.85)	(1.05)	(2.33)	(0.68)	(0.55)	(0.39)
Benefit obligations at the end	67.79	38.95	32.22	17.77	11.70	15.77
Change in plan assets						
Fair value of plan assets at the beginning	21.80	21.65	22.18	20.97	19.92	14.04
Interest income	1.18	1.69	-	1.92	1.59	1.19
Employers' contributions	17.15	-	-	-	-	5.00
Actuarial loss (gain)	-	-	0.02	-	-	-
Return on plan assets excluding amounts included in interest income	(0.62)	(0.48)	1.77	(0.02)	-	0.08
Benefits paid	(1.85)	(1.05)	(2.33)	(0.68)	(0.55)	(0.39)
Fair value of plan assets at the end	37.66	21.80	21.65	22.18	20.97	19.92
Reconciliation of fair value of assets and obligation						
Fair value of plan assets as at the end of the year	37.66	21.80	21.65	22.18	20.97	19.92
Present value of obligation as at the end of the year	67.79	38.95	32.22	17.77	11.70	15.77
Amount recognised in the Balance Sheet	(30.13)	(17.15)	(10.57)	4.41	9.27	4.16
Expense recognised in profit or loss						
Current service cost	5.53	5.88	3.22	2.25	6.27	4.56
Interest cost	0.93	0.82	1.42	(0.85)	(0.33)	(0.51)
	6.46	6.70	4.64	1.40	5.93	4.05

Remeasurements recognised in other comprehensive income						
Due to change in financial assumptions	15.21	2.91	0.85	2.53	(1.96)	0.96
Due to change in demographic assumptions	(0.70)	1.32	0.39	0.81	(14.82)	0.85
Due to experience adjustments	8.54	(4.83)	10.87	-	5.88	-
Return on plan assets excluding amounts included in interest income	0.62	0.48	(1.77)	0.02	-	(0.08)
	23.67	(0.12)	10.34	3.36	(10.90)	1.73

Experience adjustment on gratuity:

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Actuarial assumptions						
Discount rate	7.44%	7.22%	7.79%	7.99%	9.14%	8.50%
Salary growth rate	6.00%	6.00%	6.00%	7.50%	6.00%	6.00%
Withdrawal rates	For service 4 years and below 35.86% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 33.62% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 44% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	4.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below :

Particulars	Discount rate (1% movement)		Salary growth rate (1% movement)		Attrition rate (1% movement)	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
For the period/year ended						
31-December-2017	9.12	11.23	11.05	9.15	0.96	1.07
31-March-2017	4.89	5.99	6.00	4.98	0.51	0.62
31-March-2016	3.93	4.80	4.84	4.02	0.76	0.91
31-March-2015	2.26	2.70	2.73	2.32	0.44	0.61
31-March-2014	1.41	1.69	1.73	1.46	0.50	0.63
31-March-2013	4.71	10.23	10.26	4.64	7.48	6.85

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

The Company's Gratuity Fund is managed by HDFC Standard Life Insurance Company Limited. The plan assets under the fund are deposited under approved securities by HDFC Standard Life Insurance Company Limited.

The expected rate of return on assets is based on the expectation of the average long term rate of return on investment of the fund during the estimated term of obligation.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 33 Employee benefits *(continued)*

A. Defined benefits *(Continued)*

The expected contribution in the next 12 months period is as below :

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Contribution for next 12 months	42.76	24.52	16.45	32.42	-	2.11

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

B. Other long term employee benefits

Leave benefits

Amount towards leave benefits is recognised as an expense and included in "Employee benefits expense" in the Statement of Profit and Loss.

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Expense recognised towards leave benefits	0.71	1.06	7.26	0.77	1.13	1.96

Actuarial assumptions

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Actuarial assumptions						
Discount rate	7.44%	7.22%	7.95%	7.99%	9.14%	8.50%
Salary growth rate	6.00%	6.00%	6.00%	7.50%	6.00%	6.00%
Withdrawal rates	For service 4 years and below 35.86% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 33.62% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 44% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	4.00%

C. Defined contribution

Contribution to provident fund and Employee State Insurance Contribution (ESIC)

Amount paid towards contribution to provident funds (including administration charges) and ESIC is recognised as an expense and included in "Employee benefits expense" in the Statement of Profit and Loss.

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Expense recognised towards contribution to provident and other funds	38.83	37.48	21.69	20.85	19.89	16.83

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 34 Related party disclosure

A. Related parties with whom the Company had transactions during the period / year

(a) Subsidiary companies:

Shillong Expressway Limited (up to 30 March 2017)
Reengus Sikar Expressway Limited
Jodhpur Pali Expressway Limited (up to 30 March 2017)
G R Building and Construction Nigeria Limited, Nigeria
G R Infrastructure Limited, Nigeria
Nagaur Mukundgarh Highways Private Limited (w.e.f 7 February 2017)
GR Phagwara Expressway Limited (w.e.f 21 September 2016)
Varanasi Sangam Expressway Private Limited (w.e.f 17 April 2017)
Porbandar Dwarka Expressway Private Limited (w.e.f. 9 April 2017)

(b) Key Management Personnel ("KMP"):

Mr. Vinod Kumar Agarwal	Managing Director
Mr. Ajendra Agarwal	Whole time Director
Mr. Purshottam Agarwal	Whole time Director
Mr. Mahendra Kumar Agarwal	Whole time Director (up to 21 December 2013)
Mr. Anand Rathi	Chief Financial Officer
Mr. Sudhir Mutha	Company Secretary

(c) Independent Directors

Mr. Anand Bordia	Independent Director
Mr. Chander Khamesra	Independent Director
Mr. Desh Raj Dogra	Independent Director
Mrs. Maya Swaminathan Sinha	Independent Director

(d) Relatives of KMPs

Mr. Gumani Ram Agarwal	Father of Director
Mr. Devki Nandan Agarwal	Brother of Director
Mr. Mahendra Kumar Agarwal	Brother of Director
Mrs. Kiran Agarwal	Spouse of Mr. Purshottam Agarwal
Mrs. Lalita Agarwal	Spouse of Mr. Ajendra Agarwal
Mrs. Suman Agarwal	Spouse of Mr. Vinod Kumar Agarwal
Mrs. Ritu Agarwal	Spouse of Mr. Mahendra Kumar Agarwal
Mr. Archit Agarwal	Son of Mr. Ajendra Agarwal
Mr. Lokesh Agarwal	Son of Mr. Mahendra Kumar Agarwal

(e) Enterprises over which KMP and Relatives of such personnel exercise significant influence

Grace Buildhome Private Limited
Rahul Infrastructure Private Limited
Udaipur Buildestate Private Limited

(f) Enterprise having significant influence over Company

G R Infratech Private Limited (up to 1 April 2017, the appointed date for merger of GR Infratech Private Limited with the Company. Refer note 45)
Lokesh Builders Private Limited

B. Transactions with key management personnel, relatives of KMP and their closing balances:

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or those which might reasonably be expected to be available, in respect of similar transactions with non-key management personnel related entities on an arm's length basis.

The aggregate value of the Company's transactions and outstanding balances relating to KMP and entities over which they have control or significant influence is as follows:

Nature of transaction	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Rent						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	-	0.08	0.08	0.08	0.08	0.08
Mr. Purshottam Agarwal	0.22	0.29	0.29	0.28	0.28	0.28
Mr. Ajendra Agarwal	-	0.12	0.12	-	-	0.22
Mr. Mahendra Kumar Agarwal	-	-	-	-	-	0.40
Relatives of Key Management Personnel						
Mrs. Kiran Agarwal	0.36	0.48	0.48	0.48	0.48	0.48
Mrs. Lalita Agarwal	0.43	0.58	0.58	0.58	0.58	0.58
Mrs. Suman Agarwal	0.27	0.36	0.36	0.36	0.36	0.36
Mrs. Ritu Agarwal	-	-	-	-	-	0.18
Mr. Lokesh Agarwal	-	-	-	-	-	0.12

(Currency: Indian Rupees in million)

Note 34 Related party disclosure *(continued)*

B. Transactions with key management personnel, relatives of KMP and their closing balances: *(Continued)*

Nature of transaction	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Remuneration						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	50.33	54.02	27.84	3.84	3.84	12.50
Mr. Purshottam Agarwal	50.33	54.02	27.84	3.84	3.84	12.50
Mr. Ajendra Agarwal	50.33	54.02	27.84	3.84	3.84	12.50
Mr. Mahendra Kumar Agarwal	-	-	-	-	3.50	12.50
Mr. Anand Rathi	2.70	2.44	1.29	1.11	1.03	0.92
Mr. Sudhir Mutha	1.00	1.05	0.96	0.73	0.62	0.58
Relatives of Key Management Personnel						
Mr. Gumani Ram Agarwal	0.18	0.36	0.36	0.36	0.36	0.36
Mr. Devki Nandan Agarwal	7.20	2.96	2.40	2.40	1.18	0.58
Mr. Archit Agarwal	1.80	0.60	0.25	0.04	0.10	0.10
Mr. Mahendra Kumar Agarwal	7.20	3.44	2.88	2.88	-	-
Mr. Lokesh Agarwal	-	-	-	-	-	0.12
Sitting fees						
Independent Director						
Mr. Anand Bordia	0.25	0.15	-	-	-	-
Mr. Desh Raj Dogra	0.30	0.10	-	-	-	-
Mrs. Maya Swaminathan Sinha	-	0.10	-	-	-	-
Guarantees received / (released)						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	(344.30)	5,864.09	4,417.85	3,387.55	721.99	813.55
Mr. Purshottam Agarwal	(477.12)	5,182.51	4,694.89	3,951.97	721.99	813.55
Mr. Ajendra Agarwal	576.30	11,918.84	(41.36)	347.64	-	-
Relatives of Key Management Personnel						
Mr. Mahendra Kumar Agarwal	74.60	11,918.84	(41.36)	347.64	-	-

KMP and Relatives of KMPs who are under the employment of the Company are not entitled to post employment benefits and other long term employee benefits.

Nature of transaction	Balance outstanding (Payable)					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Balance outstanding (Payable)						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	13.43	29.61	16.49	0.89	0.96	6.29
Mr. Ajendra Agarwal	16.81	43.30	16.20	1.04	1.73	6.64
Mr. Purshottam Agarwal	11.00	32.35	15.94	11.46	9.35	7.18
Mr. Mahendra Kumar Agarwal	-	-	-	-	-	12.06
Relatives of Key Management Personnel						
Mrs. Kiran Agarwal	0.08	0.38	0.04	1.56	1.18	0.86
Mrs. Lalita Agarwal	0.09	0.58	0.06	0.34	1.77	1.26
Mrs. Suman Agarwal	0.06	0.59	0.85	0.62	0.94	0.62
Mr. Gumani Ram Agarwal	0.03	1.99	1.63	1.27	0.91	0.65
Mr. Devki Nandan Agarwal	2.86	1.59	0.21	0.65	0.43	0.04
Mr. Archit Agarwal	0.33	0.21	0.05	0.01	0.29	0.19
Mr. Mahendra Kumar Agarwal	1.38	2.17	0.57	0.74	1.62	-
Mrs. Ritu Agarwal	-	-	-	-	-	0.38
Mr. Lokesh Agarwal	-	-	-	-	-	0.21
Outstanding personal guarantees given on behalf of Company at the year end						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	16,384.59	16,728.89	10,864.80	6,446.96	3,059.40	2,337.42
Mr. Purshottam Agarwal	16,411.65	16,888.77	11,706.26	7,011.37	3,059.40	2,337.42
Mr. Ajendra Agarwal	12,801.42	12,225.12	306.28	347.64	-	-
Relatives of Key Management Personnel						
Mr. Mahendra Kumar Agarwal	12,299.72	12,225.12	306.28	347.64	-	-

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 34 Related party disclosure *(continued)*

C. Related party transactions with subsidiaries and their closing balances

Particulars		Transaction value					
		31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
(a)	Civil construction income						
	(i) Shillong Expressway Limited	7.09	33.87	32.26	30.72	31.36	1,150.82
	(ii) Reengus Sikar Expressway Limited	-	90.27	56.86	33.06	658.34	1,405.79
	(iii) Jodhpur Pali Expressway Limited	-	57.25	128.63	2,572.18	1,422.31	-
	(iv) Nagaur Mukundgarh Highways Private Limited	760.94	-	-	-	-	-
	(v) GR Phagwara Expressway Limited	607.85	-	-	-	-	-
(b)	Investment in equity shares during the year						
	(i) G R Building and Construction Nigeria Limited, Nigeria	-	-	29.45	-	0.28	-
	(ii) G R Infrastructure Limited , Nigeria	-	-	-	2.11	0.76	-
	(iii) Jodhpur Pali Expressway Limited	-	-	-	-	-	0.50
	(iv) Porbandar Dwarka Expressway Private Limited	0.10	-	-	-	-	-
	(v) Nagaur Mukundgarh Highways Private Limited	136.20	0.10	-	-	-	-
	(vi) GR Phagwara Expressway Limited	202.50	0.50	-	-	-	-
	(vii) Varanasi Sangam Expressway Private Limited	388.90	-	-	-	-	-
(c)	Share application money given						
	(i) G R Building and Construction Nigeria Limited, Nigeria	-	-	-	29.45	-	-
	(ii) Shillong Expressway Limited	-	-	-	-	-	197.02
	(iii) Reengus Sikar Expressway Limited	-	-	-	-	-	147.81
(d)	Loan given						
	(i) Reengus Sikar Expressway Limited	5.83	79.21	157.58	338.97	300.13	-
	(ii) Shillong Expressway Limited	-	0.86	8.18	304.10	555.15	-
	(iii) Jodhpur Pali Expressway Limited	-	80.82	58.96	719.27	559.55	-
	(iv) Porbandar Dwarka Expressway Private Limited	52.61	-	-	-	-	-
	(v) Nagaur Mukundgarh Highways Private Limited	268.69	-	-	-	-	-
	(vi) GR Phagwara Expressway Limited	521.30	-	-	-	-	-
	(vii) Varanasi Sangam Expressway Private Limited	755.16	-	-	-	-	-
(e)	Investment in financial instrument representing subordinated debt						
	(i) GR Phagwara Expressway Limited	-	41.94	-	-	-	-
(f)	Loan received back						
	(i) Reengus Sikar Expressway Limited	3.08	51.50	393.63	46.09	-	-
	(ii) Shillong Expressway Limited	-	0.86	8.18	815.98	245.00	-
	(iii) Jodhpur Pali Expressway Limited	-	152.26	26.94	23.33	-	-
	(iv) Nagaur Mukundgarh Highways Private Limited	8.59	-	-	-	-	-
	(v) GR Phagwara Expressway Limited	204.84	-	-	-	-	-
	(vi) Varanasi Sangam Expressway Private Limited	20.74	-	-	-	-	-
(g)	Mobilisation advance received						
	(i) Jodhpur Pali Expressway Limited	-	-	-	-	347.41	-
	(ii) Nagaur Mukundgarh Highways Private Limited	363.44	-	-	-	-	-
	(iii) GR Phagwara Expressway Limited	510.20	-	-	-	-	-
	(iv) Varanasi Sangam Expressway Private Limited	1,036.80	-	-	-	-	-
(h)	Interest income on loans						
	(i) Reengus Sikar Expressway Limited	11.18	15.01	26.55	64.37	14.19	-
	(ii) Shillong Expressway Limited	-	-	-	22.48	50.61	-
	(iii) Jodhpur Pali Expressway Limited	-	13.46	5.33	50.50	-	-
	(iv) Porbandar Dwarka Expressway Private Limited	0.37	-	-	-	-	-
	(v) Nagaur Mukundgarh Highways Private Limited	11.23	-	-	-	-	-
	(vi) GR Phagwara Expressway Limited	27.72	-	-	-	-	-
	(vii) Varanasi Sangam Expressway Private Limited	31.88	-	-	-	-	-
(i)	Interest expense on mobilisation advances received						
	(i) Nagaur Mukundgarh Highways Private Limited	16.67	-	-	-	-	-
	(ii) GR Phagwara Expressway Limited	33.84	-	-	-	-	-
	(iii) Varanasi Sangam Expressway Private Limited	47.55	-	-	-	-	-
(j)	Guarantees (released) / given on behalf of subsidiary						
	(i) Jodhpur Pali Expressway Limited	-	(4.55)	84.93	170.32	-	-
	(ii) Nagaur Mukundgarh Highways Private Limited	381.00	-	-	-	-	-
	(iii) Porbandar Dwarka Expressway Private Limited	800.00	-	-	-	-	-

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 34 Related party disclosure *(continued)*

C. Related party transactions with subsidiaries and their closing balances

Particulars	Balance outstanding (Payable)					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Outstanding trade receivable / (payable)						
Shillong Expressway Limited	-	-	-	-	-	421.40
Reengus Sikar Expressway Limited	-	26.25	12.80	-	48.74	288.69
Jodhpur Pali Expressway Limited	-	-	(26.35)	(66.93)	90.39	-
Nagaur Mukundgarh Highways Private Limited	146.04	-	-	-	-	-
GR Phagwara Expressway Limited	11.63	-	-	-	-	-
Outstanding advances/other receivable						
Shillong Expressway Limited	-	-	-	-	511.88	201.74
Reengus Sikar Expressway Limited	176.42	162.49	119.77	740.87	447.99	147.86
Jodhpur Pali Expressway Limited	-	-	58.01	1,255.49	559.55	-
G R Building and Construction Nigeria Limited, Nigeria	53.18	65.61	66.97	63.08	-	-
Porbandar Dwarka Expressway Private Limited	52.99	-	-	-	-	-
Nagaur Mukundgarh Highways Private Limited	254.66	-	-	-	-	-
GR Phagwara Expressway Limited	352.29	-	-	-	-	-
Varanasi Sangam Expressway Private Limited	718.75	-	-	-	-	-
Outstanding guarantees						
Jodhpur Pali Expressway Limited	-	250.70	255.25	170.32	-	-
Nagaur Mukundgarh Highways Private Limited	381.00	-	-	-	-	-
Porbandar Dwarka Expressway Private Limited	800.00	-	-	-	-	-
Outstanding retention amount receivable						
Reengus Sikar Expressway Limited	2.72	2.72	7.72	7.72	7.72	9.47
Outstanding mobilisation advances payable						
Nagaur Mukundgarh Highways Private Limited	363.44	-	-	-	-	-
GR Phagwara Expressway Limited	510.20	-	-	-	-	-
Varanasi Sangam Expressway Private Limited	1,036.80	-	-	-	-	-

D. Related party transactions with Enterprises over which KMPs and relatives of KMPs exercise significant influence and their closing balances

Particulars	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Rent paid						
(i) Grace Buildhome Private Limited	0.16	0.22	0.22	0.22	0.22	0.22
(ii) Rahul Infrastructure Private Limited	0.54	0.72	0.72	0.72	0.72	0.72
(iii) Udaipur Buildestate Private Limited	0.09	0.12	0.12	0.12	0.12	0.12
Loan given by GR Infratech Private Limited taken over (refer note 45)						
(i) Udaipur Buildstate Pvt. Ltd.	10.70	-	-	-	-	-
Loan received back						
(i) Udaipur Buildstate Pvt. Ltd.	10.70	-	-	-	-	-
Loan received by GR Infratech Private Limited taken over (refer note 45)						
(i) Grace Buildhome Pvt Ltd	7.35	-	-	-	-	-
Loan repaid						
(i) Grace Buildhome Pvt Ltd	7.35	-	-	-	-	-

Particulars	Balance outstanding (Payable)					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Outstanding payables						
Grace Buildhome Private Limited	0.91	0.82	0.83	0.68	0.49	0.32
Rahul Infrastructure Private Limited	2.56	2.35	2.19	1.63	1.69	1.13
Udaipur Buildestate Private Limited	0.07	0.03	0.30	0.22	0.19	0.09
Outstanding guarantees given on behalf of Company						
Grace Buildhome Private Limited	12,826.81	12,225.12	306.28	347.64	-	-
Rahul Infrastructure Private Limited	12,826.81	12,225.12	306.28	347.64	-	250.00
Udaipur Buildestate Private Limited	12,299.72	12,225.12	306.28	347.64	-	-

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 34 Related party disclosure *(continued)*

E. Related party transactions with Enterprise having significant influence over Company and their closing balances.

Particulars	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Loan taken						
G R Infratech Private Limited	-	-	-	-	75.00	-
Loan repaid						
G R Infratech Private Limited	-	-	-	-	75.00	-
Loan given by GR Infratech Private Limited taken over (refer note 45)						
Lokesh Builders Private Limited	1.50	-	-	-	-	-
Loan received back						
Lokesh Builders Private Limited	1.50	-	-	-	-	-
Rent paid						
Lokesh Builders Private Limited	0.11	0.14	0.14	0.14	0.14	0.14

Refer note 45 for details of merger of G R Infratech Private Limited with the Company

Particulars	Balance outstanding (Payable)					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Outstanding payables						
Lokesh Builders Private Limited	0.05	0.08	0.46	0.34	0.23	0.11
Outstanding guarantees given on behalf of Company						
Lokesh Builders Private Limited	12,826.81	12,225.12	306.28	347.64	448.75	273.21

Disclosure as per Regulation 53(F) of SEBI (Listing Obligations And Disclosure Requirements) Regulations

Loans and advances in the nature of loans given to subsidiaries and taken from the firms/companies in which directors are interested :

Name of the Party	Reengus Sikar Expressway Limited	Shillong Expressway Limited	Jodhpur Pali Expressway Limited	Porbandar Dwarka Expressway Private Limited	Nagaur Mukundgarh Highways Private Limited	GR Phagwara Expressway Limited	Varanasi Sangam Expressway Private Limited
Relationship	Wholly owned subsidiary	Subsidiary	Wholly owned subsidiary	Wholly owned subsidiary	Wholly owned subsidiary	Wholly owned subsidiary	Wholly owned subsidiary
Amount outstanding as at							
31 December 2017	176.42	-	-	52.99	254.66	352.29	718.75
31 March 2017	162.49	-	-	-	-	-	-
31 March 2016	119.77	-	58.01	-	-	-	-
31 March 2015	740.87	-	1,255.49	-	-	-	-
31 March 2014	447.99	511.88	559.55	-	-	-	-
31 March 2013	147.86	201.74	-	-	-	-	-
Maximum balance outstanding during the period / year							
31 December 2017	176.42	-	-	52.99	260.1	553.97	734.42
31 March 2017	198.99	0.86	145.77	-	-	-	-
31 March 2016	389.53	7.00	58.45	-	-	-	-
31 March 2015	740.87	568.87	1,255.49	-	-	-	-
31 March 2014	447.99	703.41	559.55	-	-	-	-
31 March 2013	147.86	201.74	-	-	-	-	-

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 35 Operating leases

A. Leases as lessee

The Company has obtained premises (office, residential and Godowns), machineries and cars taken on lease. The terms of lease include terms of renewals, increase in rent in future period, terms of cancellation, etc. The agreements are executed for a period of 11 months to 60 months with a renewable clause and also provide for termination at will by either party giving a prior notice of 1 to 3 months at any time during the lease term.

Amounts recognised in the Statement of Profit and Loss

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
(i) Civil construction costs							
Machinery hire charges	Note 25	94.80	108.23	86.53	28.75	22.58	14.57
Rent at site	Note 25	51.31	46.92	29.09	19.45	14.72	13.07
		146.11	**155.15**	**115.62**	**48.20**	**37.30**	**27.64**
(ii) Other expenses							
Car rent	Note 31	25.93	23.90	20.17	11.45	10.82	6.25
Office rent	Note 31	8.27	6.60	6.22	4.15	4.39	4.17
		34.20	**30.50**	**26.39**	**15.60**	**15.21**	**10.42**

B. Leases as lessor

The Company rents out its equipments on operating lease basis. All the arrangements are cancellable and are generally ranging in the period of 1 months to 6 months. There are no contingent rents recognised as income in the period.

Amounts recognised in the Statement of Profit and Loss

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Equipment given on hire	Note 23	19.91	14.11	0.16	-	-	-

Note 36 Earnings per share

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Face value per equity share (in Rs.)	5.00	5.00	5.00	5.00	5.00	5.00
(a) Profit for the year attributable to equity shareholders	3,160.48	5,369.24	1,432.16	381.87	296.85	552.92
(b) Number of equity shares at the beginning of the year	48,481,110	24,240,555	24,240,555	24,240,555	24,240,555	24,240,555
(c) Equity shares issued during the year	-	24,240,555	-	-	-	-
(d) Number of equity shares at the end of the year	48,481,110	48,481,110	24,240,555	24,240,555	24,240,555	24,240,555
(e) Weighted average number of equity shares for calculating basic and diluted EPS (refer notes below)	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220
Earnings Per Share (in Rs.):						
- Basic and Diluted earnings per share [(a)/(e)]	32.59	55.37	14.77	3.94	3.06	5.70

Notes :

(a) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year / period.

(b) The Company has issued 24,862,108 equity shares as bonus in ratio of 1:1 on 18 June 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Ind AS 33 - *Earnings Per Share* .

(c) Authorised share capital of the Company was increased from Rs. 750 million divided into 75,000,000 equity shares of Rs. 10 each to Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 and 5,000,000 Non-Cumulative Redeemable Preference Share of Rs.10 each by virtue of final order from Hon'ble National Company Law Tribunal, Ahmedabad dated 22 February 2018 approving amalgamation between G R Infratech Private Limited and G R Infraprojects Limited. The shareholders of the Company have, at the Extraordinary General Meeting (EGM) held on 24 March 2018, accorded their consent to the following:

i) Authorised share capital of the Company comprising of Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 each and 5,000,000 Non-cumulative Redeemable Preference Shares of Rs. 10 be reclassified into 89,000,000 equity shares of Rs. 10 each aggregating to Rs. 890 million.

ii) Sub division of the authorised and issued share capital of the Company by decreasing the face value of the equity share from Rs. 10 each to Rs. 5 each. The record date for the sub division was 30 March 2018. Accordingly, the issued, subscribed and paid up share capital of Rs. 484.81 million comprise of 96,962,220 equity shares of Rs. 5 each.

(d) As per Ind AS 33 - *Earnings Per Share* , if the number of ordinary or potential ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. Pursuant to the shareholders' consent to the sub division of the equity shares at the EGM mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been adjusted in the financial statements for all the periods presented.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 37 Contingent liabilities and commitments

(to the extent not provided for)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Contingent liabilities						
a. Claims against the Company not acknowledged as debts						
(i) Sales tax matters (refer note (i) below)	7.18	43.02	73.98	38.59	46.33	23.26
(ii) Income tax matters (refer note (i) below)	7.48	1.33	4.52	0.81	0.16	1.02
b. Guarantees excluding financial guarantees :						
(i) Guarantees given to third parties (refer note (ii) below)	10,119.33	7,052.47	6,051.62	3,428.50	3,348.19	2,337.42
Commitments						
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for (refer note (iii) below)	936.39	123.12	622.28	33.93	19.11	144.70
	11,070.38	**7,219.94**	**6,752.40**	**3,501.83**	**3,413.79**	**2,506.39**

Notes

i. Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/decisions pending with various forums/authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

ii Guarantee given to third parties represents guarantees given to various government authorities for the project.

iii. The Company is committed to spend the amount disclosed above are under a contract to purchase plant and equipment.

Note 38 Interest in other entities

Joint operations

The Company has interest in the following joint arrangements set up as an Un-incorporated Association of Persons (AOPs) for construction of roads and highways :

Name of the joint operations	Country of incorporation	Date of acquisition of interest in joint operation	Proportion of Company's interest (%)
GRIL - MSKEL (JV)	India	05-Nov-09	60%
GR - JKM (JV) (upto 30 September 2017)	India	22-Dec-08	65%
GR-TRIVENI (JV)			
- Hata - Musabani Road Project	India	10-Mar-12	51%
- Rites NTPC Lara PKG IV-B	India	18-Mar-16	49%
- Chaibasa -Tonto -Roam Road	India	03-Sep-16	45%
SBEPL - GRIL (JV)	India	21-May-12	35%
RAVI INFRA - GRIL - SHIVAKRITI (JV)	India	21-Aug-14	10%
GR-Gawar (JV):			
- Rohtak Project	India	07-Sep-09	25%
- Nepal Project	India	18-Sep-10	51%
- Jhajjar Project	India	15-Apr-11	51%
- Faridabad Project	India	13-Jan-12	54%
- Sonepat Project	India	20-Jul-13	25%

Classification of joint arrangements

The joint venture agreements in relation to above joint operations require unanimous consent from all parties for relevant activities. The two partners have direct rights to the assets of joint arrangement and are jointly and severally liable for the liabilities incurred by joint arrangement. Accordingly, the above entities are classified as joint operation and the Company recognises its direct share of the jointly held assets, liabilities, revenue and expenses.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 39 Fair Value Measurements

A. Accounting classification and fair values

As at 31 December 2017

Particulars	FVTPL	FVOCI	Amortised cost	Total	Fair Value Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Investments (Note 1)	922.33	166.96	5.00	1,094.29	745.47	-	348.82	1,094.29
Loans	-	-	1,555.11	1,555.11	-	-	-	-
Trade receivables	-	-	3,601.47	3,601.47	-	-	-	-
Cash and cash equivalents	-	-	1,087.51	1,087.51	-	-	-	-
Other bank balance	-	-	1,436.28	1,436.28	-	-	-	-
Other financial assets	-	-	4,576.01	4,576.01	-	-	-	-
Total Financial assets	**922.33**	**166.96**	**12,261.38**	**13,350.67**	**745.47**	**-**	**348.82**	**1,094.29**
Borrowings (excluding current maturities)	-	-	2,693.02	2,693.02	-	-	-	-
Trade payable	-	-	1,818.48	1,818.48	-	-	-	-
Other financial liabilities	-	-	4,038.65	4,038.65	-	-	-	-
Total Financial liabilities	**-**	**-**	**8,550.15**	**8,550.15**	-	-	-	-

As at 31 March 2017

Particulars	FVTPL	FVOCI	Amortised cost	Total	Fair Value Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Investments (Note 1)	1,410.16	136.94	5.00	1,552.10	1,235.22	-	311.88	1,547.10
Loans	-	-	162.49	162.49	-	-	-	-
Trade receivables	-	-	5,294.73	5,294.73	-	-	-	-
Cash and cash equivalents	-	-	4,149.84	4,149.84	-	-	-	-
Other bank balance	-	-	1,241.52	1,241.52	-	-	-	-
Other financial assets	-	-	1,001.95	1,001.95	-	-	-	-
Total Financial assets	**1,410.16**	**136.94**	**11,855.53**	**13,402.63**	**1,235.22**	**-**	**311.88**	**1,547.10**
Borrowings (excluding current maturities)	-	-	2,815.61	2,815.61	-	-	-	-
Trade payable	-	-	2,256.37	2,256.37	-	-	-	-
Other financial liabilities	-	-	1,979.59	1,979.59	-	-	-	-
Total Financial liabilities	**-**	**-**	**7,051.57**	**7,051.57**	-	-	-	-

As at 31 March 2016

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair Value Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Investments (Note 1)	580.54	9.15	5.00	594.69	12.06	-	577.63	589.69
Loans	-	-	177.78	177.78	-	-	-	-
Trade receivables	-	-	3,620.10	3,620.10	-	-	-	-
Cash and cash equivalents	-	-	549.80	549.80	-	-	-	-
Other bank balance	-	-	561.03	561.03	-	-	-	-
Other financial assets	-	-	1,618.66	1,618.66	-	-	-	-
Total Financial assets	**580.54**	**9.15**	**6,532.37**	**7,122.06**	**12.06**	**-**	**577.63**	**589.69**
Borrowings (excluding current maturities)	-	-	2,596.20	2,596.20	-	-	-	-
Trade payable	-	-	2,210.40	2,210.40	-	-	-	-
Other financial liabilities	-	-	1,413.73	1,413.73	-	-	-	-
Total Financial liabilities	**-**	**-**	**6,220.33**	**6,220.33**	-	-	-	-

As at 31 March 2015

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair Value Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Investments (Note 1)	553.43	9.32	-	562.75	12.51	-	550.24	562.75
Loans	-	-	1,996.36	1,996.36	-	-	-	-
Trade receivables	-	-	1,805.48	1,805.48	-	-	-	-
Cash and cash equivalents	-	-	379.33	379.33	-	-	-	-
Other bank balance	-	-	263.17	263.17	-	-	-	-
Other financial assets	-	-	1,072.20	1,072.20	-	-	-	-
Total Financial assets	**553.43**	**9.32**	**5,516.53**	**6,079.28**	**12.51**		**550.24**	**562.75**
Borrowings (excluding current maturities)	-	-	1,926.56	1,926.56	-	-	-	-
Trade payable	-	-	1,147.82	1,147.82	-	-	-	-
Other financial liabilities	-	-	1,149.33	1,149.33	-	-	-	-
Total Financial liabilities	**-**	**-**	**4,223.71**	**4,223.71**	**-**	**-**	**-**	**-**

(Currency: Indian Rupees in million)

Note 39 Fair Value Measurements *(continued)*

A. Accounting classification and fair values *(Continued)*

As at 31 March 2014

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair Value: Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Investments (Note 1)	529.35	11.25	-	540.60	15.25	-	525.35	540.60
Loans	-	-	1,519.42	1,519.42	-	-	-	-
Trade receivables	-	-	2,030.99	2,030.99	-	-	-	-
Cash and cash equivalents	-	-	46.68	46.68	-	-	-	-
Other bank balance	-	-	203.95	203.95	-	-	-	-
Other financial assets	-	-	1,153.83	1,153.83	-	-	-	-
Total Financial assets	**529.35**	**11.25**	**4,954.87**	**5,495.47**	**15.25**		**525.35**	**540.60**
Borrowings (excluding current maturities)	-	-	1,967.76	1,967.76	-	-	-	-
Trade payable	-	-	512.35	512.35	-	-	-	-
Other financial liabilities	-	-	1,101.25	1,101.25	-	-	-	-
Total Financial liabilities	**-**	**-**	**3,581.36**	**3,581.36**	**-**	**-**	**-**	**-**

As at 31 March 2013

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair Value: Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Investments (Note 1)	506.38	9.56	-	515.94	13.21	-	502.73	515.94
Loans	-	-	349.60	349.60	-	-	-	-
Trade receivables	-	-	1,780.03	1,780.03	-	-	-	-
Cash and cash equivalents	-	-	238.90	238.90	-	-	-	-
Other bank balance	-	-	160.95	160.95	-	-	-	-
Other financial assets	-	-	301.10	301.10	-	-	-	-
Total Financial assets	**506.38**	**9.56**	**2,830.58**	**3,346.52**	**13.21**	**-**	**502.73**	**515.94**
Borrowings (excluding current maturities)	-	-	956.26	956.26	-	-	-	-
Trade payable	-	-	544.36	544.36	-	-	-	-
Other financial liabilities	-	-	300.14	300.14	-	-	-	-
Total Financial liabilities	**-**	**-**	**1,800.76**	**1,800.76**	**-**	**-**	**-**	**-**

Note :

i) Investments in subsidiaries classified as equity investments have been accounted at historical cost. Since these are scope out of Ind AS 109, Financial Instruments, for the purposes of measurement, the same have not been disclosed in the tables above. Investments in unquoted equity shares of entities other than subsidiaries have been designated as FVOCI.

ii) The carrying amounts of financial assets and liabilities other than those valued at Level 1 and Level 2 are considered to be the same as their fair values due to the current and short term nature of such balances and no material differences in the values.

iii) Level 3 fair values

Movements in the values of unquoted equity and preference instruments :

Particulars	Amount
As at 31 December 2017	**348.82**
Acquisitions / (disposals)	-
Gains / (losses) recognised in other comprehensive income	36.94
Gains / (losses) recognised in statement of profit or loss	-
As at 31 March 2017	**311.88**
Acquisitions / (disposals)	(422.27)
Investments retained in the former subsidiary recognised at FVOCI	5.34
Gains / (losses) recognised in other comprehensive income	121.06
Gains / (losses) recognised in statement of profit or loss	30.12
As at 31 March 2016	**577.63**
Acquisitions / (disposals)	-
Gains / (losses) recognised in other comprehensive income	-
Gains / (losses) recognised in statement of profit or loss	27.39
As at 31 March 2015	**550.24**
Acquisitions / (disposals)	-
Gains / (losses) recognised in other comprehensive income	-
Gains / (losses) recognised in statement of profit or loss	24.89
As at 31 March 2014	**525.35**
Acquisitions / (disposals)	-
Gains / (losses) recognised in other comprehensive income	-
Gains / (losses) recognised in statement of profit or loss	22.62
As at 31 March 2013	**502.73**

B. Measurement of fair values

Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares and mutual fund that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : These instruments are valued based on significant unobservable inputs whereby future cash flows are discounted using appropriate discount rate.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

C. Fair value through Other comprehensive income - in unquoted equity shares:

As at and till 31 March 2016, investments in equity shares of Jodhpur Pali Expressway Limited and Shillong Expressway Limited were accounted at historical cost based on optional exemption provided under Ind AS 101 for investment in equity shares of subsidiary companies. (refer note 43)

On account of disposal of controlling stake in the above subsidiary companies on 30 March 2017, the investments in equity shares of these entities has been designated as FVOCI. The fair value has been computed based on the per share price of the sale of controlling stake and per share price agreed with buyer as sales consideration.

(Currency: Indian Rupees in million)

Note 40 Financial instruments risk management objectives and policies

The Company's financial liabilities comprise mainly of borrowings, trade and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Management has oversight in the area of financial risks and controls. It also covers policies on specific risk areas such as currency risk, interest rate risk, credit risk and investment of surplus funds.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of following financial assets represents the maximum credit exposure:

Other financial assets

This comprises mainly of deposits with banks, investments in mutual funds and other intercompany receivables. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are group companies, banks and recognised financial institutions. Banks, mutual funds and recognised financial institutions have high credit ratings assigned by credit rating agencies.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base.

Further, trade receivables includes retention money receivable from the customers on expiry of the defect liability period. However, the Company has an option to get the refund of the above receivables if performance bank guarantee is provided. Management exercises the option of getting refund of retention and accordingly, the same has been classified as current.

Age of receivables

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Within the credit period	3,049.53	4,943.25	3,291.50	1,215.99	370.74	240.41
1-30 days past due	109.48	11.99	2.13	1.38	1,419.78	1,045.55
31-60 days past due	43.61	0.24	3.17	0.72	20.56	51.55
61-90 days past due	19.66	0.57	0.32	60.90	66.16	19.81
91-180 days past due	15.36	1.81	2.77	84.28	58.23	290.16
181-365 days past due	38.72	17.26	7.46	429.23	9.93	131.38
More than 365 days past due	325.11	319.61	312.75	12.98	85.59	1.17
	3,601.47	**5,294.73**	**3,620.10**	**1,805.48**	**2,030.99**	**1,780.03**

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. Management is of the view that these financial assets are not impaired as majority of customers are government corporations where no credit risk is perceived. Further, historically the amount outstanding for more than one year does not exceed 10% of the total receivables on the respective reporting date. Accordingly, the management does not anticipate a significant loss on account of time value of money.

The maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
India	3,601.47	5,294.73	3,620.10	1,805.48	2,030.99	1,780.03
	3,601.47	**5,294.73**	**3,620.10**	**1,805.48**	**2,030.99**	**1,780.03**

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company liquidate investment in liquid mutual funds to meet the immediate obligations.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

31 December 2017	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	4,318.59	4,318.59	2,813.17	1,505.42	-
Trade payables	1,818.48	1,818.48	1,818.48	-	-
Other current financial liabilities	2,413.08	2,413.08	2,413.08	-	-
Financial guarantee contracts (refer note below)	1,181.00	1,181.00	1,181.00	-	-
Total	**9,731.15**	**9,731.15**	**8,225.73**	**1,505.42**	**-**

31 March 2017	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	3,950.88	3,950.88	1,381.00	2,569.88	-
Trade payables	2,256.37	2,256.37	2,256.37	-	-
Other current financial liabilities	844.32	844.32	844.32	-	-
Financial guarantee contracts (refer note below)	250.70	250.70	250.70		
Total	**7,302.27**	**7,302.27**	**4,732.39**	**2,569.88**	**-**

31 March 2016	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	3,599.68	3,599.68	1,492.09	2,107.59	-
Trade payables	2,210.40	2,210.40	2,210.40	-	-
Other current financial liabilities	410.25	410.25	410.25	-	-
Financial guarantee contracts (refer note below)	255.25	255.25	1.73	39.66	213.85
Total	**6,475.58**	**6,475.58**	**4,114.47**	**2,147.25**	**213.85**

(Currency: Indian Rupees in million)

Note 40 Financial instruments risk management objectives and policies *(continued)*

(ii) Liquidity risk *(continued)*

31 March 2015	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	2,848.34	2,848.34	2,358.21	490.13	-
Trade payables	1,147.82	1,147.82	1,147.82	-	-
Other current financial liabilities	227.55	227.55	227.55	-	-
Financial guarantee contracts (refer note below)	170.32	170.32	0.92	14.05	155.36
Total	**4,394.03**	**4,394.03**	**3,734.50**	**504.18**	**155.36**

31 March 2014	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	2,758.79	2,758.79	2,190.80	567.99	-
Trade payables	512.35	512.35	512.35	-	-
Other current financial liabilities	310.22	310.22	310.22	-	-
Total	**3,581.36**	**3,581.36**	**3,013.37**	**567.99**	**-**

31 March 2013	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	957.18	957.18	955.24	1.94	-
Trade payables	544.36	544.36	544.36	-	-
Other current financial liabilities	299.22	299.22	299.22	-	-
Total	**1,800.76**	**1,800.76**	**1,798.82**	**1.94**	**-**

Note :

* Guarantees issued by the Company on behalf of Subsidiaries are with respect to limits availed by the respective entity. These amounts will be payable on default by the concerned entity. As of the reporting date, none of the subsidiary has defaulted and hence, the Company does not have any present obligation to third parties in relation to such guarantees. Further, as at 31 March 2017, the Holding Company has given financial guarantee on behalf of loan taken by Jodhpur Pali Expressway Limited, an erstwhile subsidiary company to its lenders. The financial guarantee ceased to exist on 17 May 2017 due to refinancing of facilities by the erstwhile subsidiary company.

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risks. Thus, exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

a) Currency risk

The functional currency of the Company is Indian Rupees ("Rs."). Transactions denominated in foreign currency comprises primarily of import of raw material and plant and machineries which are not material. Accordingly, the Company is not significantly exposed to foreign currency risk.

Unhedged foreign currency exposure

Particulars	Currency	31 December 2017		31 March 2017		31 March 2016	
		Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.
Financial assets							
Other financial assets and bank balance	USD	0.88	56.38	1.01	65.61	1.01	66.97
Total (A)		0.88	56.38	1.01	65.61	1.01	66.97
Financial liabilities							
Payables	USD	0.19	12.24	0.01	0.36	0.93	61.43
	EURO	1.89	143.99	1.13	77.90	-	-
Total (B)		2.08	156.23	1.14	78.26	0.93	61.43
Net exposure to foreign currency (A-B)			**(99.85)**		**(12.65)**		**5.54**

Particulars	Currency	31 March 2015		31 March 2014		31 March 2013	
		Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.
Financial assets							
Other financial assets and bank balance	USD	1.01	63.08	-	-	-	-
Total (A)		1.01	63.08	-	-	-	-
Financial liabilities							
Payables	USD	2.69	167.67	2.28	136.65	0.95	51.57
	GBP	0.16	14.80	-	-	-	-
	EURO	1.78	119.12	1.27	104.89	0.34	23.88
Total (B)		4.63	301.59	3.55	241.54	1.29	75.45
Net exposure to foreign currency (A-B)			**(238.51)**		**(241.54)**		**(75.45)**

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	Impact on profit before tax					
	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Euro						
increase 2%	(2.88)	(1.56)	0.00	(2.38)	(2.10)	(0.48)
decrease 2%	2.88	1.56	0.00	2.38	2.10	0.48
USD						
increase 1%	0.44	0.65	0.06	(1.05)	(1.37)	(0.52)
decrease 1%	(0.44)	(0.65)	(0.06)	1.05	1.37	0.52

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 40 Financial instruments risk management objectives and policies *(continued)*
(iii) Market risk *(Continued)*

b) Price risk
i) Exposure
The Company's exposure to price risk in the investment in mutual funds and equity shares arises from investments held by the Company and classified in the balance sheet as fair value through profit or loss including OCI. (refer note 4). Management monitors the prices closely to mitigate its impact on profit and cash flows.
The investments in mutual funds and preference instruments are designated as FVTPL while investment in equity shares are designated as FVOCI.

ii) Sensitivity analysis

Particulars	Impact on profit before tax					
	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Investment in mutual funds, preference instruments and equity:						
increase 1%	9.22	14.10	5.81	5.53	5.29	5.06
decrease 1%	(9.22)	(14.10)	(5.81)	(5.53)	(5.29)	(5.06)

c) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk resulting from fluctuations in interest rates. While most of long term borrowings from banks and financial institutions are on fixed rate basis, project specific borrowings primarily consist of floating rate obligations linked to the applicable benchmark rates, which may typically be adjusted at certain intervals in accordance with prevailing interest rates. As at 31 December 2017, approximately 63% of the Company's borrowings are at fixed rate (31 March 2017 : 79%, 31 March 2016 : 61%, 31 March 2015 : 24%, 31 March 2014 : 37% and 31 March 2013 : 22%). Increases in interest rates would increase interest expenses relating to outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect ability to service long-term debt and to finance development of new projects, all of which in turn may adversely affect results of operations. The Company seeks to mitigate such risk by maintaining an adequate proportion of floating and fixed interest rate borrowings and taking short term floating interest rate loans. Summary of financial assets and financial liabilities has been provided below:

Exposure to interest rate risk
The interest rate profile of the Company's interest - bearing financial instrument as reported to management is as follows:

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Fixed-rate instruments						
Financial assets	1,527.14	1,345.06	666.45	333.32	227.24	225.95
Financial liabilities	2,658.85	3,086.37	2,146.46	635.55	993.33	204.61
Variable-rate instruments						
Financial assets	-	-	-	-	-	-
Financial liabilities	1,609.38	813.95	1,401.13	2,041.18	1,718.34	705.45

Interest rate sensitivity
Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

Sensitivity analysis

Particulars	Impact on profit before tax					
	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Interest rate						
- increase by 100 basis points	(16.09)	(8.14)	(14.01)	(20.41)	(17.18)	(7.05)
- decrease by 100 basis points	16.09	8.14	14.01	20.41	17.18	7.05

Note 41 Capital management
For the purpose of the Company's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. Management monitors the return on capital, to equity share holders.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using Debt-Equity ratio, which is net debt divided by total equity. The Company's policy is to keep the net debt to equity ratio below 3. The Company includes within net debt, interest bearing loans and borrowings, less cash and short-term deposits.

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Total borrowings	4,318.59	3,950.88	3,599.68	2,848.34	2,758.79	957.18
Less: cash and cash equivalents	1,087.51	4,149.84	549.80	379.33	46.68	238.90
Adjusted net debt	**3,231.08**	**(198.96)**	**3,049.88**	**2,469.01**	**2,712.11**	**718.28**
Equity share capital	484.81	484.81	242.41	242.41	242.41	242.41
Other equity	14,009.58	10,841.01	5,613.47	4,188.24	3,810.50	3,504.84
Total equity	**14,494.39**	**11,325.82**	**5,855.88**	**4,430.65**	**4,052.91**	**3,747.25**
Adjusted net debt to equity ratio	**0.22**	**(0.02)**	**0.52**	**0.56**	**0.67**	**0.19**

No changes were made in the objectives, policies or processes for managing capital during the period years ended 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013.

Note 42 Disclosures pursuant to Indian Accounting standard (Ind AS) 11 "Construction Contracts"

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
For ongoing and completed projects during the year						
Contract revenue recognised for the year	17,030.78	30,770.49	18,785.14	9,334.54	8,525.31	9,658.75
For ongoing projects at the year end						
Gross amount due from customers for contract work	1,788.49	2,868.47	2,423.77	1,354.64	1,673.74	1,530.25
Gross amount due to customers for contract work (advance from customers)	3,085.12	4,405.77	2,212.18	1,331.32	1,475.43	628.30
Aggregate amount of contract costs incurred and recognised profits (less recognised losses) up-to the Balance sheet date for all contracts in progress as at that date	49,298.15	38,163.84	27,634.03	18,310.54	19,430.29	18,631.00
Amount of customer advances outstanding for contracts in progress as at balance sheet date	2,833.22	4,405.77	2,212.18	1,331.32	1,475.43	628.30
Retention amounts due from customers for contracts in progress	979.80	2,234.95	1,141.69	445.44	370.74	240.41

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 43 Exceptional Items - Sale of investment in subsidiaries

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Profit on sale of investment in subsidiaries	-	1,356.84	-	-	-	-

On 30 March 2017, the Company has disposed off investment in two subsidiary companies i.e. Jodhpur Pali Expressway Limited ("JPEL") and Shillong Expressway Limited ("SEL"), except 12% and 10% (approx.) equity shares respectively, which the management is in the process of disposing off. A consideration of Rs. 2,995.36 million has been received from buyer i.e. India Infrastructure Fund II (IIF II). Accordingly, the balance shares are classified as current investments designated at fair value through other comprehensive income. The balance stake does not result in either significant influence or control.

Note 44 Explanation of transition to Ind AS

As stated in Note 2 of Annexure V, the Company prepared the first standalone financial statements in accordance with Ind AS for the year ended 31 March 2017 including the comparative information for the year ended 31 March 2016 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2015.

The Company had prepared the financial statements for the year ended 31 March 2015 in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act and financial statements for the years ended 31 March 2014 and 31 March 2013 in accordance with Accounting standards prescribed under Section 211 (3C) of the Companies Act, 1956 read with the Companies Accounting Standard Rules (2006) (collectively 'Previous GAAP'). The Restated Standalone Financial Information for these years has been prepared as per the Guidance note on Reports in Company Prospectus, issued by the Institute of Chartered Accountants of India, by appropriately adjusting amounts reported under Previous GAAP based on requirements of Ind AS. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated Standalone Financial Information for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

In preparing the standalone financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

A. Optional exemptions availed

1 Deemed cost for property, plant and equipment and intangible assets

As per Ind AS 101 an entity may elect to:

(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date

(ii) use a Previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:

- fair value;
- or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

(iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with Previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under Previous GAAP for all the items of property, plant and equipment as its deemed cost. The same election has been made in respect of intangible assets also.

2 Deemed cost for investments in equity shares of subsidiary companies

Under, Ind AS 101 an entity can determine the value of investment in a subsidiary companies as either of the below:

- Cost determined in accordance with Ind AS 27 (i.e. retrospective application of Ind AS 27)
- Fair value at the entity's date of transition to Ind AS
- Previous GAAP carrying amount

Accordingly, if an entity chooses to measure its investment at Previous GAAP carrying amount at the date of transition then that is deemed to be cost of such investment for the Company and, therefore, it shall carry its investment at that amount after the date of transition.

The Company has elected to carry forward the Previous GAAP amounts as the deemed cost for investment in equity shares of subsidiary companies in the standalone financial statements.

3 Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries, associates and joint arrangements) as at fair value through other comprehensive income (FVOCI) based on facts and circumstances at the date of transition to Ind AS (rather than at initial recognition). Other equity investments are classified at fair value through profit or loss (FVTPL).

The Company has opted to avail this exemption to designate certain equity investments as FVOCI on the date of transition.

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 44 Explanation of transition to Ind AS *(continued)*

A. Optional exemptions availed *(continued)*

4 Service concession arrangement

The Company has reclassified the net carrying amount of windmill as on the transition date to the intangible asset by claiming the exemption provided under Ind AS 101 not to apply this standard retrospectively.

B. Mandatory exceptions

1 Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first standalone Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the Previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under Previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the standalone financial statements that were not required under the Previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL and/ or FVOCI.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the derecognition principles of Ind AS 109 prospectively.

3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

G R Infraprojects Limited

Annexure VI : Notes to Restated Standalone Financial Information

(Currency: Indian Rupees in million)

Note 44 Explanation of transition to Ind AS *(continued)*

A Reconciliation of equity as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013

Particulars	Notes	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Equity under previous GAAP (A)		**5,393.43**	**4,381.94**	**4,083.36**	**3,723.63**
Reduction of treasury shares from share capital	1	(6.22)	(6.22)	(6.22)	(6.22)
Measurement of financial instrument at amortised cost	2	(1.51)	(39.49)	0.45	-
Gain / (loss) arising on financial assets measured at FVTPL	3	103.79	76.69	51.11	28.13
Fair valuation of investments through OCI	4	1.96	2.13	4.06	2.38
Deferred tax on above adjustment	5	(35.48)	(12.81)	(17.97)	(9.98)
Equity under Ind AS before restatement adjustment (B)		**5,455.97**	**4,402.24**	**4,114.79**	**3,737.94**
Restatement adjustments as per Annexure VII (C)		399.91	28.41	(61.88)	9.31
Restated equity under Ind AS [(B)+(C)]		**5,855.88**	**4,430.65**	**4,052.91**	**3,747.25**

B Reconciliation of total comprehensive income for the year ended 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013

Particulars	Notes	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Net Profit under previous Indian GAAP (A)		**1,011.50**	**304.89**	**359.73**	**533.27**
Measurement of financial instrument at amortised cost	2	37.98	(39.94)	0.45	-
Gain arising on financial assets measured at FVTPL	3	27.10	25.58	22.98	23.29
Remeasurement of defined benefit plan	6	10.34	3.36	(10.90)	1.73
Deferred tax effect on above adjustments	5	(26.25)	3.99	(4.22)	(8.27)
Net profit before other comprehensive income as per Ind AS (B)		**1,060.67**	**297.88**	**368.04**	**550.02**
Add / (less) : Other comprehensive income					
Remeasurement of defined benefit plan	6	(10.34)	(3.36)	10.90	(1.73)
Fair valuation of investments	4	(0.17)	(1.93)	1.68	(2.55)
Deferred tax effect on above adjustments	5	3.58	1.16	(3.77)	0.60
Total other comprehensive income (C)		**(6.93)**	**(4.13)**	**8.81**	**(3.68)**
Total comprehensive income as per Ind AS before restatement [(D) = (B)+(C)]		**1,053.74**	**293.75**	**376.85**	**546.34**
Restatement adjustments as per Annexure VII (E)		371.49	83.99	(71.19)	2.90
Total restated comprehensive income as per Ind AS [(D) + (E)]		**1,425.23**	**377.74**	**305.66**	**549.24**

Notes to the reconciliations :

1 Reduction of treasury shares from share capital

Under Ind AS, the treasury shares issued to self are eliminated from equity share capital. Under Previous GAAP, these shares have been classified as equity shares issued to ESOP trust pending the finalisation of scheme. Accordingly, Rs. 6.22 millions has been eliminated from equity share capital as at 31 March 2013, 31 March 2014, 31 March 2015 and 31 March 2016.

2 Measurement of financial instrument at amortised cost

Transaction cost for loans and borrowings

Under the Previous GAAP, transaction costs incurred in connection with interest bearing loans and borrowings were charged to profit or loss when incurred. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest rate method. Accordingly the total equity increased by Rs. 10.68 million, Rs. 0.04 million and Rs. 0.45 million on 31 March 2016, 31 March 2015 and 31 March 2014.

Measurement of interest free security deposits paid at amortised cost

Under Ind AS, interest free security deposits paid to A2Z Limited for OFC Project are measured at amortised cost. Under the Previous GAAP, the application of the relevant accounting standard resulted in this security deposits paid being carried at cost. This has resulted in the decrease in equity by Rs. 12.19 million and Rs. 39.53 million as at 31 March 2016 and 31 March 2015 respectively.

3 Fair valuation of financial assets through profit and loss

Measurement of investment in Preference instruments of the subsidiaries at FVTPL

Under Ind AS, investment in preference shares in the subsidiaries are measured at FVTPL. Under the Previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost. This has resulted in the increase in equity as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, by Rs. 103.88 million, Rs. 76.50 million, Rs. 51.61 million and Rs. 28.98 million respectively.

Measurement of investment in mutual funds at FVTPL

In accordance with Ind AS, financial assets representing investment in mutual funds have been fair valued through profit and loss. Under the Previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost. This is has resulted in the decrease in equity as at 31 March 2016, 31 March 2014 and 31 March 2013 by Rs. 0.09 million Rs. 0.50 million and Rs. 0.84 million respectively and increase in equity as at 31 March 2015 by Rs. 0.19 million.

4 Fair valuation of investments through OCI

In accordance with Ind AS, financial assets representing investment in equity instruments other than equity investments in subsidiary companies have been fair valued through other comprehensive income. Under the Previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost. Fair valuation of these investments has resulted in the increase in equity as at 31 March 2013, 31 March 2014, 31 March 2015 and 31 March 2016 by Rs. 2.37 million, Rs. 4.05 million, Rs. 2.12 million and Rs. 1.96 million respectively.

(Currency: Indian Rupees in million)

Note 44 Explanation of transition to Ind AS *(continued)*

5 Deferred tax on Ind AS adjustments

Under the Previous GAAP, deferred tax was accounted using the income statement approach, which was based on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which based on the temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax liability on certain temporary differences which was not required under Previous GAAP as discussed below.

Particulars	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Measurement of financial instrument at amortised cost	(0.52)	(13.67)	0.15	-
Gain arising on financial assets measured at FVTPL	35.97	26.45	17.81	9.98
Fair valuation of investments through OCI	0.02	0.02	0.00	0.00
	35.48	**12.81**	**17.97**	**9.98**

6 Actuarial gains and losses accounted through OCI

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under Previous GAAP, these remeasurements were forming part of the profit or loss for the year. Accordingly, Rs. 3.36 million, Rs. 10.90 million and Rs. 1.73 million has been reclassified from the Statement of Profit and Loss to other comprehensive income in 2015-16, 2014-15 and 2013-14 respectively. However, this adjustment has no impact on the total equity on the transition date as well as at 31 March 2015, 31 March 2014 and 31 March 2013.

Note 45 Merger of GR Infratech Private Limited with the Company

A scheme of Amalgamation ("the Scheme") for the amalgamation of GR Infratech Private Limited ("Transferor Company"), with the Company ("Transferee Company"), with effect from 1 April 2017, ("Appointed date") was sanctioned by the Ahmedabad Bench of National Company Law Tribunal ("NCLT"), vide its Order dated 22 February 2017.

As the scheme has been approved by NCLT prior to approval of these restated standalone financial information, the amalgamation has been considered an adjusting event based on the requirements of Ind AS 10 - "Events Occurring After The Reporting Date" and accounted for in accordance with the accounting treatment provided in the scheme. Accordingly, the assets and liabilities of the Transferor Company that vested in the Company as at the Appointed date have been recorded at their respective carrying values. This includes:
- Issuance of 18.5 million equity shares by the Transferee Company to replace equivalent equity shares held by the Transferor Company.
- Issuance of 4.12 million non-convertible preference shares of face value Rs. 10 each representing the carrying value of net assets of the Transferor Company as at the Appointed date.

Since the equity shares have not been issued as at 31 December 2017, these restated standalone financial information do not reflect the new shares issued. Consideration to be issued in form of preference shares have been reflected in Other financial liabilities.

Details of the net assets have been provided below:

Particulars	Amount
Cash and cash equivalents	0.02
Current financial assets - loans	50.10
Total assets acquired	**50.12**
Current financial liabilities - Borrowings	8.88
Other financial liabilities	0.02
Total liabilities acquired	**8.90**
Carrying value of net assets acquired	**41.22**

Note 46 Segment reporting

Basis for segmentation

In accordance with the requirements of Ind AS 108 - "Segment Reporting", the Company is primarily engaged in a business of civil construction and has no other primary reportable segments. The Managing Director of the Company allocate the resources and assess the performance of the Company, thus he is the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed.

Information about geographical areas

As the Company operates in India only, hence no separate geographical segment is disclosed.

Information about major customers

Revenue are derived from multiple major customers which amounts to 10% or more of the Company's revenue as below.

Customer	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
A	44.53%	60.20%	43.61%	10.13%	-	-
B	32.71%	29.92%	24.65%	-	-	-
C	-	-	10.59%	-	-	-
D	-	-	-	27.56%	16.68%	-
E	-	-	-	23.03%	36.27%	37.21%
F	-	-	-	-	-	15.79%
G	-	-	-	-	-	11.91%

Note 47 Civil proceedings against the Company

The Company has on ongoing dispute with a former employee alleging that the former employee had fraudulently benefitted one of the sub-contractors of the Company – B R Construction ('BRC'), in connivance with the proprietor of BRC. The Company has alleged that the former employee committed fraud and misappropriation of funds of Rs 11.10 million from the Company 's bank account in 2015-2016. The matter is subject to detailed internal investigation and is currently pending. BRC had filed a petition before the National Company Law Tribunal, Ahmedabad Bench (NCLT Bench) to initiate a corporate insolvency proceeding in respect of the Company claiming that an amount aggregating Rs 52.27 million has not been paid by the Company to BRC. The NCLT Bench had, vide its order dated January 24, 2018 (the Order), dismissed the Petition, in light of the pre-existing dispute between the BRC and the Company . Pursuant to the Order, BRC has filed appeal against the Order before the National Company Law Appellate Tribunal, New Delhi stating that, inter alia, the Order is quashed and set aside; and that corporate insolvency resolution proceedings be initiated against the Company . The matter is currently pending.

Annexure VII : Restated Standalone Statement on Adjustments to Audited Standalone financial statements

Summarized below are the restatement adjustments made to the audited standalone financial statements for the period / year ended 31 December 2017, 31 March 2017, 2016, 2015, 2014 and 2013 and their impact on the profit / (loss) of the Company:

Particulars	Notes	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
A. Net profit after tax as per audited financial statements prepared under previous GAAP				1,011.50	304.89	359.73	533.27
B. Ind AS Adjustments	**Note 44**						
Measurement of financial instrument at amortised cost				37.98	(39.94)	0.45	-
Gain arising on financial assets measured at FVTPL				27.10	25.58	22.98	23.29
Remeasurement of defined benefit plan				10.34	3.36	(10.90)	1.73
Tax effect of adjustments							
Tax adjustments				(26.25)	3.99	(4.22)	(8.27)
C. Net Profit after tax as per Ind AS		**3,098.89**	**5,830.76**	**1,060.67**	**297.88**	**368.04**	**550.02**
D. Adjustments:							
Material Restatement Adjustments							
Other adjustments							
Bad debts written off	**1 (a)**	-	-	46.98	-	(46.98)	-
Security deposits earlier written off now recovered	**1 (b)**	-	-	-	(1.95)	1.95	(2.57)
Provision for doubtful debts	**1 (a)**	16.42	54.98	(9.01)	(2.38)	(60.00)	-
Provision for doubtful debts written back	**1 (b)**	-	-	(23.78)	23.78	-	-
Change in useful life of asset	**1 (c)**	-	-	-	-	(2.98)	(1.31)
MAT Credit of earlier year	**1 (d)**	50.89	(196.27)	145.38	-	-	-
Prior period tax	**1 (e)**	-	(301.23)	216.98	71.10	0.48	5.95
Total		**67.31**	**(442.52)**	**376.55**	**90.55**	**(107.53)**	**2.07**
Deferred Tax impact on other adjustments	**1 (f)**	(5.72)	(19.00)	(5.06)	(6.56)	36.34	0.83
Total		**(5.72)**	**(19.00)**	**(5.06)**	**(6.56)**	**36.34**	**0.83**
Total impact of adjustments		**61.59**	**(461.52)**	**371.49**	**83.99**	**(71.19)**	**2.90**
E. Net Profit after tax as restated (C+D)		**3,160.48**	**5,369.24**	**1,432.16**	**381.87**	**296.85**	**552.92**

Annexure VII : Restated Standalone Statement on Adjustments to Audited Standalone financial statements

Notes to Adjustments

1. **Other Adjustments :**
   (a) In the financial statements for the period ended 31 December 2017 and years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 certain bad debts were written off. For the purpose of this statement, the said bad debts written off have been appropriately adjusted in the respective financial year to which they relate.
   (b) In the financial statements for the period ended 31 December 2017 and years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 certain assets, liabilities and provisions, which were recorded in earlier years, were written back. For the purpose of this statement, the said assets, liabilities and provisions have been appropriately adjusted in the respective financial year to which they relate.
   (c) The carrying amount of property, plant and equipment and other intangible asset whose useful life as on April 1, 2014 had been completed as per Schedule II to the Companies Act 2013 was adjusted in the opening balance of Retained earnings as on April 1, 2014. Depreciation as per the transitional provision, has been adjusted to the respective years to effect the difference in the useful life.
   (d) In the financial statements for the year ended 31 March 2017, MAT credit accounted for pertaining to earlier year based on revised return filled with Income-tax authorities. For the purpose of these statements, such taxes have been appropriately adjusted in the respective financial year to which they relate.
   (e) In the financial statements for the period ended 31 December 2017 and years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, tax accounted for pertaining to earlier years based on assessment by Income-tax authorities. For the purpose of these statements, such taxes have been appropriately adjusted in the respective financial year to which they relate.
   (f) The corporate tax rate applicable for the respective years has been used to calculate the deferred tax impact on the adjustments.

2. **Material regrouping :**
   Appropriate adjustments have been made in the Restated Standalone Statements of Assets and Liabilities, Profit and Loss, Cash Flows and other disclosures, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company for the nine months ended 31 December 2017.

3. **Reconciliation of retained earnings as at 1 April 2012**

	Particulars	**Notes**	**1 April 2012**
A.	**Retained earnings as per previous GAAP**		**2,941.74**
	Ind AS Adjustments		
	Gain / (loss) arising on financial assets measured at FVTPL		4.84
	Fair valuation of investments through OCI		4.94
	Tax effect of adjustments		(2.33)
B.	**Total Ind AS adjustments**		**7.45**
	Other material adjustments:		
	Security deposits written off	**1 (b)**	2.57
	Change in useful life of asset	**1 (c)**	(2.04)
	Prior period tax	**1 (e)**	6.71
	Tax effect of adjustments	**1 (f)**	(0.83)
C.	**Total impact of adjustments**		**6.41**
D.	**Retained earnings as restated (A+B+C)**		**2,955.60**

Note 4 - Non - adjusting items

1) Qualification/ modifications in the Auditors' report which do not require any corrective adjustments in the Restated Standalone Financial Information

In the auditors' report for the years ended 31 March 2016 and 31 March 2014, the auditors had qualified their opinion with respect to Company's proportionate share in joint operations that were based on unaudited financial statements. Subsequently, upon audit there were no differences in the proportionate share in profit and loss of these joint operations and hence no adjustment has been made in the Restated Standalone Financial Information.

2) Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Standalone Financial Information

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the years ended 31 March 2017 and 31 March 2016, Companies (Auditor's Report) Order, 2015 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended 31 March 2015 and the Companies (Auditor's Report) Order, 2003 ('CARO') issued by the Central Government of India under sub section (4A) of Section 227 of the Companies Act, 1956 for the years ended 31 March 2014 and 31 March 2013. Certain statements/comments included in the annexure to the Audit report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Standalone Financial Information are reproduced below in respect of the financial statements presented:

For the year ended 31 March 2017

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets ('Property, plant and equipment'). *However, details with respect to location and quantity needs to be updated.*

(ii) Clause (i)(b) of CARO

The Company has a regular programme of physical verification of its fixed assets by which all items of fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by the management during the year. No material discrepancies were noticed on verification of the assets covered. Discrepancies if any on other assets can be commented only subsequent to their verification.*

(iii) Clause (i)(c) of CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company *except in respect of freehold land (gross and net block: Rs 37.47 million) and building (gross block: Rs 114.68 million and net block: Rs 92.74 million) which are in the erstwhile name of the Company.*

(iv) Clause (vii)(b) of CARO

According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service tax, Provident fund, Professional tax, Customs duty, Excise duty and Value added tax which have not been deposited with the appropriate authorities on account of any dispute except the following:

Note 4 - Non - adjusting items *(Continued)*

Name of the statute	Nature of dues	Amount demanded (Rupees in million)	Amount under dispute not deposited (Rupees in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961.	0.64	0.64	2011-12	CIT-Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961.	0.40	0.40	2012-13	CIT-Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961.	0.11	0.11	2013-14	CIT-Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and TDS credit	3.11	3.11	2012-13	CIT-Appeal
Entry Tax on Motor vehicle	Entry tax on vehicle Purchased from outside Rajasthan	10.30	9.55	2008-09 to 2010-11	Deputy Commissioner -Appeal
Entry Tax on Motor vehicle	Entry tax on vehicle Purchased from outside Rajasthan	6.83	6.83	2013-14	Deputy Commissioner -Appeal
Excise duty	Excise duty on manufacture and issuance of road signages to sites	9.35	9.20	July 2011 to July 2013	Additional commissioner – Central Excise
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during execution of works contract	24.26	19.26	2011-12	Commissioner -Appeal Shillong

For the year ended 31 March 2016

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity needs to be updated.*

(ii) Clause (i)(b) of CARO

The Company has a regular program of physical verification of its fixed assets by which all fixed assets have been verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by the management during the year.* No material discrepancies were noticed on verification. *Discrepancies if any on other assets can be commented only subsequent to their verification.*

Note 4 - Non - adjusting items *(Continued)*

(iii) Clause (i)(c) of CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company *except in respect of freehold land (gross and net block: Rs 37.47 million) and building (gross block: Rs 114.68 million and net block: Rs 92.74 million) which are in the erstwhile name of the Company.*

(iv) Clause (vii)(a) of CARO

According to information and explanations given to us and on basis of our examination of records of Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Provident fund, Income tax, Wealth tax, Customs duty, Sales tax, Excise Duty, Profession tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities *though there have been few delays in case of Value added tax, Entry Tax, Employee State Insurance contribution and service tax.*

According to information and explanation given to us, no undisputed amount payable in respect of Provident fund, Profession tax, Employee state insurance contribution, Service tax, Custom duty, Excise duty, Income tax, Sales tax, Entry Tax, Value added tax, Wealth Tax, Cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they become payable *except for labour cess amounting Rs. 47.00 million and professional tax amounting to Rs. 0.04 million which are due and have not been paid for more than six months.*

(v) Clause (vii)(b) of CARO

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service tax, Professional tax, Customs duty, Excise duty and Value added tax which have not been deposited with the appropriate authorities on account of any dispute except the following:

Name of the statute	Nature of the Dues	Amount demanded (Rupees in million)	Amount under dispute not deposited (Rupees in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Re-computation of the deduction claimed under section 80-IA of the Act	0.81	0.81	2010-11	CIT – Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by re-allocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961	0.64	0.64	2011-12	CIT – Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by re-allocation of Indirect expenses and TDS credit	3.11	3.11	2012-13	CIT – Appeal
Entry Tax	Constitutionality of entry tax on entry of capital goods in the state of Rajasthan	43.11	21.55	2010-11 to 2014-15	Supreme Court
Entry Tax on Motor vehicle	Entry tax on vehicle Purchased from outside Rajasthan	10.30	9.55	2008-09 and 2010-11	Deputy Commissioner – Appeal
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during execution of works contract	24.26	24.26	2011-12	Commissioner – Appeal – Shillong

Note 4 - Non - adjusting items *(Continued)*

For the year ended 31 March 2015

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets needs to be updated.*

(ii) Clause (i)(b) of CARO

The Company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of Company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification. *Discrepancy if any on other assets can be commented only subsequent to their verifications.*

(iii) Clause (vii)(a) of CARO

According to information and explanations given to us and on basis of our examination of records of Company, amounts deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Custom duty, Sales tax, Profession tax, Cess, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities *though there have been few delays in case of Tax deducted at source, Works contract tax, Employee State Insurance contribution, and Service tax.*

According to information and explanation given to us, no undisputed amount payable in respect of Provident fund, Profession tax, Employee state insurance contribution, Service tax, Custom duty, Excise duty, Income tax, Work contract tax, Sales tax, Wealth Tax, Cess and other material dues were in arrears as at 31 March 2015 for a period more than six months from date they become payable except for labour cess amounting Rs. 20.70 million which is due and has not been paid for more than six months awaiting final demand from authorities.

(iv) Clause (vii)(b) of CARO

According to information and explanation given to us, there are no dues of, Service Tax, Wealth Tax, Excise Duty, Custom Duty, Cess and other material statutory dues which have not been deposited with appropriate authorities on account of any dispute except following:

Name of statue	Nature of dues	Amount demanded (INR in million)	Amount under dispute not deposited (INR in million)	Period to which the amount relates	Forum where dispute is pending
Income tax	Re-computation of the deduction claimed under Section 80IA of the Act	0.81	0.81	2010-11	CIT-Appeal
Entry Tax	Constitutionality of entry tax on entry of capital goods in the state of Rajasthan	7.72	4.71	2012-13	Supreme Court
Entry tax on motor vehicle	Entry tax on vehicle purchase from outside Rajasthan	10.30	9.55	2008-09 and 2010-11	Deputy Commissioner-Appeal
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during execution of works contract	24.26	24.26	2011-12	Commissioner-Appeal-Shillong

Note 4 - Non - adjusting items *(Continued)*

For the year ended 31 March 2014

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets is in the process of updation.*

(ii) Clause (i)(b) of CARO

The Company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of Company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification. *Discrepancy if any on other assets can be commented only pursuant to their verifications.*

(iii) Clause (ix)(a) of CARO

According to information and explanations given to us and on the basis of our examination of records of the Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Customs duty, Sales tax, Profession tax, Cess and other material statutory dues have been generally regularly deposited during the year by the Company with appropriate authorities *though there have been few delays in case of Tax deducted at source, Provident fund, Works contract tax, Value added tax and service tax.* As explained to us, the Company did not have any dues on account of Employee State Insurance and Investor Education Protection fund.

(iv) Clause (ix)(b) of CARO

According to the information and explanations given to us, there are no dues of, Service tax, Wealth tax, Excise duty, Customs duty, Cess and other material statutory dues which have not been deposited with appropriates authorities on account of any dispute except following

Name of statue	**Nature of dues**	**Amount under dispute not deposited (INR in million)**	**Period to which amount related to**	**Forum where dispute is pending**
Income Tax	Re computation of the deduction claimed under section 80-IA of act	0.16	2010-11	CIT-Appeal
Entry Tax	Applicability/constitutionality of entry tax on entry of capital goods in state of Rajasthan	12.69	2006-07 to 2010-11	Supreme Court
Entry Tax on Motor Vehicles	Entry tax on vehicles purchased from outside Rajasthan	2.94	2008-09 and 2010-11	Deputy Commissioner-Appeal
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during the execution of work contract	24.26	2011-12	Commissioner Appeal-Shillong

(The above excludes amount paid under protest for entry tax Rs 11.16 million. Value added tax Rs Nil and Income tax Rs Nil)

Note 4 - Non - adjusting items *(Continued)*

For the year ended 31 March 2013

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets are not maintained by Company.*

(ii) Clause (i)(b) of CARO

The Company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of Company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification.

(iii) Clause (viii) of CARO

The Company has not maintained cost records as required under section 209(1)(d) of the act for products manufactured and service rendered by Company.

(iv) Clause (ix)(a) of CARO

According to information and explanation given to us and on basis of our examination of records of Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Customs duty, Sales tax, Profession tax, Cess and other material statutory dues have been generally regularly deposited by the Company with appropriate authorities *though there have been few delays in case of Tax deducted at source, Provident fund, Excise duty, Works contract tax, Value added tax and service tax.* As explained to us, the Company did not have any dues on account of Employee State Insurance and Investor Education Protection Fund.

(v) Clause (ix)(b) of CARO

According to the information and explanation given to us, there are no dues of, income tax, service tax, wealth tax, custom duty and cess which have not been deposited with appropriates authorities on account of any dispute except following

Name of statue	Nature of dues	Amount under dispute not deposited (INR in million)	Period to which amount relates (INR in million)	Forum where dispute is pending
Entry tax	Applicability/constitutionality of entry tax on entry of capital goods in state of Rajasthan	2.68	2006-07 to 2008-09	Jodhpur High Court
MP VAT	Demand of VAT on increased turnover	14.90	2009-10	Deputy Commissioner-Appeal Neemuch

G R Infraprojects Limited

Annexure VIII : Restated Standalone Statement of Other Income

(Currency: Indian Rupees in million)

Particulars	**Nature (Recurring / Non-recurring)**	**For the period ended 31 December 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Interest income							
on loan from subsidiaries	Recurring	82.38	28.47	31.88	137.35	64.84	-
on deposits with banks	Recurring	57.20	71.01	39.33	23.09	17.77	26.54
from others	Non- recurring	23.97	30.67	27.70	6.53	1.26	5.77
Gain on sale of current investments	Non- recurring	92.38	16.15	3.34	0.15	0.66	0.27
Profit on sale of items of property, plant and equipment (net)	Non- recurring	17.36	13.88	20.41	21.26	0.71	2.80
Gain arising on financial assets measured at FVTPL	Recurring	31.95	34.38	27.38	25.88	22.98	23.29
Insurance claim received	Non- recurring	13.67	3.02	4.21	8.81	12.92	4.13
Net gain on account of foreign exchange fluctuations	Non- recurring	-	15.64	-	18.91	-	-
Rental income	Non-Recurring	19.91	14.11	0.16	-	-	-
Other non-operating income	Non- recurring	7.51	2.42	4.56	7.68	10.00	7.82
Total Other Income		**346.33**	**229.75**	**158.97**	**249.66**	**131.14**	**70.62**

G R Infraprojects Limited

Annexure IX : Restated Standalone Statement of Accounting Ratios

Sr. no.	Particulars	Reference	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
1	Restated Profit / (Loss) after Tax (Rs. in millions)	A	3,160.48	5,369.24	1,432.16	381.87	296.85	552.92
2	Net Profit / (Loss) available to Equity Shareholders excluding Exceptional Items (Rs. in millions)	B	3,160.48	4,012.40	1,432.16	381.87	296.85	552.92
	Less : Extra ordinary income / Exceptional income after tax		-	1,356.84	-	-	-	-
3	Weighted average number of basic and diluted Equity Shares outstanding during the period (Refer note 36)	C	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220
4	Number of equity shares outstanding at the end of the period / year	D	48,481,110	48,481,110	24,240,555	24,240,555	24,240,555	24,240,555
5	Number of equity shares for Net Asset Value Per Share							
	Before adjustment for split of face value (Refer note 1 below)	E (i)	48,481,110	48,481,110	48,481,110	48,481,110	48,481,110	48,481,110
	After adjustment for split of face value (Refer notes 1, 2 and 3 below)	E (ii)	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220
6	Net Worth for Equity Shareholders (Rs. in millions)	F	14,494.39	11,325.82	5,855.88	4,430.65	4,052.91	3,747.25
7	Accounting Ratios:							
	Earnings per share (before exceptional income)							
	Basic and Diluted Earnings per share	G = C / B	32.59	41.38	14.77	3.94	3.06	5.70
	Earning per share (after exceptional income)							
	Basic and Diluted Earnings per share	G = C / A	32.59	55.37	14.77	3.94	3.06	5.70
	Return on Net Worth for Equity Shareholders [including exceptional income]	H = F / A	21.80%	47.41%	24.46%	8.62%	7.32%	14.76%
	Return on Net Worth for Equity Shareholders [excluding exceptional income]	I = F / B	21.80%	35.43%	24.46%	8.62%	7.32%	14.76%
	Net Asset Value Per Share before adjustment for split of face value (Rs.) [Refer note 36(c)]	J = F / E (i)	298.97	233.61	120.79	91.39	83.60	77.29
	Net Asset Value Per Share after adjustment for split of face value (Rs.) [Refer note 36(c)]	K = F / E (ii)	149.48	116.81	60.39	45.69	41.80	38.65

Notes:

1 The Company has issued 24,862,108 equity shares as bonus in ratio of 1:1 on 18 June 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Ind AS 33 - *Earnings Per Share* .

2 The shareholders of the Company have, at the Extraordinary General Meeting (EGM) held on 24 March 2018, accorded their consent to the following:
Sub division of the authorised and issued share capital of the Company by decreasing the face value of the equity share from Rs. 10 each to Rs. 5 each. The record date for the sub division was 30 March 2018. Accordingly, the issued, subscribed and paid up share capital of Rs. 484.81 million comprise of 96,962,220 equity shares of Rs. 5 each.

3 As per Ind AS 33 - *Earnings Per Share* , if the number of ordinary or potential ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. Pursuant to the shareholders' consent to the sub division of the equity shares at the EGM mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been adjusted in the financial statements for all the periods presented.

4 Net worth for ratios is = Equity share capital + other equity (including Securities premium, Debenture redemption reserve, General reserve, Treasury stock and Retained earnings).

5 The above ratios have been computed on the basis of the Restated Statements- Annexure I and Annexure II.

Annexure X : Restated Standalone Statement of Capitalisation

(Currency: Indian Rupees in million)

Particulars	Pre-issue as at 31 December 2017
Debt:	
Long Term Debt (A)	3,130.99
Short - Term Debt (B)	1,187.60
Total debt	**4,318.59**
Shareholders Funds:	
Share Capital	484.81
Reserves	14,009.58
Total Shareholders Funds (C)	**14,494.39**
Long Term Debt / Shareholder fund (A/C)	0.22:1

Notes:

i) The above has been computed on the basis of the Restated Financial Statement - Annexure I and Annexure II.

ii) The corresponding Post IPO capitalisation data in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.

Annexure XI : Restated Statement of Tax Shelter

(Currency: Indian Rupees in million)

	Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
A.	**Profit before tax as restated**	**3,691.81**	**5,881.30**	**1,633.28**	**463.93**	**462.40**	**815.90**
B.	Company's domestic tax rate	34.608%	34.608%	34.608%	33.990%	33.990%	32.445%
C.	Tax using the Company's domestic tax rate	**1,277.66**	**2,035.40**	**565.25**	**157.69**	**157.17**	**264.72**
	Adjustments						
	Tax impact of permanent differences due to:						
	Tax holiday incentive	(735.45)	(1,451.37)	(376.35)	(69.50)	-	-
	Tax difference between normal income tax and capital gain tax	-	(96.59)	-	-	-	-
	Others	(10.88)	24.62	12.22	(6.13)	8.38	(2.34)
D.	**Total Tax impact of permanent differences**	**(746.33)**	**(1,523.34)**	**(364.13)**	**(75.63)**	**8.38**	**(2.34)**
	Tax impact of temporary differences due to:						
	MAT credit entitlement	259.53	832.12	145.38	-	-	-
	Property, plant and equipment and other intangible assets	(4.03)	8.26	12.05	32.49	(4.69)	(0.42)
	Measurement of financial instrument at FVTPL	(10.91)	(91.55)	(9.48)	(8.61)	(7.83)	(7.72)
	Measurement of financial instrument at amortised cost	(5.15)	4.19	(13.15)	13.82	(0.15)	-
	Others	(5.38)	(1.17)	(7.16)	14.94	38.86	2.61
E.	**Total Tax impact of temporary differences**	**234.06**	**751.85**	**127.64**	**52.64**	**26.19**	**(5.53)**
F.	**Net adjustments (D+E)**	**(512.27)**	**(771.49)**	**(236.49)**	**(22.99)**	**34.57**	**(7.87)**
G.	**Tax Liability (C-F)**	**765.39**	**1,263.91**	**328.76**	**134.70**	**191.74**	**256.85**

The above statement should be read with the Basis of preparation and Summary of Significant Accounting Policies appearing in Annexure V, Notes (referred above) to Restated Standalone Financial Information appearing in Annexure VI and Restated Standalone Statement on Adjustments to Audited Standalone financial statements appearing in Annexure VII.

EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
G R Infraprojects Limited,
G R House,
Hiran Magri Sector 11,
Udaipur – 313 002
Rajasthan, India

Dear Sirs

1 We have examined the attached Restated Consolidated Financial Information of G R Infraprojects Limited, ('the Company'), its subsidiary companies and joint operations (collectively, 'the Group'), which comprise of Restated Consolidated Summary Statement of Assets and Liabilities as at 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Summary Statement of Changes in Equity and Restated Consolidated Summary Statement of Cash Flows for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and the Summary of Significant Accounting Policies, read together with the annexures and notes thereto and other restated financial information explained in paragraph 7 below (collectively, the 'Restated Consolidated Financial Information'), for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') prepared by the Company in connection with its proposed initial public offer of Equity shares ('Offer'). The Restated Consolidated Financial Information has been approved by the Board of Directors of the Company and is prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ('the Act') read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules');

b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provision of Securities and Exchange Board of India Act, 1992 ('the ICDR Regulations'); and

c) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI') ('the Guidance Note').

2 The preparation of the Restated Consolidated Financial Information is the responsibility of the management of the Company for the purpose set out in paragraph 11 below. The management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules, the ICDR regulations and the Guidance Note.

3 We have examined such Restated Consolidated Financial Information taking into consideration:

a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 25 January 2018 in connection with the proposed Offer; and

b) The Guidance Note.

4 These Restated Consolidated Financial Information have been compiled by the management as follows:

a) As at and for the nine months period ended 31 December 2017: from the Group's consolidated financial statements for nine months period ended 31 December 2017 (which were expressed in Indian rupees in lakh), prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) (Amendment) Rules 2016 and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 26 April 2018;

b) As at and for years ended 31 March 2017 and 31 March 2016: from the audited consolidated financial statements of the Group for the year ended 31 March 2017 and as at and for the year ended 31 March 2016 being comparative period for the year ended 31 March 2017 (which were expressed in Indian rupees in lakh), prepared in accordance with Ind AS prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) (Amendment) Rules 2016 and other relevant provisions of the Act, which have been approved by the Board of Directors at their Board meeting held on 9 September 2017;

c) As at and for the years ended 31 March 2015, 31 March 2014 and 31 March 2013: from the audited consolidated financial statements of the Group as at and for the year ended 31 March 2015, 2014 and 2013 (which were expressed in Indian Rupees in lakh), prepared in accordance with Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014, and the other relevant provisions of the Act which has been approved by the Board of Directors at their Board meeting held on 7 September 2016. These audited consolidated financial statements of the Group as at and for each of the years ended 31 March 2015, 31 March 2014 and 31 March 2013 have been converted into Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparations of the first Ind AS financial statements for the year ended 31 March 2017. These Restated Consolidated Financial Information as at and for each of the years ended 31 March 2015, 31 March 2014 and 31 March 2013 is referred to as "the Proforma Ind AS Restated Consolidated Financial Information".

5 The audit for the Company's standalone financial statements for the years ended 31 March 2014 and 31 March 2013 was conducted by B S R and Co, Chartered Accountants, one of the other member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India (ICAI), and accordingly reliance has been placed on the financial information examined by them for the said years. The financial statements included for these years, i.e. 31 March 2014 and 31 March 2013 are based solely on the reports submitted by them.

We did not audit the financial statements of the Company's subsidiary companies and joint operations listed below. These financial statements have been audited by other auditors and whose reports have been furnished to us and our opinion on the consolidated financial statements as at and for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 in so far as it relates to the amounts included in these Restated Consolidated Financial Information are based solely on the report of the other auditors. The Group's share of total assets, total revenue and net cash flows pertaining to certain subsidiaries and joint operations in the Restated Consolidated Financial Information for the relevant years/period not audited by us is tabulated below;

(Rupees in million)

Name of subsidiary companies/ Joint operation	Year/Period ended (YE/PE)	Total assets as included in Restated Consolidated Financial Information	Net movement in cash and cash equivalent included in Restated Consolidated Financial Information	Total revenue as included in Restated Consolidated Financial Information	Name of auditors
Subsidiary companies:					
Shillong Expressway Limited	YE 31 March 2013	2,926.33	1.48	637.95	MKPS & Associates
	YE 31 March 2014	2,435.62	(2.15)	349.67	
	YE 31 March 2015	2,642.43	18.75	380.85	
	YE 31 March 2016	2,632.30	(2.64)	381.43	
	YE 31 March 2017	-	(16.14)	328.19	
Reengus Sikar Expressway Limited	YE 31 March 2013	1,338.60	0.05	1,432.85	MKPS & Associates
	YE 31 March 2014	2,138.93	8.87	819.86	
	YE 31 March 2015	2,390.16	(0.69)	254.28	
	YE 31 March 2016	2,191.94	(1.19)	263.63	
	YE 31 March 2017	2,219.19	3.90	273.76	
	PE 31 December 2017	2,293.16	(10.46)	225.39	
Jodhpur Pali Expressway Limited	YE 31 March 2013	0.50	0.48	-	M K P S & Associates
	YE 31 March 2014	1,466.61	5.15	-	
	YE 31 March 2015	3,983.90	0.88	386.67	
	YE 31 March 2016	4,100.30	4.59	412.21	
	YE 31 March 2017	-	(11.09)	476.01	
G R Infrastructure Limited (Nigeria)	YE 31 December 2013	1.45	0.78	-	John Olalekan Joseph & Co
	YE 31 December 2014	0.25	(0.53)	-	
	YE 31 December 2015	2.57	(0.11)	-	
	YE 31 December 2016	3.79	3.53	-	
	YE 31 December 2017	2.36	(2.75)	-	
G R Building and Construction Nigeria Limited	YE 31 December 2013	17.29	4.72	-	ISD & Co.
	YE 31 December 2014	85.48	(0.03)	0.02	
	YE 31 December 2015	171.08	(0.31)	-	
	YE 31 December 2016	372.67	75.94	-	
	YE 31 December 2017	515.77	(69.16)	160.84	
Varanasi Sangam Expressway Private Limited	PE 31 December 2017	87.02	0.09	17.02	JLN US & COMPANY
GR Phagwara Expressway Limited	YE 31 March 2017	42.44	0.26	-	JLN US & COMPANY
	PE 31 December 2017	704.51	12.95	32.51	
Nagaur Mukundgarh Highways Private Limited	YE 31 March 2017	0.09	0.09	-	JLN US & COMPANY
	PE 31 December 2017	1,603.01	18.32	710.27	
Porbandar Dwarka Expressway Private Limited	PE 31 December 2017	52.74	2.28	-	JLN US & COMPANY

Name of subsidiary companies/ Joint operation	Year/Period ended (YE/PE)	Total assets as included in Restated Consolidated Financial Information	Net movement in cash and cash equivalent included in Restated Consolidated Financial Information	Total revenue as included in Restated Consolidated Financial Information	Name of auditors
Joint operations:					
GR-Gawar (JV)	YE 31 March 2013	134.46	7.13	770.62	Murari Garg & Co.
	YE 31 March 2014	201.35	(6.43)	443.49	
	YE 31 March 2015	232.31	(2.34)	437.17	
	YE 31 March 2016	173.25	(2.90)	284.53	
	YE 31 March 2017	99.04	12.50	45.52	
	PE 31 December 2017	76.35	(9.79)	19.76	
GRIL - MSKEL (JV)	YE 31 March 2013	105.63	31.54	220.18	Dharmendra Shah & Co.
	YE 31 March 2014	47.99	(31.28)	274.46	
	YE 31 March 2015	44.70	(0.28)	78.13	
	YE 31 March 2016	44.76	0.03	0.14	
	YE 31 March 2017	2.45	0.02	0.08	
	PE 31 December 2017	-	(0.20)	-	
SBEPL - GRIL (JV)	YE 31 March 2013	28.56	(3.25)	40.12	Jain Seth & Co.
	YE 31 March 2014	15.20	3.17	81.43	
	YE 31 March 2015	20.16	(3.13)	119.62	
	YE 31 March 2016	13.43	5.56	128.46	
	YE 31 March 2017	2.71	(6.19)	25.40	
	PE 31 December 2017	1.63	0.02	5.55	
GR - JKM (JV)	YE 31 March 2013	28.58	(1.97)	158.95	Garg Anil & Co.
	YE 31 March 2014	8.24	(0.02)	15.70	
	YE 31 March 2015	4.06	(0.06)	0.30	
	YE 31 March 2016	3.71	(0.33)	-	
	YE 31 March 2017	3.74	(0.03)	-	
	PE 30 September 2017	3.74	-	-	
GR-TRIVENI (JV)	YE 31 March 2013	0.02	0.02	-	Krishna Kumar & Co.
	YE 31 March 2014	29.34	2.41	219.42	
	YE 31 March 2015	74.99	(2.36)	130.29	
	YE 31 March 2016	24.49	(0.01)	16.70	
	YE 31 March 2017	25.87	0.68	29.22	
	PE 31 December 2017	29.09	0.10	8.85	
RAVI INFRA - GRIL - SHIVAKRITI (JV)	YE 31 March 2015	6.49	-	7.38	V S Nahar & Co.
	YE 31 March 2016	3.98	0.56	19.22	
	YE 31 March 2017	2.69	(0.55)	3.47	
	PE 31 December 2017	0.94	(0.01)	11.65	

6 Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR regulations, the Guidance Note, as amended from time to time, and terms of our engagement agreed with you, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, examined by us, as set out in Annexure I to this report read with the Summary of Significant Accounting Policies in Annexure V, have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Consolidated Audited Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information;

b) The Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income) of the Group for the nine months period ended 31 December 2017 and each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in Annexure II to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Consolidated Audited Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information;

c) The Restated Consolidated Summary Statement of Changes in Equity of the Group for the nine months period ended 31 December 2017 and each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in Annexure III to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Consolidated Audited Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information; and

d) The Restated Consolidated Summary Statement of Cash Flows of the Group for the nine months period ended 31 December 2017 and each of the year ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in Annexure IV to this report read with the Summary of Significant Accounting Policies in Annexure V have been arrived after making such adjustments and regrouping/reclassification as in our opinion were appropriate and more fully described in the Statement of Adjustments to the Consolidated Audited Financial Statements appearing in Annexure VII of the Restated Consolidated Financial Information.; and

e) For our examination of the Restated Consolidated Financial Information, we have relied on the financial statements of the Company's subsidiary companies and joint operations listed in paragraph 5 above, which were audited by the respective auditors, and whose audit reports have been furnished to us and our opinion in so far as it relates to the amounts included in the Restated Consolidated Summary Statement of Assets and Liabilities, the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Summary Statement of Changes in Equity and the Restated Consolidated Summary Statement of Cash Flows, are based solely on the audit reports of such auditors.

f) Based on the above and according to the information and explanation given to us and also as per reliance placed on the reports of other auditors for the respective years as mentioned in paragraph 5, we further report that the Restated Consolidated Financial Information:

i) have been made after incorporating adjustments for change in accounting policies retrospectively in respective financial years/ period to reflect the same accounting treatment as per changed accounting policy for all the reporting years/ period;

ii) have been made after incorporating adjustments for the material amounts in the respective financial years/period to which they relate ;

iii) do not contain any exceptional items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information in the respective financial years/period and do not contain any qualifications requiring adjustments; and

iv) do not have any qualifications and other remarks /comments in the Companies (Auditor's Report) Order, 2003 issued by Central Government of India under sub-section (4A) of section 227 of Companies Act 1956/Companies (Auditor's Report) Order, 2015/ Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act (together referred to as 'CARO') which require any corrective adjustment in the Restated Consolidated Financial Information.

7 We have also examined the following Restated Consolidated Financial Information of the Group as set out in the Annexures prepared by the management and approved by the Board of Directors, relating to the Group for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013;

i) Basis of preparation and Summary of Significant Accounting Policies as enclosed in Annexure V

ii) Notes to Restated Consolidated Financial Information as enclosed in Annexure VI;

iii) Statement of Adjustments to the Audited financial Statements as enclosed in Annexure VII;

iv) Restated Consolidated Statement of Other income, as enclosed in Annexure VIII;

v) Restated Consolidated Statement of Accounting Ratios, as enclosed in Annexure IX;

vi) Restated Consolidated Statement of Capitalisation, as enclosed in Annexure X;

8 In our opinion and to the best of our information and according to the explanation given to us, the Restated Consolidated Financial Information of the Group as at and for the nine months period ended 31 December 2017 and as at for each of the years ended 31 March 2017 and 2016, including the above mentioned Other Restated Consolidated Financial Information contained in Annexures VI to X, read with Basis of preparation and Summary of Significant Accounting Policies disclosed in Annexure V accompanying this report, are prepared after making adjustments and regroupings/reclassifications as considered appropriate and as disclosed in Annexure VII and the Proforma Ind AS Restated Consolidated Financial Information of the Group as at and for each of the years ended 31 March 2015, 31 March 2014 and 31 March 2013, including the above mentioned Other Restated Consolidated Financial Information contained in Annexures VI to X, read with the Basis of preparation and Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making proforma adjustments and regroupings/reclassifications as considered appropriate and as disclosed in Annexure VII, have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note.

9 This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the financial statements referred to herein.

10 We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11 Our report is intended solely for use of the management and for inclusion in the DRHP to be filed with Securities and Exchange Board of India, and stock exchanges where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the proposed Offer. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **B S R & Associates LLP**
Chartered Accountants
Firm registration number: 116231W/W-100024

Jeyur Shah
Partner
Membership No.: 045754

Ahmedabad
26 April 2018

Annexure I: Restated Consolidated Summary Statement of Assets and Liabilities

(Currency: Indian Rupees in million)

Particulars	**Note no. of Annexure VI**	**As at 31 December 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
Assets							
Non-current assets							
(a) Property, plant and equipment	Note 1	4,820.90	3,814.75	2,849.80	1,967.74	2,293.92	1,908.16
(b) Capital work-in-progress	Note 2	228.18	167.60	281.18	212.48	37.45	34.46
(c) Investment property	Note 3	1.97	1.97	5.50	5.50	5.50	5.50
(d) Goodwill on consolidation		0.13	0.15	0.24	0.27	0.27	-
(e) Other intangible assets	Note 4	27.00	27.39	4,104.83	3,487.97	43.50	54.85
(f) Intangible assets under development	Note 5	-	-	-	513.42	1,429.11	-
(g) Financial assets							
(i) Investments	Note 6	22.41	19.27	17.07	12.51	15.25	13.22
(ii) Other financial assets	Note 7	1,667.74	1,752.21	4,024.99	4,201.40	4,117.34	3,705.04
(h) Deferred tax assets (net)	Note 33	1,217.39	978.50	136.59	23.83	-	-
(i) Current tax assets (net)	Note 8	352.96	321.37	326.42	115.30	75.91	67.15
(j) Other non-current assets	Note 9	1,063.60	185.42	152.09	99.17	113.42	68.82
		9,402.28	7,268.63	11,898.71	10,639.59	8,131.67	5,857.20
Current assets							
(a) Inventories	Note 10	2,279.15	2,210.64	764.14	1,270.67	869.36	578.76
(b) Financial assets							
(i) Investments	Note 6	1,085.82	1,486.58	548.27	399.84	93.19	0.01
(ii) Trade receivables	Note 11	4,166.77	5,582.43	3,968.36	2,280.91	1,991.83	1,517.90
(iii) Cash and cash equivalents	Note 12	1,134.16	4,245.23	588.69	417.89	66.86	242.19
(iv) Bank balances other than (iii) above	Note 13	1,436.28	1,241.52	564.51	265.84	203.95	160.95
(v) Other financial assets	Note 7	6,280.96	1,153.20	1,494.10	872.42	1,389.48	390.96
(c) Current tax assets (net)	Note 8	-	26.65	48.10	37.79	10.53	3.58
(d) Other current assets	Note 9	2,572.84	1,892.50	1,206.31	299.31	297.29	184.56
		18,955.98	17,838.75	9,182.48	5,844.66	4,922.49	3,078.91
Total assets		**28,358.26**	**25,107.38**	**21,081.19**	**16,484.25**	**13,054.16**	**8,936.11**
Equity and liabilities							
Equity							
(a) Equity share capital	Note 14	484.81	484.81	242.41	242.41	242.41	242.41
(b) Other equity	Note 15	14,056.31	10,761.91	5,560.91	4,097.52	3,771.41	3,469.67
Equity attributable to owners of the Company		14,541.12	11,246.72	5,803.32	4,339.93	4,013.82	3,712.08
Non-controlling interests		-	0.12	49.55	29.95	0.97	-
Total equity		14,541.12	11,246.84	5,852.87	4,369.88	4,014.79	3,712.08
Liabilities							
Non-current liabilities							
(a) Financial liabilities							
(i) Borrowings	Note 16	2,761.44	3,817.90	8,033.51	6,535.95	4,328.80	2,458.66
(b) Provisions	Note 21	127.00	82.00	72.00	-	-	-
(c) Deferred tax liabilities (net)	Note 33	-	-	-	-	38.59	68.84
(d) Current tax liabilities (net)	Note 17	-	-	-	10.44	8.58	2.28
Total non current liabilities		2,888.44	3,899.90	8,105.51	6,546.39	4,375.97	2,529.78
Current liabilities							
(a) Financial liabilities							
(i) Borrowings	Note 18	1,187.60	245.72	524.66	1,468.74	1,434.09	954.32
(ii) Trade payables	Note 19	2,014.86	2,289.74	2,213.33	1,153.20	512.80	545.27
(iii) Other financial liabilities	Note 20	4,147.85	2,089.10	1,761.04	1,471.13	1,402.94	499.48
(b) Provisions	Note 21	33.35	17.15	10.57	-	-	-
(c) Other current liabilities	Note 22	3,227.18	5,138.72	2,531.47	1,463.33	1,298.50	688.84
(d) Current tax liabilities (net)	Note 17	317.86	180.21	81.74	11.58	15.07	6.34
		10,928.70	9,960.64	7,122.81	5,567.98	4,663.40	2,694.25
		13,817.14	13,860.54	15,228.32	12,114.37	9,039.37	5,224.03
Total equity and liabilities		**28,358.26**	**25,107.38**	**21,081.19**	**16,484.25**	**13,054.16**	**8,936.11**

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting policies appearing in Annexure V, Notes to Restated Consolidated Financial Information appearing in Annexure VI and Statement of adjustments to Audited Consolidated Financial Statement appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
CIN U45201GJ1995PLC098652

Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
DIN: 00182893

Ajendra Agarwal
Director
DIN: 01147897

Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

Annexure II: Restated Consolidated Summary Statement of Profit and Loss

(Currency: Indian Rupees in million)

Particulars	Note no. of Annexure VI	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Income							
Revenue from operations	Note 23	19,061.49	32,803.21	20,254.48	10,497.62	9,755.14	11,222.18
Other income	Note 24	264.14	220.52	128.53	88.04	48.75	48.31
Total income		19,325.63	33,023.73	20,383.01	10,585.66	9,803.89	11,270.49
Expenses							
Cost of materials consumed	Note 25	646.40	865.15	218.51	126.48	80.10	43.40
Civil construction costs	Note 26	15,198.49	23,585.08	16,505.10	7,470.24	8,362.88	9,014.61
Changes in inventories of finished goods and trading goods	Note 27	(65.14)	(145.76)	(180.35)	(27.03)	(2.07)	0.39
Changes in project work-in-progress	Note 28	(2,877.07)	482.27	(673.07)	570.50	(831.97)	190.86
Excise duty		34.03	121.93	35.15	21.04	15.43	9.73
Employee benefits expense	Note 29	1,272.86	1,311.82	856.61	549.07	542.68	487.33
Finance costs	Note 30	435.57	1,258.35	1,060.15	770.12	572.76	301.87
Depreciation and amortisation expense	Note 31	573.25	687.50	495.58	442.69	349.88	308.17
Other expenses	Note 32	306.95	391.33	351.01	216.24	259.12	129.19
Total expenses		15,525.34	28,557.67	18,668.69	10,139.35	9,348.81	10,485.55
Profit before exceptional items and tax		**3,800.29**	**4,466.06**	**1,714.32**	**446.31**	**455.08**	**784.94**
Exceptional items							
Profit on sale of investment in subsidiaries	Note 44	-	1,356.84	-	-	-	-
Profit before tax		**3,800.29**	**5,822.90**	**1,714.32**	**446.31**	**455.08**	**784.94**
Tax expense							
Current tax	Note 33	792.68	1,281.03	337.86	145.03	194.98	257.15
Deferred tax (credit)/charge	Note 33	(237.16)	(870.93)	(109.18)	(61.26)	(34.02)	(1.59)
		555.52	410.10	228.68	83.77	160.96	255.56
Profit for the period / year		**3,244.77**	**5,412.80**	**1,485.64**	**362.54**	**294.12**	**529.38**
Other comprehensive income							
Items that will not be reclassified subsequently to profit or loss							
Re-measurements of defined benefit plans	Note 15	(23.67)	0.12	(10.34)	(3.36)	10.90	(1.73)
Equity instruments through other comprehensive income - net change in fair value	Note 15	30.03	129.60	(0.17)	(1.93)	1.68	(2.56)
Income tax relating to above	Note 15	1.73	(29.02)	3.58	1.16	(3.77)	0.60
Items that will be reclassified subsequently to profit or loss							
Exchange differences in translating the financial statements of foreign operations	Note 15	41.42	40.49	4.28	(2.77)	(1.19)	-
Other comprehensive income for the period / year, net of tax		49.51	141.19	(2.65)	(6.90)	7.62	(3.69)
Total comprehensive income for the period / year		**3,294.28**	**5,553.99**	**1,482.99**	**355.64**	**301.74**	**525.69**
Profit for the period / year attributable to:							
- Owners of the company		3,244.89	5,423.08	1,466.04	333.01	294.12	529.38
- Non controlling interests		(0.12)	(10.28)	19.60	29.53	-	-
		3,244.77	5,412.80	1,485.64	362.54	294.12	529.38
Other comprehensive income for the period / year attributable to:							
- Owners of the company		49.51	141.19	(2.65)	(6.90)	7.62	(3.69)
- Non controlling interests		-	-	-	-	-	-
		49.51	141.19	(2.65)	(6.90)	7.62	(3.69)
Total comprehensive income for the period / year attributable to :							
- Owners of the company		3,294.40	5,564.27	1,463.39	326.11	301.74	525.69
- Non controlling interests		(0.12)	(10.28)	19.60	29.53	-	-
		3,294.28	5,553.99	1,482.99	355.64	301.74	525.69
Earnings per share							
(Nominal value of share Rs.5 each)							
Basic and Diluted (Rs.)	Note 37	33.47	55.93	15.12	3.43	3.03	5.46

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting policies appearing in Annexure V, Notes to Restated Consolidated Financial Information appearing in Annexure VI and Statement of adjustments to Audited Consolidated Financial Statement appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
CIN U45201GJ1995PLC098652

Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
DIN: 00182893

Ajendra Agarwal
Director
DIN: 01147897

Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

G R Infraprojects Limited

Annexure III: Restated Consolidated Summary Statement of Changes in Equity

(Currency: Indian Rupees in million)

(a) Equity share capital	Note no. of Annexure VI	Number of shares	Amount
Balance as at 1 April 2012 - Proforma		24,240,555	242.41
Changes in equity share capital during the year	Note 14	-	-
Balance as at 31 March 2013 - Proforma		24,240,555	242.41
Changes in equity share capital during the year	Note 14	-	-
Balance as at 31 March 2014 - Proforma		24,240,555	242.41
Changes in equity share capital during the year	Note 14	-	-
Balance as at 31 March 2015		24,240,555	242.41
Changes in equity share capital during the year	Note 14	-	-
Balance as at 31 March 2016		24,240,555	242.41
Changes in equity share capital during the year	Note 14	24,240,555	242.40
Balance as at 31 March 2017		48,481,110	484.81
Changes in equity share capital during the period	Note 14	-	-
Balance as at 31 December 2017		48,481,110	484.81

(b) Other equity	Attributable to owners of the Company					Total attributable to owners of the Company	Attributable to Non-controlling interests	Total
	Reserves and surplus			Items of Other comprehensive income (OCI)				
	Securities premium reserve	Debenture redemption reserve	Retained earnings	Foreign currency translation reserve	FVOCI equity instruments			
Balance as at 1 April 2012 - Proforma	807.99	-	2,131.07	-	4.92	2,943.98	-	2,943.98
Total comprehensive income for the year ended 31 March 2013 - Proforma								
Profit for the year	-	-	529.38	-	-	529.38	-	529.38
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans	-	-	(1.14)		-	(1.14)	-	(1.14)
Fair valuation of equity investment through OCI	-	-	-		(2.55)	(2.55)	-	(2.55)
Total comprehensive income for the year	**-**	**-**	**528.24**	**-**	**(2.55)**	**525.69**	**-**	**525.69**
Balance as at 31 March 2013 - Proforma	**807.99**	**-**	**2,659.31**	**-**	**2.37**	**3,469.67**	**-**	**3,469.67**
Total comprehensive income for the year ended 31 March 2014 - Proforma								
Profit for the year		-	294.12	-	-	294.12	-	294.12
Exchange differences in translating the financial statements of foreign operations		-	-	(1.19)	-	(1.19)	-	(1.19)
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans			7.14			7.14	-	7.14
Fair valuation of equity investment through OCI			-	-	1.67	1.67	-	1.67
Total comprehensive income for the year	**-**	**-**	**301.26**	**(1.19)**	**1.67**	**301.74**	**-**	**301.74**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Transfer to debenture redemption reserve		200.00	(200.00)			-	-	-
Total contributions by and distributions to owners	**-**	**200.00**	**(200.00)**	**-**	**-**	**-**	**-**	**-**
Changes in ownership interests in subsidiaries that do not result in loss of control								
Non controlling interest on formation of subsidiary					-	-	0.97	0.97
Total changes in ownership interests in subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**0.97**	**0.97**
Total transactions with owners	**-**	**200.00**	**(200.00)**	**-**	**-**	**-**	**0.97**	**0.97**
Balance as at 31 March 2014 - Proforma	**807.99**	**200.00**	**2,760.57**	**(1.19)**	**4.04**	**3,771.41**	**0.97**	**3,772.38**
Total comprehensive income for the year ended 31 March 2015 - Proforma								
Profit for the year			333.01	-	-	333.01	29.53	362.54
Non controlling interest on formation of subsidiary	-	-	-	-	-	-		-
Exchange differences in translating the financial statements of foreign operations	-	-	-	(2.77)	-	(2.77)	-	(2.77)
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans			(2.22)	-	-	(2.22)	-	(2.22)
Fair valuation of equity investment through OCI	-	-	-	-	(1.91)	(1.91)	-	(1.91)
Total comprehensive income for the year	**-**	**-**	**330.79**	**(2.77)**	**(1.91)**	**326.11**	**29.53**	**355.64**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Transfer to debenture redemption reserve		-	100.00	-		100.00	-	100.00
Transfer from debenture redemption reserve		(100.00)	-	-		(100.00)	-	(100.00)
Total contributions by and distributions to owners	**-**	**(100.00)**	**100.00**	**-**	**-**	**-**	**-**	**-**
Changes in ownership interests in subsidiaries that do not result in loss of control								
Acquisition of non-controlling interests						-	(0.55)	(0.55)
Total changes in ownership interests in subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**(0.55)**	**(0.55)**
Total transactions with owners	**-**	**(100.00)**	**100.00**	**-**	**-**	**-**	**(0.55)**	**(0.55)**
Balance as at 31 March 2015	**807.99**	**100.00**	**3,191.36**	**(3.96)**	**2.13**	**4,097.52**	**29.95**	**4,127.47**

Annexure III: Restated Consolidated Summary Statement of Changes in Equity *(Continued)*

(Currency: Indian Rupees in million)

(b) Other equity *(Continued)*	**Attributable to owners of the Company**					**Total attributable to owners of the Company**	**Attributable to Non-controlling interests**	**Total**
	Reserves and surplus			**Items of Other comprehensive income (OCI)**				
	Securities premium reserve	**Debenture redemption reserve**	**Retained earnings**	**Foreign currency translation reserve**	**FVOCI equity instruments**			
Balance as at 1 April 2015	807.99	100.00	3,191.36	(3.96)	2.13	4,097.52	29.95	4,127.47
Total comprehensive income for the year ended 31 March 2016								
Profit for the year	-	-	1,466.04	-	-	1,466.04	19.60	1,485.64
Exchange differences in translating the financial statements of foreign operations	-	-	-	4.28	-	4.28	-	4.28
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans			(6.76)	-	-	(6.76)	-	(6.76)
Fair valuation of equity investment through OCI				-	(0.17)	(0.17)	-	(0.17)
Total comprehensive income for the year	**-**	**-**	**1,459.28**	**4.28**	**(0.17)**	**1,463.39**	**19.60**	**1,482.99**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Transfer to debenture redemption reserve		275.00	-	-		275.00	-	275.00
Transfer from debenture redemption reserve		-	(275.00)	-		(275.00)	-	(275.00)
Total transactions with owners	**-**	**275.00**	**(275.00)**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 March 2016	**807.99**	**375.00**	**4,375.64**	**0.32**	**1.96**	**5,560.91**	**49.55**	**5,610.46**
Total comprehensive income for the year ended 31 March 2016								
Profit for the year	-	-	5,423.08	-	-	5,423.08	(10.28)	5,412.80
Exchange differences in translating the financial statements of foreign operations	-	-		40.49	-	40.49	-	40.49
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans	-	-	0.08	-	-	0.08	-	0.08
Fair valuation of equity investment through OCI	-	-	-	-	100.62	100.62	-	100.62
Total comprehensive income for the year	**-**	**-**	**5,423.16**	**40.49**	**100.62**	**5,564.27**	**(10.28)**	**5,553.99**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Issue of equity shares as bonus shares	(242.41)	-	-	-	-	(242.41)	-	(242.41)
Decrease in non-controlling interest due to loss of control on disposal of subsidiaries	-	-	-	-	-	-	(39.15)	(39.15)
Adjustment for derecognition of reserves due to loss of control on disposal of subsidiaries	-	-	(120.86)	-	-	(120.86)	-	(120.86)
Transfer to debenture redemption reserve		375.00	(375.00)	-		-	-	-
Transfer from debenture redemption reserve		(62.50)	62.50	-		-	-	-
Total transactions with owners	**(242.41)**	**312.50**	**(433.36)**	**-**	**-**	**(363.27)**	**(39.15)**	**(402.42)**
Balance as at 31 March 2017	**565.58**	**687.50**	**9,365.44**	**40.81**	**102.58**	**10,761.91**	**0.12**	**10,762.03**
Total comprehensive income for the period ended 31 December 2017								
Profit for the period	-	-	3,244.89	-	-	3,244.89	(0.12)	3,244.77
Exchange differences in translating the financial statements of foreign operations	-	-	-	41.42		41.42	-	41.42
Items of other comprehensive income for the period , net of taxes								
Re-measurements of defined benefit plans	-	-	(15.48)	-	-	(15.48)	-	(15.48)
Fair valuation of equity investment through OCI			-	-	23.57	23.57	-	23.57
Total comprehensive income for the period	**-**	**-**	**3,229.41**	**41.42**	**23.57**	**3,294.40**	**(0.12)**	**3,294.28**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Transfer from debenture redemption reserve	-	(125.00)	125.00	-	-	-	-	-
Total transactions with owners	**-**	**(125.00)**	**125.00**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 December 2017	**565.58**	**562.50**	**12,719.85**	**82.23**	**126.15**	**14,056.31**	**-**	**14,056.31**

The above summary statement should be read with the Basis of preparation and Summary of Significant Accounting policies appearing in Annexure V, Notes to Restated Consolidated Financial Information appearing in Annexure VI and Statement of adjustments to Audited Consolidated Financial Statement appearing in Annexure VII.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
CIN U45201GJ1995PLC098652

Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
DIN: 00182893

Ajendra Agarwal
Director
DIN: 01147897

Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

G R Infraprojects Limited

Annexure IV: Restated Consolidated Summary Statement of Cash Flows

(Currency: Indian Rupees in million)

Particulars	**For the period ended 31 December 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Cash flows from operating activities						
Profit before tax	3,800.29	5,822.90	1,714.32	446.31	455.08	784.94
Adjustments for:						
Depreciation and amortisation expense	573.25	687.50	495.58	442.69	349.88	308.17
Provision for doubtful debts	-	5.02	9.02	2.38	60.00	-
Bad debts written off	-	-	-	-	46.98	-
Advances written off	-	-	-	-	9.24	-
Provision for diminution in value of investments	-	-	-	-	-	2.60
Interest income	(81.98)	(101.94)	(67.66)	(29.79)	(21.24)	(32.31)
Gain on sale of current investments	(93.56)	(45.77)	(14.92)	(15.51)	(0.66)	(0.27)
Gain arising on financial assets measured at FVTPL (net)	(30.07)	(30.36)	(16.20)	(0.99)	(0.36)	(0.98)
Exchange differences in translating the financial statements of foreign operations	41.42	40.49	4.28	(2.77)	(1.19)	-
Unrealised foreign exchange gain (net)	2.46	(7.30)	(2.24)	(18.91)	6.93	(1.54)
Profit on sale of item of property, plant and equipment (net)	(17.36)	(13.88)	(20.41)	(6.35)	(0.71)	(2.80)
Profit on sale of item of investment property	-	(0.84)	-	-	-	-
Provision for major maintenance (net)	45.00	160.00	72.00	-	-	-
Finance costs	435.57	1,258.35	1,060.15	770.12	572.76	301.87
Profit on sale of investment in subsidiaries	-	(1,356.84)	-	-	-	-
	4,675.02	6,417.33	3,233.92	1,587.18	1,476.71	1,359.68
Changes in working capital :						
(Increase) / decrease in financial and other assets	(6,638.05)	1,896.04	(1,344.99)	469.14	(1,591.47)	(1,931.22)
(Increase) / decrease in inventories	(68.51)	(1,446.50)	506.53	(401.31)	(290.60)	27.27
Decrease / (increase) in trade receivables	1,415.66	(1,619.09)	(1,696.48)	(291.45)	(580.91)	(530.23)
(Decrease) / increase in trade payables	(274.46)	76.54	1,060.16	659.31	(48.90)	(586.52)
(Decrease) / increase in provisions, financial and other liabilities	(488.53)	2,632.59	1,113.80	175.86	649.69	230.43
Cash (used in) / generated from operating activities	(1,378.87)	7,956.91	2,872.95	2,198.73	(385.48)	(1,430.59)
Income tax paid (net)	(659.97)	(1,156.06)	(499.57)	(213.31)	(195.66)	(267.17)
Net cash (used in) / generated from operating activities (A)	(2,038.84)	6,800.85	2,373.38	1,985.42	(581.14)	(1,697.76)
Cash flows from investing activities						
Interest received	92.60	94.46	64.79	37.59	18.02	46.04
Proceeds from sale of current investments	0.02	1.80	-	-	-	-
Payments for purchase of non-current investments	-	-	(5.00)	-	-	-
Payments for purchase of item of property, plant and equipment and other intangible assets	(1,529.00)	(1,283.53)	(1,506.47)	(2,841.02)	(2,206.74)	(161.88)
Proceeds from sale of item of property, plant and equipment and other intangible assets	50.73	4,099.87	97.62	83.12	30.89	27.15
Proceeds from sale of item of investment property	-	2.25	-	-	-	-
Proceeds from sale of non-current investments	-	1,198.95	-	-	-	-
Receipt from maturity of term deposits and mutual funds	11,239.31	9,868.33	2,066.36	930.85	489.64	861.26
Payments for purchase of term deposits and mutual funds	(11,758.90)	(10,473.84)	(2,380.71)	(1,031.89)	(487.05)	(767.50)
Net cash (used in) / generated from investing activities (B)	(1,905.24)	3,508.29	(1,663.41)	(2,821.35)	(2,155.24)	5.07
Cash flows from financing activities						
Interest paid	(484.25)	(1,176.65)	(1,048.13)	(745.20)	(551.89)	(298.09)
Receipt from / (payments to) non-controlling interest	-	-	-	(0.55)	0.97	-
(Repayment of) / Proceeds from current borrowings (net)	941.88	(278.94)	(944.08)	34.65	479.77	306.35
Proceeds from long term borrowings	352.00	269.82	1,492.51	3,319.84	2,387.23	1,968.70
Repayment of long term borrowings	(1,735.36)	(5,917.98)	(998.37)	(583.08)	(455.03)	(294.83)
Proceeds from issue of debentures	1,352.00	1,500.00	1,500.00	-	800.00	-
Repayment of debentures	(500.00)	(250.00)	(400.00)	(400.00)	-	-
Net cash (used in) / generated from financing activities (C)	(73.73)	(5,853.75)	(398.07)	1,625.66	2,661.05	1,682.13
Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(4,017.81)**	**4,455.39**	**311.90**	**789.73**	**(75.33)**	**(10.56)**
Cash and cash equivalents at the beginning of the period / year	5,575.85	1,120.46	808.56	18.83	94.16	104.72
Cash and cash equivalents at the end of the period / year	**1,558.04**	**5,575.85**	**1,120.46**	**808.56**	**18.83**	**94.16**

Annexure IV: Restated Consolidated Summary Statement of Cash Flows *(Continued)*

(Currency: Indian Rupees in million)

Notes:

1. The above Restated Consolidated Summary Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

	As at 31 December 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
2. Cash and cash equivalents comprises of						
Balances with banks:						
- Current accounts	1,097.21	1,410.00	538.37	393.50	56.01	121.00
- Cash credit account	24.92	2,809.73	3.48	0.12	-	-
Cheques on hand	-	1.26	-	12.36	1.03	101.96
Cash on hand	12.03	24.24	46.84	11.91	9.82	19.23
Cash and cash equivalents [refer note 12 of Annexure VI]	1,134.16	4,245.23	588.69	417.89	66.86	242.19
Add : investment in liquid mutual funds [refer note 6 of Annexure VI]	931.45	1,360.18	548.27	399.84	93.19	0.01
Less : investment in liquid mutual funds pledged as securities against bank overdraft [refer note 6 of Annexure VI]	(450.00)	-	-	-	-	-
Less : unrealised gain on liquid mutual funds	(28.97)	(29.56)	(16.47)	(1.80)	-	-
Less : book overdraft [refer note 20 of Annexure VI]	(28.60)	-	(0.03)	(7.37)	(141.22)	(148.04)
Cash and cash equivalents in statement of cash flow	**1,558.04**	**5,575.85**	**1,120.46**	**808.56**	**18.83**	**94.16**

3. The Holding Company has following undrawn borrowing facilities (excluding non-fund based facilities) towards future projects to be executed by the Company.

	For the period ended 31 December 2017	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Undrawn borrowing facilities (excluding non-fund based facilities)	1,463.54	1,754.80	1,113.70	422.31	34.50	482.50

4. Disclosure for changes in ownership interests in subsidiary companies

Derecognition of assets and liabilities of subsidiary companies	As at 31 March 2017
Non-current assets	5,763.01
Current assets	969.41
Non-current Liabilites	6,124.59
Current Liabilities	201.34

5. Borrowing cost capitalised as part of qualifying assets (property, plant and equipment and other intangible assets) are classified as cash flows from investing activity.

The above statement should be read with the Basis of preparation and Summary of Significant Accounting policies appearing in Annexure V, Notes to Consolidated Restated Financial information appearing in Annexure VI and Statement of adjustments to Audited Consolidated Financial Statement appearing in Annexure VII.

As per our report of even date attached.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

For and on behalf of the Board of Directors of
G R Infraprojects Limited
CIN U45201GJ1995PLC098652

Jeyur Shah
Partner
Membership No: 045754

Vinod Kumar Agarwal
Managing Director
DIN: 00182893

Ajendra Agarwal
Director
DIN: 01147897

Anand Rathi
Chief Financial Officer
ICAI Memb. No. 078615
Udaipur, 26 April 2018

Sudhir Mutha
Company Secretary
ICSI Memb. No. ACS18857

Ahmedabad
26 April 2018

1. Reporting entity

The Restated Consolidated Financial Information comprise of financial statements of G R Infraprojects Limited ('the Company' or 'the Holding Company'), its subsidiary companies and joint operations (collectively, 'the Group'). The Company has its registered office Revenue block no. 223, Old survey No. 384/1, 384/2, Paiki and 384/3, Khata No. 464, Kochariya, Ahmedabad, Gujarat - 382220. The Company has been incorporated under the provisions of the Indian Companies Act. The Company is a closely held Public Limited Company having its debentures listed on National Stock Exchange Limited. The Company is engaged in road construction and the infrastructure sector since 1996, with operations spread across various states in India. The Company has also set up Emulsion Manufacturing Plants in Udaipur, Rajasthan and Guwahati, Assam. The subsidiary companies and joint operations also construct, maintain, operate and transfer the infrastructure facilities like roads on Build-Operate-Transfer (BOT) basis.

2. Basis of preparation

a. The Restated Consolidated Summary Statement of Assets and Liabilities of G R Infraprojects Limited as at 31 December 2017 and as at 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Summary Statement of Changes in Equity and the Restated Consolidated Summary Statement of Cash Flows for the nine months period ended 31 December 2017 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and Restated Other Consolidated Financial Information (together referred as 'Restated Consolidated Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable. The Restated Consolidated Financial Information have been compiled by the Company from:

1) The Audited Consolidated Financial Statements of the Group for the years ended 31 March 2015, 31 March 2014 and 31 March 2013 (Audited Consolidated Financial Statements) prepared under previous generally accepted accounting principles followed in India ('Previous GAAP' or 'Indian GAAP'). The Restated Consolidated Financial Information for these years along with respective underlying schedules and notes are "Proforma Ind AS Restated Consolidated Financial Information", as per the Guidance note on Reports in Company Prospectus (revised 2016), issued by Institute of Chartered Accountants of India ('the ICAI'). The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated Standalone Financial Information for the years ended 31 March 2015, 31 March 2014 and 31 March 2013; and
2) The Audited Consolidated Financial Statement of the Group for the nine months ended 31 December 2017 and years ended 31 March 2017 and 31 March 2016 prepared under Ind AS (for the year ended 31 March 2016, it is in accordance with Ind AS being comparative period for year ended 31 March 2017).

The interim consolidated financial statements for the nine months period ended 31 December 2017 have been prepared in accordance with the recognition and measurement criteria laid down in Ind AS 34 – 'Interim Financial Reporting' notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

The Restated Consolidated Financial Information relates to the Company, its subsidiary companies and joint operations (collectively 'the Group').

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Group has presented a reconciliation from the presentation of Consolidated Financial Statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS of Restated Consolidated Shareholders' equity as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and of the Restated Consolidated Summary Statement of profit and loss for the years ended 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013.

The Restated Consolidated Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company, to be filed by the Company with the Securities and Exchange Board of India ('the SEBI'), relevant Registrar of Companies, as applicable and the concerned Stock Exchange in accordance with the requirements of:

2. Basis of preparation *(Continued)*

a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013;

b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the SEBI on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the 'ICDR regulations'); and

c) Guidance note on reports in Company prospectuses (revised 2016) issued by the ICAI (referred to as 'the Guidance note').

These Restated Consolidated Financial Information have been compiled by the Group from the Audited Consolidated Financial Statements and:

- there were no audit qualifications on these Consolidated Financial Statements except mentioned in Note 4 to Annexure VII,
- there were no changes in accounting policies under Previous GAAP during the years of these financial statements,
- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited consolidated financial statements of the Group as at and for the nine months ended 31 December 2017 prepared under Ind AS and the requirements of the ICDR Regulations, and
- the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective years to which they relate.

These Restated Consolidated Financial Information were authorised for issue by the Company's Board of Directors on 26 April 2018.

b. Functional and presentation currency

These Restated Consolidated Financial Information are presented in Indian Rupees (Rs.), which is the Group's functional currency. All amounts have been rounded off to the nearest million, unless otherwise indicated.

c. Basis of measurement

These Restated Consolidated Financial Information have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in table set out below. The accounting policies have been applied consistently over all the periods presented in these Restated Consolidated Financial Information.

Items	Measurement basis
Investment in mutual fund	Fair Value Through Profit or Loss (FVTPL)
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Investment in certain equity shares of entities	Fair Value Through Other Comprehensive Income (FVOCI)

d. Use of estimates and judgments

In preparing these Restated Consolidated Financial Information, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

2. Basis of preparation *(Continued)*

d. Use of estimates and judgments *(Continued)*

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes included in Annexure VI:

Note 1 and 4	Estimates of useful lives and residual value of Property, plant and equipment and intangible assets
Note 6	Fair valuation of investments and determining fair value less cost of sell of the disposal group on the basis of significant unobservable inputs
Note 7 and 23	Estimate of cost for BOT projects for percentage of completion, right for annuity receivable and finance income
Note 11	Provision for doubtful debts
Note 21	Recognition and measurement of provisions and contingencies
Note 23	Estimates of contract cost for percentage of completion
Note 33	Current / Deferred tax expense and recognition of MAT Credit and evaluation of recoverability of deferred tax assets
Note 34	Measurement of employee defined benefit obligations; key actuarial assumptions

e. Measurement of fair values

Some of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a financial reporting team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

The financial reporting team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as pricing services, is used to measure fair values, then the financial reporting team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes included in Annexure VI :

Note 6	Investments
Note 34	Employee benefits
Note 41	Financial instruments

3. Summary of Significant Accounting policies

a. Basis of consolidation

The Restated Consolidated Financial Information comprise the financial information of the Holding Company, joint operations and its subsidiary companies (including special purpose entities) where Control exists when the Holding Company is exposed to, or has rights, to variable returns from its involvement with the entity, and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Upon loss of control, the Group derecognises the assets and liabilities of the subsidiary companies, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the Restated Consolidated Summary Statement of Profit and Loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity accounted investee depending on the level of influence retained.

These Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial information of each of the subsidiary companies used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e., period ended on 31 December 2017 and for years ended on 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 except for GR Building & Construction Nigeria Limited and GR Infrastructure Limited whose accounts are drawn for the year ended 31 December 2016, 31 December 2015, 31 December 2014, 31 December 2013 and 31 December 2012, where there are no significant transactions or other events that have occurred between 1 January and 31 March of each of the years then ended.

Consolidation procedure:

i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the holding company with those of its subsidiary companies and joint operations. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.

ii) Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.

iii) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full, except as stated in point iv)

iv) Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS-12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

v) The Build, Operate and Transfer (BOT) / Design, Build, Finance, Operate and Transfer (DBFOT) contracts are governed by Service Concession Agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "toll collection rights" against the construction services rendered. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, revenue is recognised at fair value of construction services rendered and profit from such contracts is considered as realised.

Accordingly, BOT / DBFOT contracts awarded to group companies (operator), where work is subcontracted to fellow subsidiary companies, the intra group transactions on BOT / DBFOT contracts and the profits arising thereon are taken as realised and not eliminated.

3. Summary of Significant Accounting policies *(Continued)*

a. Basis of consolidation *(Continued)*

Consolidation procedure *(Continued)*

vi) Non-controlling interests in the net assets of consolidated subsidiary companies consists of :

(a) The amount of equity attributed to non-controlling interests at the date on which investment in a subsidiary relationship came into existence;

(b) The non-controlling interest share of movement in equity since the date holding subsidiary relationship came into existence;

(c) Non-controlling interest share of net profit/ (loss) of consolidated subsidiary companies for the year is identified and adjusted against the profit after tax of the Group.

vii) The following entities are considered in the Restated Consolidated Financial Information listed below:

Name of the company	Country Of Incorpo-ration	% of holding as on					
		31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Reengus Sikar Expressway Limited	India	100.00	100.00	100.00	100.00	100.00	100.00
Shillong Expressway Limited (up to 30 March 2017)	India	-	-	73.98	73.98	73.98	73.98
Jodhpur Pali Expressway Limited (up to 30 March 2017)	India	-	-	99.88	99.88	99.88	99.88
GR Infrastructure Limited	Nigeria	92.31	92.31	92.31	92.31	92.31	92.31
GR Building & Construction Nigeria Limited	Nigeria	99.38	99.38	99.38	99.38	99.38	99.38
GR Phagwara Expressway Limited	India	100.00	100.00	-	-	-	-
Nagaur Mukundgarh Highways Private Limited	India	100.00	100.00	-	-	-	-
Varansi Sangam Expressway Private Limited	India	100.00	-	-	-	-	-
Probandar Dwarka Expressway Private Limited	India	100.00	-	-	-	-	-

b. Business combinations and goodwill

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards provisions related to first time adoption, the Group has exercised exemption and elected not to apply Ind AS accounting for business combinations retrospectively.

The excess of cost to the group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognised as ‘Goodwill’ being an asset in the Consolidated Financial Statements. This Goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the group, it is recognised as ‘Capital Reserve’ and shown under the head ‘Other equity’, in the consolidated financial statements.

c. Foreign currency transactions and translations

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the date of the transaction or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Restated Consolidated Summary Statement of Profit and Loss.

3. Summary of Significant Accounting policies *(Continued)*

c. Foreign currency transactions and translations *(Continued)*

In case of foreign operations whose functional currency is different from the Holding Company's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognised in other comprehensive income/ (loss) and presented within equity as part of Foreign Currency Translation Reserve ("FCTR"). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is reclassified to the Restated Consolidated Summary Statement of Profit and Loss as a part of gain or loss on disposal.

d. Financial instruments

i Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised by each entity in the Group when it becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

ii Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At present, the Group does not have investments in any debt securities classified as FVOCI.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

3. Summary of Significant Accounting policies *(Continued)*

d. Financial instruments *(Continued)*

ii. Classification and subsequent measurement *(Continued)*

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the each entity's management in the Group;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs),as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the each entity in the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

3. Summary of Significant accounting polices *(Continued)*

d. Financial instruments *(Continued)*

ii. Classification and subsequent measurement *(Continued)*

Financial assets: Business model assessment *(Continued)*

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Restated Consolidated Summary Statement of Profit and Loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Consolidated Summary Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Restated Consolidated Summary Statement of Profit and Loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in Restated Consolidated Summary Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Restated Consolidated Summary Statement of Profit and Loss subsequently.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Restated Consolidated Summary Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Restated Consolidated Summary Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Restated Consolidated Summary Statement of Profit and Loss.

ii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

iii. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3. Summary of Significant accounting polices *(Continued)*

e. Operating cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Operating cycle for project related assets and liabilities is the time from start of the project to their realization in cash or cash equivalents.

f. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Restated Consolidated Summary Statement of Profit and Loss.

ii. Transition to Ind AS

On transition to Ind AS, the each entity in the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015, measured as per the previous GAAP. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

iii Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iv Depreciation

With effect from 1 April 2014, pursuant to the requirements of Schedule II to the Companies Act, 2013 ('the Act'), the Group has reassessed the useful life of the assets. Depreciation on property, plant and equipment other than plant and machinery is provided on written down value method based on the useful lives as prescribed under Schedule II of the Act.

Depreciation on plant and machinery is provided on written down value method over the estimated useful life based on technical evaluation done by the management, except in case of few plant and machinery where the Group is following straight line method as prescribed under Schedule II of the Act.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	Management estimate of useful life (Years)
Factory buildings	30
Buildings other than factory buildings	60
Plant and equipment	3-15
Vehicles	8-10
Fixtures and fittings	10

3. Summary of Significant accounting polices *(Continued)*

f. Property, plant and equipment *(Continued)*

iv Depreciation *(Continued)*

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

v Derecognition

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

g. Capital work in progress

Cost of assets not ready for intended use, as on balance sheet date is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as other non-current assets.

h. Intangible assets

i. Recognition and measurement

Intangible assets including those acquired by the Group are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Concession intangibles represents commercial rights to collect fee in relation to toll roads which has been accounted based on the value of project activity towards construction, reconstruction, strengthening, widening, rehabilitation of the toll roads on Build, Operate and Transfer basis. It includes all direct material, labour and sub- contracting costs, inward freight, duties, taxes, if any, and any directly attributable expenditure on making the commercial right ready for its intended use.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in Restated Consolidated Summary Statement of Profit and Loss as incurred.

iii. Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

iv. Amortisation

Amortisation of intangible assets other than toll collection rights is calculated to amortise the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Restated Consolidated Summary Statement of Profit and Loss.

The estimated useful lives are as follows :

- Software	: 3 years
- Intangible asset under service concession arrangement	
- Wind power	: 22 years
- Toll collection rights under BOT projects existing on transition date	: Revenue based amortisation

3. Summary of Significant accounting polices *(Continued)*

h. Intangible assets *(Continued)*

Based on the optional exemption provided under Ind AS 101 (refer note 45 included in Annexure VI) read with clarification provided in Ind AS Transition Facilitation Group ('ITFG) bulletin no. 3, the Group has opted to continue revenue based amortization for toll collection rights under the BOT projects existing on transition date. Accordingly, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortisation of toll collection rights is changed prospectively to reflect any changes in the estimates.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

v. Derecognition

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Restated Consolidated Summary Statement of Profit and Loss when the asset is derecognised.

vi. Service concession

(a) Wind Power

The Power Purchase Agreement (PPA) with Ajmer Vidyut Nigam Limited are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding financial asset is recognised to the extent of right to receive a fixed amount with the balance being accounted as an intangible asset.

(b) Service concession under BOT projects with toll collection rights

Concession Agreement entered into between Government of Rajasthan, Public Works Development (on behalf of Ministry of Road Transport & Highways, Government of India) (‘the Grantor’) and Jodhpur Pali Expressway Limited (“JPEL”, a subsidiary company) (‘the Operator’), conferred the right to JPEL to implement the project and recover the project cost, through the toll receipts. The same are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding intangible assets is recognised to the extent the Operator receives right from the Grantor to charge the users of the public service.

(c) Service concession under BOT projects with annuity receivables

Concession Agreement entered into, between concession grantor (‘the Grantor’) and certain subsidiary companies (‘the Operator’), are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding financial asset is recognised to the extent that the Operator has an unconditional contractual right to receive cash or another financial asset from the Grantor.

vii. Impact on transition

The Group has opted to apply the requirements of Appendix A to Ind AS 11 prospectively from the transition date. Accordingly, the wind mill and service concession under BOT projects for which PPA has been executed, being covered under the intangible asset model has been disclosed separately as an intangible asset in note 4 included in Annexure VI.

viii. Intangible assets under development

Expenditure related to and incurred during implementation of project are included under “Intangible Assets under Development”. The same will be transferred to the respective intangible assets on completion of project.

3. Summary of Significant accounting polices *(Continued)*

i. Investment Property

i. Recognition and Measurement

Land or building held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Land held for a currently undetermined future use is also recognised as Investment Property.

An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the Group carries the investment property at the cost less accumulated depreciation and accumulated impairment, if any.

ii. Gain or Loss on Disposal

Any gain or loss on disposal of an Investment Property is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

j. Inventories

Inventories are measured at the lower of cost and net realisable value. However, materials and other items held for use in civil construction work and / or production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost of inventories is based on the first-in first-out ("FIFO") formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

In the case of manufactured inventories and work-in-progress, cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity and excise duty. Cost is determined on FIFO basis. Trading goods are valued at lower of cost and net realisable value.

k. Project work in progress

Project work in progress represents uncertified inventory valued at contract rate pending final certification.

l. Impairment

i Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the each entity in the Group on terms that the such entity would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12 month expected credit losses.

3. Summary of Significant accounting polices *(Continued)*

l. Impairment *(Continued)*

i Impairment of financial instruments *(Continued)*

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Twelve months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses
Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet.
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

ii Impairment of non-financial assets
The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Consolidated Summary Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3. Summary of Significant accounting polices *(Continued)*

m. Employee benefits

i Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Restated Consolidated Summary Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iii Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Restated Consolidated Summary Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Restated Consolidated Summary Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in Restated Consolidated Summary Statement of Profit and Loss in the period in which they arise.

3. Summary of Significant accounting polices *(Continued)*

n. Provisions and contingencies (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingencies
Disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Provision for major maintenance
As per the Concession Agreement, the Group is obligated to carry out resurfacing of the roads under concession. The Group estimates the likely provision required towards resurfacing and accrues the cost on a straight line basis over the period at the end of which resurfacing would be required, in the consolidated statement of profit and loss in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets."

o. Revenue

i Sale of goods
Revenue from the sale of goods in the course of ordinary activities includes excise duty and is measured at the fair value of the consideration received or receivable, net of returns, trade discounts, volume rebates and taxes or duties collected on behalf of government. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale.

ii Construction contracts
Contract revenue is recognised as revenue in the Restated Consolidated Summary Statement of Profit and Loss in the accounting periods in which the work is performed. Contract costs are recognised as an expense in the consolidated summary statement of profit and loss in the accounting periods in which the work to which they relate is performed. In the case of contracts with defined milestones and assigned price for each milestone, the Group recognises revenue on transfer of significant risks and rewards which coincides with achievement of milestone and its acceptance by its customer.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work and claims payments, to the extent that it is probable that they will result in revenue and can be measured reliably. The Group recognises bonus/ incentive revenue on early completion of the project based on the confirmation received from the customers.

If the outcome of a construction contract can be estimated reliably, contract revenue is recognised in consolidated summary statement of profit and loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed. Otherwise, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.
Contract costs are recognised as expenses as incurred unless they create an asset related to future contract activity. An expected loss on a contract is recognised immediately in Restated Consolidated Summary Statement of Profit and Loss.

3. Summary of Significant accounting polices *(Continued)*

o. Revenue *(Continued)*

ii Construction contracts *(Continued)*

Revenue related to construction or upgrade services provided under a service concession arrangement is recognised based on the stage of completion of the work performed, consistent with the Group's accounting policy on recognising revenue on construction contacts.

iii Income from service concession arrangements

The income from Toll Contracts on BOT basis is recognised on actual collection of toll revenue.

Build-Operate-Transfer (BOT) contracts on annuity basis under service concession arrangement contain three streams of revenue- Construction revenue, Financing income and Operations and maintenance (O&M) income. The construction stream of BOT revenues are accounted for in the construction phase of BOT, O&M income is recognised in the operating phase of the BOT, while finance income is recognised over a concession period based on the imputed interest method.

iv Accounting for real estate transactions

The Group is following the "Percentage of Completion Method" of accounting. As per this method, revenue from sale of properties is recognised in Consolidated Summary Statement of Profit and Loss in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Group on transfer of significant risk and rewards to the buyer.

In accordance with "Guidance Note on Accounting for Real Estate Transactions" (for entities to whom Ind AS is applicable) issued by Institute by Chartered Accountants of India in May 2016, construction revenue on such projects, measured at fair value (i.e. adjusted for discount, incentives and time value of money adjustments etc.), has been recognised by applying percentage of completion method provided following thresholds have been met:

a) all critical approvals necessary for commencement of project have been obtained;
b) when the stage of completion of the project reaches a reasonable level of development. A reasonable level of development is not achieved if the expenditure incurred on project construction and development cost is not less than 25% of the total estimated project construction and development costs. Such cost would exclude land costs but include borrowing costs;
c) at least 25% of the saleable project area is secured by contracts/agreements with buyers; and
d) at least 10% of the contracts consideration as per agreement of the sale or any other enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that parties to such contracts will comply with the payment terms.

v Job work

Job work income is recognised when the services are rendered and there are no uncertainties involved to its ultimate realization.

p. Leases

i Assets held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. All the other leases are classified as operating leases. For finance leases, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognised in (in case the Group is lessee) nor derecognised (in case the Group is lessor) from the Group's Balance Sheet.

ii Lease payments

Payments made under operating leases are generally recognised in Consolidated Summary Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

3. Summary of Significant accounting polices *(Continued)*

p. Leases *(Continued)*

iii Assets given on lease

In respect of assets provided on finance leases, amounts due from lessees are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

q. Recognition of dividend income, interest income or expense

Dividend income is recognised in Consolidated Summary Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

r. Income tax

Income tax comprises of current and deferred tax. It is recognised in the consolidated summary statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date in the country where each company of Group operates and generates taxable income.

For the interim reporting period, tax expenses is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year multiplied by the pre-tax income of the interim reporting period in accordance with Ind AS 34.

The Group, being a Group providing infrastructure development / maintenance and operations services is eligible to claim deduction under Section 80 IA of the Income Tax Act, 1961 with respect to 100 % of the profits and gains derived from this business for the any ten consecutive assessment years out of fifteen years beginning from the year in which the undertaking or the enterprise develops and begins to operate any infrastructure facility. Accordingly, the Group has opted for Tax Holiday Period from financial year 2014-15 and onwards.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Minimum Alternate Tax (MAT) eligible for set-off in subsequent years (as per tax laws), is recognised as an asset by way of credit to the Restated Consolidated Summary Statement of Profit and Loss only if there is convincing evidence sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the Company. At each Balance Sheet date, the carrying amount of deferred tax in relation to MAT Credit Entitlement receivable is reviewed to reassure realization.

3. Summary of Significant accounting polices *(Continued)*

r. Income tax *(Continued)*

ii Deferred tax *(Continued)*

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, deferred tax asset is recognised only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets –unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Any tax credit available is recognised as deferred tax to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised. The said asset is created by way of credit to the Restated Consolidated Summary Statement of Profit and loss and shown under the head of deferred tax.

iii Presentation of current and deferred tax:

Current and deferred tax are recognised as income or an expense in the Restated Consolidated Summary Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognised in Other Comprehensive Income.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

s. Borrowing cost

Borrowing costs are interest and other incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

t. Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3. Summary of Significant accounting polices *(Continued)*

t. Earnings per share *(Continued)*

In a capitalisation or bonus issue or a share split, ordinary shares are issued to existing shareholders for no additional consideration. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

u. Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group. Refer note 46 included in Annexure VI.

v. Cash and cash equivalents

Cash and Cash equivalents for the purpose of Consolidated Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

w. Joint arrangements

Under Ind AS 111 Joint arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has joint operations.

Joint operations

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the Restated Consolidated Financial Information under the appropriate headings. The details of joint operations are set out in note 39 included in Annexure VI.

4. Standard issued not yet effective

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified new standards and amendments to existing standards. These amendments are effective for annual periods beginning after 1 April 2018.

Ind AS 115 Revenue from contract with customers

Ind AS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces existing revenue recognition guidance, including Ind AS 18 Revenue and Ins AS 11 Construction Contracts. The core principle of the new standard that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

This Standard permits two possible methods of transition i.e. retrospective approach and modified retrospective method. The Group is in the process of evaluating and identifying the key impacts along with transition options to be considered while transiting to Ind AS 115.

Amendments to existing Ind AS

The following amended standards are not expected to have a significant impact on the Group's consolidated financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the Group when it will adopt the respective standards.

- Ind AS 40 - Investment Property
  The amendment lays down the principle regarding the transfer of asset to, or from, investment property.
- Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
  The amendment lays down principles to determine the date of transaction when a company recognizes a non-monetary prepayment asset or deferred income liability.
- Ind AS 12 – Income Taxes
  The amendments explains that determining temporary differences and estimating probable future taxable profit against which deductible temporary differences are assessed for utilization are two separate steps.

(Currency: Indian Rupees in million)

Note 1 Property, plant and equipment

A. Reconciliation of carrying amount

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Deemed cost *						
Balance at 1 April 2012 - Proforma	89.46	98.29	1,820.90	39.11	4.69	2,052.45
Additions	14.54	0.85	153.32	7.93	1.55	178.19
Disposals	-	-	(47.74)	(1.18)	-	(48.92)
Balance at 31 March 2013 - Proforma	**104.00**	**99.14**	**1,926.48**	**45.86**	**6.24**	**2,181.72**
Additions	47.62	43.40	640.65	17.77	4.11	753.55
Disposals	(13.15)	(32.16)	(38.64)	(2.79)	-	(86.74)
Balance at 31 March 2014 - Proforma	**138.47**	**110.38**	**2,528.49**	**60.84**	**10.35**	**2,848.53**
Additions	7.89	-	143.39	13.36	0.52	165.16
Disposals	(2.29)	-	(155.68)	(2.66)	-	(160.63)
Translation exchange differences	-	-	4.97	(0.18)	(0.09)	4.70
Balance at 31 March 2015	**144.07**	**110.38**	**2,521.17**	**71.36**	**10.78**	**2,857.76**
Additions (refer note D below)	-	132.66	1,220.64	60.72	7.74	1,421.76
Disposals	-	-	(87.07)	(1.03)	-	(88.10)
Translation exchange differences	-	-	(8.26)	(0.23)	(0.12)	(8.61)
Balance at 31 March 2016	**144.07**	**243.04**	**3,646.48**	**130.82**	**18.40**	**4,182.81**
Additions	4.64	42.56	1,555.65	77.02	2.58	1,682.45
Adjustment	(3.15)	-	-	-	-	(3.15)
Disposals	-	-	(69.30)	(1.38)	(0.06)	(70.74)
Translation exchange differences	-	-	(23.58)	(4.16)	(0.46)	(28.20)
Balance at 31 March 2017	**145.56**	**285.60**	**5,109.25**	**202.30**	**20.46**	**5,763.17**
Additions	14.98	0.38	1,524.89	68.30	3.41	1,611.96
Disposals	-	-	(52.01)	(2.11)	-	(54.12)
Translation exchange differences	-	-	(6.28)	(2.04)	(0.10)	(8.42)
Balance at 31 December 2017	**160.54**	**285.98**	**6,575.85**	**266.45**	**23.77**	**7,312.59**

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Accumulated depreciation						
Balance at 1 April 2012 - Proforma	-	-	-	-	-	-
Depreciation for the year	-	19.52	267.84	9.80	0.97	298.13
Disposals	-	-	(23.54)	(1.03)	-	(24.57)
Balance at 31 March 2013 - Proforma	**-**	**19.52**	**244.30**	**8.77**	**0.97**	**273.56**
Depreciation for the year	-	18.77	304.58	12.62	1.64	337.61
Disposals	-	(32.16)	(21.99)	(2.41)	-	(56.56)
Balance at 31 March 2014 - Proforma	**-**	**6.13**	**526.89**	**18.98**	**2.61**	**554.61**
Depreciation for the year	-	5.04	395.71	16.04	2.48	419.27
Disposals	-	-	(82.19)	(1.67)	-	(83.86)
Balance at 31 March 2015	**-**	**11.17**	**840.41**	**33.35**	**5.09**	**890.02**
Depreciation for the year	-	33.25	399.42	18.21	3.00	453.88
Disposals	-	-	(10.78)	(0.11)	-	(10.89)
Balance at 31 March 2016	**-**	**44.42**	**1,229.05**	**51.45**	**8.09**	**1,333.01**
Depreciation for the year	-	21.31	585.81	36.24	3.24	646.60
Disposals	-	-	(21.50)	(0.47)	(0.01)	(21.98)
Translation exchange differences	-	-	(7.81)	(1.20)	(0.20)	(9.21)
Balance at 31 March 2017	**-**	**65.73**	**1,785.55**	**86.02**	**11.12**	**1,948.42**
Depreciation for the period	-	13.20	517.04	37.25	2.29	569.78
Disposals	-	-	(19.64)	(1.11)	-	(20.75)
Translation exchange differences	-	-	(4.69)	(0.97)	(0.10)	(5.76)
Balance at 31 December 2017	**-**	**78.93**	**2,278.26**	**121.19**	**13.31**	**2,491.69**
Carrying amount (net)						
At 1 April 2012 - Proforma	89.46	98.29	1,820.90	39.11	4.69	2,052.45
At 31 March 2013 - Proforma	104.00	79.62	1,682.18	37.09	5.27	1,908.16
At 31 March 2014 - Proforma	138.47	104.25	2,001.60	41.86	7.74	2,293.92
At 31 March 2015	144.07	99.21	1,680.76	38.01	5.69	1,967.74
At 31 March 2016	144.07	198.62	2,417.43	79.37	10.31	2,849.80
At 31 March 2017	145.56	219.87	3,323.70	116.28	9.34	3,814.75
At 31 December 2017	160.54	207.05	4,297.59	145.26	10.46	4,820.90

* On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

(Currency: Indian Rupees in million)

Note 1 Property, plant and equipment *(Continued)*

Deemed cost as on 1 April 2015

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Gross Block	144.07	131.82	3,250.81	104.07	14.84	3,645.61
Accumulated Depreciation	-	(32.61)	(1,570.05)	(66.06)	(9.15)	(1,677.87)
Net Block treated as Deemed cost upon transition	144.07	99.21	1,680.76	38.01	5.69	1,967.74

The Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment on the transition date. Accordingly, net block as on 31 March 2015 has been considered as deemed cost on 1 April 2015 in the statutory consolidated financial statements.

Deemed cost as on 1 April 2012

Particulars	Land	Building	Plant and equipment	Vehicles	Fixtures and fittings	Total
Gross Block	89.46	119.74	2,550.54	71.81	8.75	2,840.30
Accumulated Depreciation	-	(21.45)	(729.64)	(32.70)	(4.06)	(787.85)
Net Block treated as Deemed cost upon transition	89.46	98.29	1,820.90	39.11	4.69	2,052.45

B. Security

Refer note 16 and 18 for the property, plant and equipment which are subject to charge.

C. Commitments

For capital commitments made by the Group as at the balance sheet date, see note 38.

D. Reclassification from inventory

During the year ended 31 March 2016, the Group has converted real estate inventory comprising of buildings amounting to Rs. 89.92 millions to Property, plant and equiment for the purpose of business.

Note 2 Capital work-in-progress

Particulars	**Capital Work-in-progress**
Cost or deemed cost (gross carrying amount)	
Balance at 1 April 2012 - Proforma	47.50
Additions	78.61
Assets capitalised during the year	(91.65)
Balance at 31 March 2013 - Proforma	**34.46**
Additions	167.72
Assets capitalised during the year	(164.73)
Balance at 31 March 2014 - Proforma	**37.45**
Additions	290.86
Assets capitalised during the year	(115.83)
Balance at 31 March 2015	**212.48**
Additions	819.64
Assets capitalised during the year	(750.94)
Balance at 31 March 2016	**281.18**
Additions	593.11
Adjustment	3.15
Assets capitalised during the year	(709.84)
Balance at 31 March 2017	**167.60**
Additions	162.73
Assets capitalised during the period	(102.15)
Balance at 31 December 2017	**228.18**
Carrying amount (net)	
At 1 April 2012 - Proforma	47.50
At 31 March 2013 - Proforma	34.46
At 31 March 2014 - Proforma	37.45
At 31 March 2015	212.48
At 31 March 2016	281.18
At 31 March 2017	167.60
At 31 December 2017	228.18

Capital work-in-progress

The Company has acquired various asset at various locations, which are not ready for intended use by management as at reporting date. These assets includes various items of plant and machinery and vehicles. Borrowing costs are capitalised in case of a qualifying asset in accordance with Ind AS 23 "Borrowing costs".

G R Infraprojects Limited

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 3 Investment Property

Particulars	Freehold Land	Buildings	Total
Deemed cost *			
Balance at 1 April 2012 - Proforma	4.09	1.41	5.50
Additions	-	-	-
Balance at 31 March 2013 - Proforma	**4.09**	**1.41**	**5.50**
Additions	-	-	-
Balance at 31 March 2014 - Proforma	**4.09**	**1.41**	**5.50**
Additions	-	-	-
Balance at 31 March 2015	**4.09**	**1.41**	**5.50**
Additions	-	-	-
Balance at 31 March 2016	**4.09**	**1.41**	**5.50**
Additions	-	-	-
Disposals	-	(1.41)	(1.41)
Derecognition on account of loss of control on disposal of subsidiary	(2.12)	-	(2.12)
Balance at 31 March 2017	**1.97**	**-**	**1.97**
Additions	-	-	-
Disposals	-	-	-
Balance at 31 December 2017	**1.97**	**-**	**1.97**

Carrying amount (net)

At 1 April 2012 - Proforma	4.09	1.41	5.50
At 31 March 2013 - Proforma	4.09	1.41	5.50
At 31 March 2014 - Proforma	4.09	1.41	5.50
At 31 March 2015	4.09	1.41	5.50
At 31 March 2016	4.09	1.41	5.50
At 31 March 2017	1.97	-	1.97
At 31 December 2017	1.97	-	1.97

The direct operating expenses on the investment property are not separately identifiable and the same is not likely to be material.

The Group obtains valuation for its investment properties from Technical Department (other than those under construction) at least annually. The best evidence of fair value is Jantri rate in case of land and management's technical valuation for building constructed. All resulting fair value estimates for investment properties are included in level 3.

	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Fair value of investment property	2.82	2.82	7.78	7.37	6.75	6.13

* On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Capital work in progress and investment property recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

G R Infraprojects Limited

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 4 Other intangible assets

Reconciliation of carrying amount

Particulars	Software	Carriageways	Service concession #	Toll Collection Rights **	Total
Deemed cost*					
Balance at 1 April 2012 - Proforma	1.65	1.11	46.64	-	49.40
Additions	15.49	-	-	-	15.49
Disposals	-	(1.11)	-	-	(1.11)
Balance at 31 March 2013 - Proforma	**17.14**	**-**	**46.64**	**-**	**63.78**
Additions	0.92	-	-	-	0.92
Balance at 31 March 2014 - Proforma	**18.06**	**-**	**46.64**	**-**	**64.70**
Additions	3.18	-	-	3,464.71	3,467.89
Balance at 31 March 2015	**21.24**	**-**	**46.64**	**3,464.71**	**3,532.59**
Additions	4.48	-	-	654.08	658.56
Balance at 31 March 2016	**25.72**	**-**	**46.64**	**4,118.79**	**4,191.15**
Additions	0.69	-	-	-	0.69
Derecognition on account of loss of control on disposal of subsidiary	-	-	-	(4,118.79)	(4,118.79)
Balance at 31 March 2017	**26.41**	**-**	**46.64**	**-**	**73.05**
Additions	3.10	-	-	-	3.10
Disposals	(0.07)	-	-	-	(0.07)
Balance at 31 December 2017	**29.44**	**-**	**46.64**	**-**	**76.08**

Particulars	Software	Carriageways	Service concession #	Toll Collection Rights **	Total
Accumulated amortisation					
Balance at 1 April 2012 - Proforma	-	-	-	-	-
Amortisation for the year	1.78	1.11	7.15	-	10.04
Disposals	-	(1.11)	-	-	(1.11)
Balance at 31 March 2013 - Proforma	**1.78**	**-**	**7.15**	**-**	**8.93**
Amortisation for the year	6.22	-	6.05	-	12.27
Balance at 31 March 2014 - Proforma	**8.00**	**-**	**13.20**	**-**	**21.20**
Amortisation for the year	7.27	-	4.06	12.09	23.42
Balance at 31 March 2015	**15.27**	**-**	**17.26**	**12.09**	**44.62**
Balance at 1 April 2015	15.27	-	17.26	12.09	44.62
Amortisation for the year	3.90	-	3.57	34.23	41.70
Balance at 31 March 2016	**19.17**	**-**	**20.83**	**46.32**	**86.32**
Amortisation for the year	2.53	-	3.13	35.24	40.90
Derecognition on account of loss of control on disposal of subsidiary	-	-	-	(81.56)	(81.56)
Balance at 31 March 2017	**21.70**	**-**	**23.96**	**-**	**45.66**
Amortisation for the period	1.40	-	2.07	-	3.47
Disposals	(0.05)	-	-	-	(0.05)
Balance at 31 December 2017	**23.05**	**-**	**26.03**	**-**	**49.08**

Carrying amount (net)

At 1 April 2012 - Proforma	1.65	1.11	46.64	-	49.40
At 31 March 2013 - Proforma	15.36	-	39.49	-	54.85
At 31 March 2014 - Proforma	10.06	-	33.44	-	43.50
At 31 March 2015	5.97	-	29.38	3,452.62	3,487.97
At 31 March 2016	6.55	-	25.81	4,072.47	4,104.83
At 31 March 2017	4.71	-	22.68	-	27.39
At 31 December 2017	6.39	-	20.61	-	27.00

(Currency: Indian Rupees in million)

Note 4 Other intangible assets *(Continued)*

Deemed cost as on 1 April 2015

Particulars	Software	Carriageways	Service concession #	Toll Collection Rights **	Total
Gross Block	23.30	-	65.11	3,464.71	3,553.12
Accumulated Depreciation	(17.33)	-	(35.73)	(12.09)	(65.15)
Net Block treated as Deemed cost upon transition	5.97	-	29.38	3,452.62	3,487.97

The Group has elected to continue with the carrying value of all of its Intangible assets recognised as at 1 April 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the Intangible assets on the transition date. Accordingly, net block as on 31 March 2015 has been considered as deemed cost on 1 April 2015 in the statutory consolidated financial statements.

Deemed cost as on 1 April 2012

Particulars	Software	Carriageways	Service concession #	Toll Collection Rights **	Total
Gross Block	3.71	70.77	65.11	-	139.59
Accumulated Depreciation	(2.06)	(69.66)	(18.47)	-	(90.19)
Net Block treated as Deemed cost upon transition	1.65	1.11	46.64	-	49.40

*On transition to Ind AS, the Group has elected to continue with the carrying value of all of its Intangible Assets recognised as at 1 April 1 2015 measured as per the Previous GAAP and use that carrying value as the deemed cost of the Intangible Assets. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated schedule for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

The Group has entered in power purchase agreements under which its obligations include constructing windmill for electricity generation. The Group maintains and services the infrastructure during the concession period. As the Group does not bear the demand risk, the Group follows the intangible asset model and accordingly, the Group has reclassified the net carrying amount of windmill as on the transition date to the intangible asset by claiming the exemption provided under Ind AS 101 not to apply Ind AS 11 retrospectively. The intangible asset i.e. windmill is amortised over its expected useful life.

** The toll collection rights pertain to service concession Jodhpur Pali Expressway Limited ("JPEL"), a earstwhile subsidiary of the Holding Company. On 30 March 2017, the Holding company has disposed off its investment in JPEL, except 12% (approx.) equity shares which will be disposed off on receipt of final completion certificate for underlying projects in the subsidiary company.

Note 5 Intangible assets under development

Reconciliation of carrying amount

Particulars	Intangible assets under development
Deemed cost *	
Balance at 1 April 2012 - Proforma	-
Additions	-
Intangibles capitalised during the year	-
Balance at 31 March 2013 - Proforma	**-**
Additions	1,429.11
Intangibles capitalised during the year	-
Balance at 31 March 2014 - Proforma	**1,429.11**
Additions	2,549.02
Intangibles capitalised during the year	(3,464.71)
Balance at 31 March 2015	**513.42**
Balance at 1 April 2015	513.42
Additions	140.66
Intangibles capitalised during the year	(654.08)
Balance at 31 March 2016	**-**
Additions	-
Intangibles capitalised during the year	-
Balance at 31 March 2017	**-**
Additions	-
Intangibles capitalised during the period	-
Balance at 31 December 2017	**-**

Carrying amount (net)

At 1 April 2012 - Proforma	-
At 31 March 2013 - Proforma	-
At 31 March 2014 - Proforma	1,429.11
At 31 March 2015	513.42
At 31 March 2016	-
At 31 March 2017	-
At 31 December 2017	-

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 6 Investments

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
A	**Non-current investments**						
	Quoted						
	- Equity investments [refer note A(i)]	12.59	10.55	9.15	9.32	11.25	9.58
	- Mutual funds [refer note A(ii)]	4.82	3.72	2.92	3.19	4.00	3.64
	- Corporate bonds [(refer note A(iii)]	5.00	5.00	5.00	-	-	-
	Total non-current investments	22.41	19.27	17.07	12.51	15.25	13.22
B	**Current investments**						
	Unquoted						
	- Equity investments [refer note B(i)]	154.37	126.40	-	-	-	-
	Quoted						
	- Mutual funds [refer note B(ii)]	931.45	1,360.18	548.27	399.84	93.19	0.01
	Total current investments	1,085.82	1,486.58	548.27	399.84	93.19	0.01
	Total investments	**1,108.23**	**1,505.85**	**565.34**	**412.35**	**108.44**	**13.23**

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
A	**Non-current investments**						
	Quoted						
(i)	**Equity investments at FVOCI**						
	Considered good						
	DLF Limited	0.13	0.07	0.06	0.08	0.09	0.12
	Housing Development Infrastructure Limited	0.01	0.01	0.01	0.01	0.01	0.01
	Unitech Limited	0.00	0.00	-	0.00	0.00	0.00
	BGR Energy Systems Limited	0.04	0.04	0.03	0.03	0.04	0.05
	Linde India Ltd	0.11	0.08	0.05	0.09	0.06	0.06
	BSEL Infrastructure Realty Limited	0.00	0.00	0.00	-	-	0.00
	Canara Bank Limited	1.08	0.91	0.57	1.10	0.79	1.15
	CAN FIN Homes Limited	3.79	3.39	1.85	0.97	0.31	0.22
	Edelweiss Capital Limited	0.92	0.49	0.17	0.20	0.09	0.10
	Gammon India Limited	0.00	-	0.00	0.00	0.00	0.00
	GMR Infrastructure Limited	0.00	0.00	0.00	0.00	0.00	0.00
	GVK Power Infrastructure Limited	0.00	0.00	0.00	0.00	0.00	0.00
	Havells India Limited	2.81	2.34	1.61	1.53	4.67	3.24
	HDFC Bank Limited	1.87	1.44	1.07	1.02	0.75	0.63
	Hindustan Const. Co. Limited	0.01	0.01	0.00	0.01	0.00	0.00
	Hotel Leelaventure Limited	0.02	0.02	0.02	0.02	0.02	0.03
	Jaiprakash Associates Limited	0.00	0.00	0.00	0.00	0.01	0.01
	Kolte-Patil Developers Limited	0.10	0.05	0.03	0.06	0.03	0.02
	Larsen Toubro Limited	0.19	0.24	0.18	0.26	0.19	0.21
	Adani Ports and Special Economic Zone Ltd.	0.30	0.25	0.19	0.23	0.14	0.10
	Parsvnath Developers Limited	0.01	0.00	0.00	0.00	0.01	0.01
	Power Grid Corporation of India Limited	0.98	0.97	0.68	0.71	0.51	0.52
	Punj Lloyds Limited	0.00	0.00	0.00	0.00	0.00	0.01
	Sadbhav Engineering Limited	0.21	0.15	0.15	0.17	0.05	0.06
	Transformers & Rectifiers (India) Limited	0.01	0.09	0.05	0.05	0.02	0.02
	Reliance Power Limited	-	-	2.42	2.77	3.47	3.02
		12.59	10.55	9.15	9.32	11.25	9.58
(ii)	**Mutual fund at FVTPL**						
	Sundaram Infrastructure Advantage Fund	4.12	3.13	2.42	2.66	1.82	1.67
	SBI Mutual Fund	-	-	-	-	1.80	1.63
	Tata Indo Global Infrastructure	-	-	-	-	-	0.34
	Tata Equity Opportunities Fund	0.70	0.59	0.50	0.53	0.38	-
		4.82	3.72	2.92	3.19	4.00	3.64
(iii)	**Corporate bonds at amortised cost**						
	SREI Equipment Finance Limited	5.00	5.00	5.00	-	-	-
		5.00	5.00	5.00	-	-	-
	Corporate bonds are classified at amortised cost having interest rate of 10.20% p.a. and maturing on 11 May 2018.						
	Aggregate value of quoted investments - At cost	11.40	11.40	25.21	20.21	21.72	21.72
	Aggregate value of quoted investments - At market value	22.41	19.27	17.07	12.51	15.25	13.22

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
B	**Current investments**						
	Unquoted						
(i)	**Equity investments at FVOCI**						
	Shares in Shillong Expressway Private Limited (formerly Shillong Expressway Limited) (refer note 44)	13.90	4.10	-	-	-	-
	Shares in Jodhpur Pali Expressway Private Limited (formerly Jodhpur Pali Expressway Limited) (refer note 44)	140.47	122.30	-	-	-	-
		154.37	126.40	-	-	-	-

Investments designated at FVOCI represents investment made by the Group for strategic purposes.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 6 Investments *(continued)*

	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
B	**Current investments *(continued)***						
	Quoted						
(ii)	**Mutual fund units at FVTPL**						
	Reliance Liquid Fund *	720.02	1,360.18	69.91	221.14	24.93	0.01
	Invesco (Religare) Mutual Fund *	210.91	-	328.63	92.43	67.83	-
	Canara Robeco Mutual Fund	0.52	-	-	-	-	-
	PNB Mutual Fund	-	-	-	86.27	0.43	-
	BOI AXA Liquid Fund Collection	-	-	70.84	-	-	-
	Principal Cash Management Fund	-	-	45.09	-	-	-
	Principal Government Securities Fund	-	-	33.80	-	-	-
		931.45	1,360.18	548.27	399.84	93.19	0.01
	* Following securities are pledged against bank overdraft from HDFC Bank. Refer note18 for details.						
	Reliance Liquid Fund	250.00	-	-	-	-	-
	Invesco (Religare) Mutual Fund	200.00	-	-	-	-	-
	Aggregate value of quoted investments - At cost	918.79	1,217.49	531.80	399.84	93.19	0.01
	Aggregate value of quoted investments - At market value	931.45	1,360.18	548.27	399.84	93.19	0.01
	Aggregate value of unquoted investments - At cost	5.34	5.34	-	-	-	-
	Aggregate value of unquoted investments - At market value	154.37	126.40	-	-	-	-

Number of shares / units

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Number of shares (Quoted)						
DLF Limited - Face Value: Rs. 2 each	500	500	500	500	500	500
Housing Development Infrastructure Limited - Face Value: Rs. 10 each	128	128	128	128	128	128
Unitech Limited - Face Value: Rs. 2 each	100	100	100	100	100	100
BGR Energy Systems Limited - Face Value: Rs. 10 each	281	281	281	281	281	281
Linde India Ltd - Face Value: Rs. 10 each	200	200	200	200	200	200
BSEL Infrastructure Realty Limited - Face Value: Rs. 10 each	200	200	200	200	200	200
Canara Bank Limited - Face Value: Rs. 10 each	3,000	3,000	3,000	3,000	3,000	3,000
Can Fin Homes Limited - Face Value: Rs. 2 [w.e.f. 13 October 2017 Face value has been split from Rs. 10 to Rs. 2]	8,000	1,600	1,600	1,600	1,600	1,600
Edelweiss Capital Limited - Face Value: Re. 1 each	3,080	3,080	3,080	3,080	3,080	3,080
Gammon India Limited - Face Value: Rs. 2 each	50	50	50	50	50	50
GMR Infrastructure Limited - Face Value: Re. 1 each	200	200	200	200	200	200
GVK Power Infrastructure Limited - Face Value: Re. 1 each	200	200	200	200	200	200
Havells India Limited - Face Value: Rs. 1 each	1,000	1,000	1,000	1,000	1,000	1,000
HDFC Bank Limited - Face Value: Rs. 2 each	200	200	200	200	200	200
Hindustan Const. Co. Limited - Face Value: Re. 1 each	200	200	200	200	200	200
Hotel Leelaventure Limited - Face Value: Rs. 2 each	1,000	1,000	1,000	1,000	1,000	1,000
Jaiprakash Associates Limited - Face Value: Rs. 2 each	150	150	150	150	150	150
Kolte-Patil Developers Limited - Face Value: Rs. 10 each	261	261	261	261	261	261
Larsen Toubro Limited - Face Value: Rs. 2 each	100	100	100	100	100	100
Adani Ports and Special Economic Zone Ltd. - Face Value: Rs. 2 each	745	745	745	745	745	745
Parsvnath Developers Limited - Face Value: Rs. 5 each	250	250	250	250	250	250
Power Grid Corporation of India Limited - Face Value: Rs. 10 each	4,894	4,894	4,894	4,894	4,894	4,894
Punj Lloyds Limited - Face Value: Rs. 2 each	100	100	100	100	100	100
Sadbhav Engineering Limited - Face Value: Rs. 1 each	500	500	500	500	500	500
Transformers & Rectifiers (India) Limited	194	194	194	194	194	194
Reliance Power Limited - Face Value: Rs. 10 each	-	-	49,049	49,049	49,049	49,049
Number of shares (Unquoted)						
Shares in Shillong Expressway Private Limited (formerly Shillong Expressway Limited), of Rs. 10 each, fully paid up (refer note 44)	47,500	47,500	-	-	-	-
Shares in Jodhpur Pali Expressway Private Limited (formerly Jodhpur Pali Expressway Limited), of Rs. 10 each, fully paid up (refer note 44)	5,900	5,900	-	-	-	-
Number of units of mutual funds						
Non-current						
Sundaram Infrastructure Advantage Fund - Face Value: Rs. 10 each	104,578.74	104,578.74	104,578.74	250,000.00	250,000.00	250,000.00
SBI Mutual Fund	-	-	-	-	28,544.00	28,544.00
Tata Equity Opportunities Fund - Face Value: Rs. 10 each	3,455.64	3,455.64	3,455.64	50,000.00	50,000.00	50,000.00
Current						
Reliance Liquid Fund	18,981,587.54	4,620,533.00	22,377,055.15	2,826,154.23	12,171.86	567.00
Invesco (Religare) Mutual Fund	152,988.10	-	43,538.00	48,259.46	38,137.00	-
Canara Robeco Mutual Fund	50,000.00	-	-	-	-	-
PNB Mutual Fund	-	-	-	39,193.41	347.14	-
BOI AXA Liquid Fund Collection	-	-	1 ,394,695.40	-	-	-
Principal Cash Management Fund	-	-	27,232.78	-	-	-
Principal Government Securities Fund	-	-	1,143,493.00	-	-	-
Number of Corporate bonds						
SREI Equipment Finance Limited	5,000.00	5,000.00	5,000.00	-	-	-

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 7 Other financial assets #

(Unsecured, considered goods unless otherwise stated)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current						
Fixed deposits with banks having maturity more than 12 months from the reporting date *	90.97	103.64	105.42	70.15	23.29	65.00
Security and other deposits	-	-	287.82	260.55	-	-
Right for annuity receivable from NHAI	1,576.77	1,648.57	3,631.75	3,870.70	4,094.05	3,640.04
	1,667.74	1,752.21	4,024.99	4,201.40	4,117.34	3,705.04
Current						
Security and other deposits	494.51	372.76	143.26	242.47	149.36	91.12
Project work-in-progress	3,473.68	596.61	1,078.88	405.81	976.31	144.34
Advances to employees	10.59	3.94	3.23	0.79	0.53	0.64
Right for annuity receivable from NHAI	2,224.52	89.39	229.42	223.35	255.36	154.86
Others	77.66	90.50	39.31	-	7.92	-
	6,280.96	1,153.20	1,494.10	872.42	1,389.48	390.96
Total	**7,948.70**	**2,905.41**	**5,519.09**	**5,073.82**	**5,506.82**	**4,096.00**

Refer note 40 for financial instruments classification.

* Lien with banks against bank guarantee and performance guarantee given during bidding.

Note 8 Current tax assets (net)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current						
Advance tax (net of provisions)	352.96	321.37	326.42	115.30	75.91	67.15
	352.96	321.37	326.42	115.30	75.91	67.15
Current						
Advance tax (net of provisions)	-	26.65	48.10	37.79	10.53	3.58
	-	26.65	48.10	37.79	10.53	3.58
Total	**352.96**	**348.02**	**374.52**	**153.09**	**86.44**	**70.73**

Note 9 Other assets

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current						
Capital advances	10.31	33.88	28.86	3.92	26.87	8.48
Balances with government authorities	883.84	103.43	123.23	95.25	86.55	60.34
Prepaid expenses	169.45	48.11	-	-	-	-
	1,063.60	185.42	152.09	99.17	113.42	68.82
Current						
Advance to suppliers for goods and services	1,983.55	1,029.69	991.62	184.21	196.14	111.42
Prepaid expenses	72.39	111.92	97.83	66.75	48.39	34.67
Advance for gratuity	-	-	-	4.41	9.27	4.16
Advance for leave encashment	-	3.24	4.30	7.34	0.08	1.21
Balances with government authorities	516.90	747.65	112.56	29.24	23.09	19.51
Others	-	-	-	7.36	20.32	13.59
	2,572.84	1,892.50	1,206.31	299.31	297.29	184.56
Total	**3,636.44**	**2,077.92**	**1,358.40**	**398.48**	**410.71**	**253.38**

Note 10 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
(a) Raw materials and civil construction material*	1,650.70	1,647.33	346.59	943.55	569.27	280.74
(b) Finished goods	45.70	31.95	26.49	6.45	1.65	0.58
(c) Trading goods	0.11	2.50	1.78	12.67	0.13	0.27
(d) Real estate inventory	582.64	528.86	389.28	308.00	298.31	297.17
	2,279.15	**2,210.64**	**764.14**	**1,270.67**	**869.36**	**578.76**
* includes material in transit	8.10	345.01	2.04	62.92	17.65	15.85
Carrying amount of inventories (included in above) pledged as securities for borrowings Refer note 16 and 18 for details.	2,279.15	2,209.62	762.84	1,270.67	840.25	578.76

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 11 Trade receivables

(Unsecured considered good, unless otherwise stated)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Trade receivables						
Unsecured, considered good **	4,166.77	5,582.43	3,968.36	2,280.91	1,991.83	1,517.90
	4,166.77	5,582.43	3,968.36	2,280.91	1,991.83	1,517.90
Net trade receivables	**4,166.77**	**5,582.43**	**3,968.36**	**2,280.91**	**1,991.83**	**1,517.90**
Non-current	-	-	-	-	-	-
Current	4,166.77	5,582.43	3,968.36	2,280.91	1,991.83	1,517.90

Borrowings are secured against above trade receivables. Refer note 16 and 18 for details.

The Group's exposure to credit risk, currency risk and loss allowances related to trade receivables are disclosed in Note 41.

Retention money relating to construction contracts are included in above trade receivables as they are recoverable within the operating cycle of the Company.

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Retention money	1,618.18	2,234.95	1,141.69	445.44	370.74	240.41

** Reengus Sikar Expressway Limited ("RSEL", Subsidiary company) has completed the construction of the project before the scheduled dates as per the Concession Agreement, for which the COD is awaited. The RSEL has preferred claim for Bonus for early completion (in the earlier year) as well as full Annuity as per the provisions of the concession agreement. Certain stretch could not be completed due to non-availability of land. NHAI has been disputing the payment of bonus contending that the full stretch of the project has not been completed. On the same grounds NHAI has been releasing annuity in proportion to the stretch completed. However, as per the opinion taken by the company it is eligible for the full amount of annuity as the non completion of certain part is not attributable to it. The company has preferred claims on both accounts and is certain that the amount shall be fully recovered. Pending settlement of dispute and receipt of some annuity payments from NHAI no provision is considered necessary.

Note 12 Cash and cash equivalents

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Balance with banks						
in current account	1,097.21	1,410.00	538.37	393.50	56.01	121.00
in cash credit account	24.92	2,809.73	3.48	0.12	-	-
Cheques in hand	-	1.26	-	12.36	1.03	101.96
Cash on hand	12.03	24.24	46.84	11.91	9.82	19.23
	1,134.16	**4,245.23**	**588.69**	**417.89**	**66.86**	**242.19**

Note 13 Other bank balances

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Deposits with original maturity of less than three months (refer note below)	-	-	64.62	10.02	-	-
Deposits with original maturity over 3 months but less than 12 months (refer note below)	1,436.28	1,241.52	499.89	255.82	203.95	160.95
	1,436.28	**1,241.52**	**564.51**	**265.84**	**203.95**	**160.95**

Note :

i. Deposits represents lien with banks against bank guarantee and performance guarantee given during the bidding.

ii. Borrowings are secured against above other bank balances. Refer note 16 and 18 for details.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 14 Share capital

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014 Proforma		As at 31 March 2013 Proforma	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
Authorised: Equity share capital												
Equity shares of Rs. 10 each	75,000,000	750.00	75,000,000	750.00	75,000,000	750.00	25,000,000	250.00	25,000,000	250.00	25,000,000	250.00
Issued, subscribed and paid up												
Equity shares of Rs. 10 each	48,481,110	484.82	48,481,110	484.82	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41
	48,481,110	**484.82**	**48,481,110**	**484.82**	**24,240,555**	**242.41**	**24,240,555**	**242.41**	**24,240,555**	**242.41**	**24,240,555**	**242.41**

All issued shares are fully paid up.

Reconciliation of share outstanding at the beginning and at the end of the period / year.

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014 Proforma		As at 31 March 2013 Proforma	
	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount	Numbers	Amount
At the commencement of the period / year	48,481,110	484.81	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41	24,240,555	242.41
Bonus shares issued during the period / year	-	-	24,240,555	242.40	-	-	-	-	-	-	-	-
At the end of the period / year	**48,481,110**	**484.81**	**48,481,110**	**484.81**	**24,240,555**	**242.41**	**24,240,555**	**242.41**	**24,240,555**	**242.41**	**24,240,555**	**242.41**

Authorised share capital of the Holding Company was increased from Rs. 750 million divided into 75,000,000 equity shares of Rs. 10 each to Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 and 5,000,000 Non-Cumulative Redeemable Preference Share of Rs.10 each by virtue of final order from Hon'ble National Company Law Tribunal, Ahmedabad dated 22 February 2018 approving amalgamation between G R Infratech Private Limited and G R Infraprojects Limited.

The shareholders of the Holding Company have, at the Extraordinary General Meeting (EGM) held on 24 March 2018, accorded their consent to the following:

i) Authorised share capital of the Holding Company comprising of Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 each and 5,000,000 Non-cumulative Redeemable Preference Shares of Rs. 10 be reclassified into 89,000,000 equity shares of Rs. 10 each aggregating to Rs. 890 million.

ii) Sub division of the authorised and issued share capital of the Holding Company by decreasing the face value of the equity share from Rs. 10 each to Rs. 5 each. The record date for the sub division was 30 March 2018. Accordingly, the issued, subscribed and paid up share capital of Rs. 484.81 million comprise of 96,962,220 equity shares of Rs. 5 each.

Rights, preferences and restrictions attached to equity shares

The Holding company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time, subject to preferential right of preference shareholders to payment of dividend. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his/its share of the paid-up equity share capital of the Holding Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

Employee stock options

Pursuant to a special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 27 August 2011, the Holding company intends to adopt the Employee Stock Option Scheme titled 'G R Infraprojects Employee Stock Option Plan' ('the Plan') for employees, including the eligible Directors of the Holding company, which are in the permanent employment of the Holding company or its subsidiaries ('Covered Employees') at the time the grant is made under the Plan. The total number of equity shares reserved under the said plan is 1,243,106 (31 March 2017: 1,243,106, 31 March 2016: 621,553, 31 March 2015: 621,553, 31 March 2014: 621,553 and 31 March 2013: 621,553) equity shares of Rs. 10 each, fully paid for which exercise price have not been determined. No equity shares have been granted under the Plan from the date of the aforesaid resolution till the date of the balance sheet. The Holding company has formed a trust and issued shares to that Trust. The formulation of scheme would be done at a future date. accordingly the same has been considered as treasury shares and have been eliminated from equity share capital in accordance with requirement of Ind AS 32 "Financial instruments: Presentation".

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 14 Share capital *(Continued)*

Particulars of shareholders holding more than 5% shares

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014 Proforma		As at 31 March 2013 Proforma	
	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class	Numbers	% of total share in class
Equity share of Rs. 10 each fully paid-up held by												
- G R Infratech Private Limited (Refer note 49 for details.)	18,500,000	38.16	18,500,000	38.16	9,250,000	38.16	9,250,000	38.16	9,250,000	38.16	9,250,000	38.16
- Lokesh Builders Private Limited	15,957,916	32.92	15,957,916	32.92	7,978,958	32.92	7,000,000	28.88	7,000,000	28.88	7,000,000	28.88
- India Business Excellence Fund I	3,298,540	6.80	3,298,540	6.80	1,649,270	6.80	1,649,270	6.80	1,649,270	6.80	1,649,270	6.80
- IDFC Investment Advisors Limited	-	-	-	-	-	-	1,476,958	6.09	1,476,958	6.09	1,476,958	6.09

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

During the five-year period ended 31 December 2017 :

- **Issue of Bonus Shares** : The Holding Company has issued 24,240,555 equity shares as bonus in ratio of 1:1 on 18 June 2016, by capitalisation of securities premium.

G R Infraprojects Limited

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 15 Other equity

Particulars	Attributable to owners of the Company							
	Reserves and surplus			Items of Other comprehensive income (OCI)		Total attributable to owners of the Company	Attributable to Non-controlling interests	Total
	Securities Premium	Debenture redemption reserve	Retained earnings	Foreign currency translation reserve	FVOCI equity instruments			
Balance as at 1 April 2012 - Proforma	807.99	-	2,131.07	-	4.92	2,943.98	-	2,943.98
Total comprehensive income for the year ended 31 March 2013 - Proforma								
Profit for the year	-	-	529.38	-	-	529.38	-	529.38
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans	-	-	(1.14)	-	-	(1.14)		(1.14)
Fair valuation of equity investment through OCI	-	-	-	-	(2.55)	(2.55)		(2.55)
Total comprehensive income for the year	**-**	**-**	**528.24**	**-**	**(2.55)**	**525.69**	**-**	**525.69**
Balance as at 31 March 2013 - Proforma	**807.99**	**-**	**2,659.31**	**-**	**2.37**	**3,469.67**	**-**	**3,469.67**
Total comprehensive income for the year ended 31 March 2014 - Proforma								
Profit for the year	-	-	294.12		-	294.12	-	294.12
Exchange differences in translating the financial statements of foreign operations	-	-	-	(1.19)	-	(1.19)	-	(1.19)
Items of other comprehensive income for the year, net of taxes								-
Re-measurements of defined benefit plans	-	-	7.14	-	-	7.14	-	7.14
Fair valuation of equity investment through OCI	-	-	-	-	1.67	1.67	-	1.67
Total comprehensive income	**-**	**-**	**301.26**	**(1.19)**	**1.67**	**301.74**	**-**	**301.74**
Transactions with owners, recorded directly in equity								
Changes in ownership interests in subsidiaries that do not result in loss of control								
Acquisition of non-controlling interests	-	-	-	-	-	-	0.97	0.97
Total changes in ownership interests in subsidiaries	**-**	**-**	**-**		**-**	**-**	**0.97**	**0.97**
Contributions by and distributions to owners								
Adjustment/transfer to non controlling interest	-	-	-	-	-	-		-
Transfer to debenture redemption reserve	-	200.00	(200.00)	-	-	-	-	-
Total transactions with owners	**-**	**200.00**	**(200.00)**	**-**	**-**	**-**	**0.97**	**0.97**
Balance as at 31 March 2014 - Proforma	**807.99**	**200.00**	**2,760.57**	**(1.19)**	**4.04**	**3,771.41**	**0.97**	**3,772.38**
Total comprehensive income for the year ended 31 March 2015 - Proforma								
Profit for the year	-	-	333.01		-	333.01	29.53	362.54
Exchange differences in translating the financial statements of foreign operations	-	-	-	(2.77)	-	(2.77)	-	(2.77)
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans	-	-	(2.22)	-	-	(2.22)	-	(2.22)
Fair valuation of equity investment through OCI	-	-	-	-	(1.91)	(1.91)	-	(1.91)
Total comprehensive income	**-**	**-**	**330.79**	**(2.77)**	**(1.91)**	**326.11**	**29.53**	**355.64**
Transactions with owners, recorded directly in equity								
Changes in ownership interests in subsidiaries that do not result in loss of control								
Acquisition of non-controlling interests	-	-	-	-	-	-	(0.55)	(0.55)
Total changes in ownership interests in subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**(0.55)**	**(0.55)**
Contributions by and distributions to owners								
Depreciation on opening balance whose useful life is nil	-	-	-	-	-	-	-	-
Transfer to debenture redemption reserve	-	-	100.00	-	-	100.00	-	100.00
Transfer from debenture redemption reserve	-	(100.00)	-	-	-	(100.00)	-	(100.00)
Total transactions with owners	**-**	**(100.00)**	**100.00**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 March 2015	**807.99**	**100.00**	**3,191.36**	**(3.96)**	**2.13**	**4,097.52**	**29.95**	**4,127.47**
Total comprehensive income for the year ended 31 March 2016								
Profit for the year	-	-	1,466.04	-	-	1,466.04	19.60	1,485.64
Exchange differences in translating the financial statements of foreign operations	-	-	-	4.28	-	4.28	-	4.28
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans	-	-	(6.76)	-	-	(6.76)	-	(6.76)
Fair valuation of equity investment through OCI	-	-	-	-	(0.17)	(0.17)	-	(0.17)
Total comprehensive income for the year	**-**	**-**	**1,459.28**	**4.28**	**(0.17)**	**1,463.39**	**19.60**	**1,482.99**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Transfer to debenture redemption reserve	-	275.00	-	-	-	275.00	-	275.00
Transfer from debenture redemption reserve	-	-	(275.00)	-	-	(275.00)	-	(275.00)
Total transactions with owners	**-**	**275.00**	**(275.00)**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 March 2016	**807.99**	**375.00**	**4,375.64**	**0.32**	**1.96**	**5,560.91**	**49.55**	**5,610.46**

(Currency: Indian Rupees in million)

Note 15 Other equity *(Continued)*

Particulars	Attributable to owners of the Company							
	Reserves and surplus			Items of Other comprehensive income (OCI)		Total attributable to owners of the Company	Attributable to Non-controlling interests	Total
	Securities Premium	Debenture redemption reserve	Retained earnings	Foreign currency translation reserve	FVOCI equity instruments			
Total comprehensive income for the year ended 31 March 2016								
Profit for the year	-	-	5,423.08	-	-	5,423.08	(10.28)	5,412.80
Exchange differences in translating the financial statements of foreign operations	-	-	-	40.49	-	40.49	-	40.49
Items of other comprehensive income for the year , net of taxes								
Re-measurements of defined benefit plans	-	-	0.08	-	-	0.08	-	0.08
Fair valuation of equity investment through OCI	-	-	-	-	100.62	100.62	-	100.62
Total comprehensive income for the year	**-**	**-**	**5,423.16**	**40.49**	**100.62**	**5,564.27**	**(10.28)**	**5,553.99**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Issue of equity shares as bonus shares	(242.41)	-	-	-	-	(242.41)	-	(242.41)
Decrease in non-controlling interest due to loss of control on disposal of subsidiaries	-	-	-	-	-	-	(39.15)	(39.15)
Adjustment for derecognition of reserves due to loss of control on disposal of subsidiaries	-	-	(120.86)	-	-	(120.86)	-	(120.86)
Transfer to debenture redemption reserve	-	375.00	(375.00)	-	-	-	-	-
Transfer from debenture redemption reserve	-	(62.50)	62.50	-	-	-	-	-
Total transactions with owners	**(242.41)**	**312.50**	**(433.36)**	**-**	**-**	**(363.27)**	**(39.15)**	**(402.42)**
Balance as at 31 March 2017	**565.58**	**687.50**	**9,365.44**	**40.81**	**102.58**	**10,761.91**	**0.12**	**10,762.03**
Total comprehensive income for the period ended 31 December 2017								
Profit for the period	-	-	3,244.89	-	-	3,244.89	(0.12)	3,244.77
Exchange differences in translating the financial statements of foreign operations	-	-	-	41.42	-	41.42	-	41.42
Items of other comprehensive income for the period , net of taxes								
Re-measurements of defined benefit plans	-	-	(15.48)	-	-	(15.48)	-	(15.48)
Fair valuation of equity investment through OCI	-	-	-	-	23.57	23.57	-	23.57
Total comprehensive income for the period	**-**	**-**	**3,229.41**	**41.42**	**23.57**	**3,294.40**	**(0.12)**	**3,294.28**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Transfer from debenture redemption reserve	-	(125.00)	125.00	-	-	-	-	-
Total transactions with owners	**-**	**(125.00)**	**125.00**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 December 2017	**565.58**	**562.50**	**12,719.85**	**82.23**	**126.15**	**14,056.31**	**-**	**14,056.31**

Analysis of Accumulated OCI

	Remeasurement of Defined Benefit Liability	FVOCI equity instruments	Foreign currency translation reserve	Total
Balance as at 1 April 2012	**-**	**4.92**	**-**	**4.92**
Re-measurements of defined benefit plans	(1.73)	-	-	(1.73)
Fair valuation of equity investment through OCI	-	(2.56)	-	(2.56)
Income tax effect	0.59	0.01	-	0.60
Exchange differences in translating the financial statements of foreign operations	-	-	-	-
Balance as at 31 March 2013	**(1.14)**	**2.37**	**-**	**1.23**
Re-measurements of defined benefit plans	10.90	-	-	10.90
Fair valuation of equity investment through OCI	-	1.68	-	1.68
Income tax effect	(3.76)	(0.01)	-	(3.77)
Exchange differences in translating the financial statements of foreign operations	-	-	(1.19)	(1.19)
Balance as at 31 March 2014	**6.00**	**4.04**	**(1.19)**	**8.85**
Re-measurements of defined benefit plans	(3.36)	-	-	(3.36)
Fair valuation of equity investment through OCI	-	(1.93)	-	(1.93)
Income tax effect	1.14	0.02	-	1.16
Exchange differences in translating the financial statements of foreign operations	-	-	(2.77)	(2.77)
Balance as at 31 March 2015	**3.78**	**2.13**	**(3.96)**	**1.95**
Re-measurements of defined benefit plans	(10.34)	-	-	(10.34)
Fair valuation of equity investment through OCI	-	(0.17)	-	(0.17)
Income tax effect	3.58	-	-	3.58
Exchange differences in translating the financial statements of foreign operations	-	-	4.28	4.28
Balance as at 31 March 2016	**(2.98)**	**1.96**	**0.32**	**(0.70)**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)
Note 15 Other equity *(Continued)*

Analysis of Accumulated OCI *(Continued)*

	Remeasurement of Defined Benefit Liability	FVOCI equity instruments	Foreign currency translation reserve	Total
Balance as at 1 Apirl 2016	**(2.98)**	**1.96**	**0.32**	**(0.70)**
Re-measurements of defined benefit plans	0.12	-	-	0.12
Fair valuation of equity investment through OCI	-	129.60	-	129.60
Income tax effect	(0.04)	(28.98)	-	(29.02)
Exchange differences in translating the financial statements of foreign operations	-	-	40.49	40.49
Balance as at 31 March 2017	**(2.90)**	**102.58**	**40.81**	**140.49**
Re-measurements of defined benefit plans	(23.67)	-	-	(23.67)
Fair valuation of equity investment through OCI	-	30.03	-	30.03
Income tax effect	8.19	(6.46)	-	1.73
Exchange differences in translating the financial statements of foreign operations	-	-	41.42	41.42
Balance as at 31 December 2017	**(18.38)**	**126.15**	**82.23**	**190.00**

Securities premium
Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013. The Holding company has utilised the balance of securities premium to issue bonus shares in accordance with the provisions of the Companies Act, 2013.

Debenture redemption reserve ('DRR')
The reserve is created for redemption of non-convertible debentures in accordance with the provisions of the Companies Act, 2013 out of profits of the Holding company available for dividend distribution. The same will be redeemed in line with repayment of terms agreed with lenders. Accordingly DRR would be utilised for the redemption of debentures.

FVOCI equity instruments
This represents the cumulative gains or losses arising on investments in equity instruments designated at fair value through other comprehensive income. This is based on optional exemption under Ind AS 101 under an irrevocable option. [These will not be reclassified to profit or loss subsequently.]

Remeasurements of defined benefit liability / (asset) through OCI
Remeasurements of defined benefit liability / (asset) comprises actuarial gains and losses and return on plan assets (excluding interest income).[These will not be reclassified to profit or loss subsequently.]

Foreign currency translation reserve
The assets and liabilities of foreign operations are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the period/year. Resulting foreign currency differences are recognised in other comprehensive income/ (loss) and presented within equity as part of Foreign Currency Translation Reserve ('FCTR'). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is reclassified to Profit or Loss as a part of gain or loss on disposal.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 16 Borrowings

Particulars	**Note**	As at 31 December 2017 Non-current	As at 31 December 2017 Current*	As at 31 March 2017 Non-current	As at 31 March 2017 Current*	As at 31 March 2016 Non-current	As at 31 March 2016 Current*	As at 31 March 2015 Non-current	As at 31 March 2015 Current*	As at 31 March 2014 Proforma Non-current	As at 31 March 2014 Proforma Current*	As at 31 March 2013 Proforma Non-current	As at 31 March 2013 Proforma Current*
A. Secured loans from banks													
Equipment loan	A.1	45.75	165.89	170.67	155.05	120.19	59.36	3.93	28.38	20.52	54.25	-	-
Term loan	A.2	68.00	192.50	1,362.04	286.71	6,422.32	628.98	6,410.98	692.29	3,783.69	557.66	2,456.72	196.80
Vehicle loan	A.3	-	1.60	1.16	2.81	3.95	4.87	4.50	4.03	0.92	1.01	1.94	0.92
		113.75	359.99	1,533.87	444.57	6,546.46	693.21	6,419.41	724.70	3,805.13	612.92	2,458.66	197.72
B. Secured loans from other financial institutions													
Equipment loan	B.1	144.35	177.37	46.93	104.95	239.78	283.54	116.54	101.00	123.67	49.12	-	-
Vehicle loan	B.2	-	3.32	1.66	6.34	7.95	5.83	-	-	-	-	-	-
		144.35	180.69	48.59	111.29	247.73	289.37	116.54	101.00	123.67	49.12	-	-
C. Debentures - Secured													
11.40% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	C.1	124.68	265.87	371.00	296.07	619.66	180.60	-	-	-	-	-	-
11.40% Redeemable non-convertible secured debentures issued to Reliance Mutual Fund - Debt	C.2	124.68	265.87	371.00	296.07	619.66	180.60	-	-	-	-	-	-
10.50% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	C.3	997.96	553.15	1,493.44	94.93	-	-	-	-	-	-	-	-
9.95% Redeemable non-convertible secured debentures issued to Standard Chartered Bank (Mauritius) Limited - Debt	C.4	-	-	-	-	-	-	-	409.48	400.00	418.61	-	-
8.10% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	C.5	1,256.02	93.80	-	-	-	-	-	-	-	-	-	-
		2,503.34	1,178.69	2,235.44	687.07	1,239.32	361.20	-	409.48	400.00	418.61	-	-
		2,761.44	**1,719.37**	**3,817.90**	**1,242.93**	**8,033.51**	**1,343.78**	**6,535.95**	**1,235.18**	**4,328.80**	**1,080.65**	**2,458.66**	**197.72**

* Current portion is reported under "Other current financial liabilities" in note 20. For current borrowings, refer note 18.

(Currency: Indian Rupees in million)

Note 16 Borrowings *(continued)*

Note : Nature of security, interest rate, repayment terms and other information for borrowings.

		As at 31 December 2017			As at 31 March 2017			As at 31 March 2016			As at 31 March 2015			As at 31 March 2014 Proforma			As at 31 March 2013 Proforma				
Sr No	**Particulars**	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	**Security**	**Repayment terms**
(A)	**Secured loans from banks**																				
(A.1)	**Equipment loan**																				
(i)	HDFC Bank Limited	124.88	32.38	92.50	188.48	101.97	86.51	-	-	-	-	-	-	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	25 Equated Monthly Installment ('EMI') of Rs. 0.05 million per month to Rs 8.31 million per month, along with interest rate of 9.75%
(ii)	AXIS Bank Limited	86.76	13.37	73.39	137.24	68.70	68.54	179.55	120.19	59.36	32.31	3.93	28.38	74.77	20.52	54.25	-	-	-	Secured by hypothecation of vehicles under this loan	23 to 35 EMI ranging from Rs. 0.03 million per month to Rs. 0.45 million per month, along with interest rate ranging from 9.81% to 10.26% p.a.
		211.64	45.75	165.89	325.72	170.67	155.05	179.55	120.19	59.36	32.31	3.93	28.38	74.77	20.52	54.25	-	-	-		
(A.2)	**Term loan**																				
(iii)	HDFC Bank Limited	177.17	68.00	109.17	1,495.15	1,299.54	195.61	2,557.30	2,299.94	257.36	2,709.75	2,329.85	379.90	760.02	470.46	289.56	-	-	-	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Reengus Sikar Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	36 monthly instalments along with interest rate ranging from 10.05% to 10.75% p.a.
(iv)	ICICI Bank Limited	-	-	-	-	-	-	306.28	212.56	93.72	348.82	285.16	63.66	-	-	-	-	-	-	Secured by hypothecation of Commercial property at Plot No. 42, Ambavgarh, Udaipur owned by Gumani Ram Agarwal Contractors Private Limited, 96 Kumharo Ka Bhata, Surajpole Bahar, Udaipur owned by Udaipur Build Estate Private Limited Commercial property at Part of A 14 Saheli Marg Udaipur owned by Mr. Ajendra Agrawal (Director - Promoter) and 4A Fatehpura, Udaipur owned jointly by Mr. Mahendra Kumar Agarwal and Mr. Purshottam Agarwal (Director - Promoter).	15 quarterly Instalments beginning from 1 Oct 2015 of 7.81% each and from Oct 2017 of 4.70% each with rate of interest of 11.25% p.a.
(v)	RBL Bank Limited	83.33	-	83.33	145.83	62.50	83.33	250.00	145.83	104.17	-	-	-	-	-	-	-	-	-	Secured by hypothecation of Exclusive charges of Immovable property of Rs. 150MM Property for proportionate value to be given in case of partial disbursement. (2) Exclusive charge on equipment and machinery	12 quarterly instalments beginning from 29 March 2016 along with interest rate of 11.00% p.a.
(vi)	Punjab National Bank - Bavla	-	-	-	7.77	-	7.77	10.80	-	10.80	7.30	-	7.30	-	-	-	-	-	-	Secured by hypothecation of block of assets covered under GRIL Plant at Kochariya, Bavla, Ahmedabad.	Repayable in 20 quarterly instalments of Rs. 0.75 million each from June 2015 with rate of interest of 12.50% p.a.
(vii)	Punjab National Bank	-	-	-	-	-	-	-	-	-	160.00	80.00	80.00	-	-	-	-	-	-	Hypothecation of Residential House No. 6, Fatehpura, Udaipur measuring 17,746.67 sq. ft. in the name of Jasamrit Premises Private Limited. Residential house Plot No. 511, 7th C Road, Sardarpura, Jodhpur, measuring 5201.28 sq. ft. in the name of G R Infraprojects Limited.	8 Quarterly instalments of Rs. 20.00 million per quarter starts after 3 months from the first disbursement with rate of interest ranging from 11 % to 12 % p.a.
(viii)	Allahabad Bank	-	-	-	-	-	-	489.01	486.55	2.46	473.58	468.70	4.88	107.15	107.15	-	-	-	-	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Jodhpur Pali Expressway Limited, and g) a first charge on uncalled equity share capital. (h) Corporate Guarantee executed by the sponsor in favor of the Security Trustee to secure the facility. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Term loans are repayable in 52 quaterly Installments commencing from June 2015 after a construction and moratorium period of 3 years with the rate of interest of 10.95% to 11.95% p.a.
(ix)	Bank of India	-	-	-	-	-	-	977.22	972.30	4.92	937.59	937.40	0.19	274.26	274.26	-	-	-	-	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Jodhpur Pali Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Term loans are repayable in 24 semi-annual installments commencing from March 2015 after a construction and moratorium period of 3 years with the rate of interest of 10.85% to 11.90% p.a.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 16 Borrowings (continued)

		As at 31 December 2017			As at 31 March 2017			As at 31 March 2016			As at 31 March 2015			As at 31 March 2014 Proforma			As at 31 March 2013 Proforma				
Sr No	Particulars	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Security	Repayment terms
(x)	State Bank of Mysore	-	-	-	-	-	-	475.33	472.95	2.38	468.90	468.81	0.09	137.23	137.23	-	-	-	-	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Jodhpur Pali Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Term loans are repayable in 52 Quarterly installments commencing from March 2015 after a construction and moratorium period of 3 years with the rate of interest of 10.85% to 11.90% p.a.
(xi)	Union Bank of India	-	-	-	-	-	-	492.88	489.40	3.48	474.53	469.10	5.43	167.04	167.04	-	-	-	-	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Jodhpur Pali Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Term loans are repayable in 51 quarterly installments commencing from March 2015 after a construction and moratorium period of 3 years with the rate of interest of 10.85% to 11.90% p.a.x
(xii)	State Bank of Bikaner & Jaipur	-	-	-	-	-	-	875.25	784.76	90.49	893.96	802.32	91.64	1,524.81	1,391.51	133.30	1,326.63	1,234.23	92.40	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Reengus Sikar Expressway Limited and Reengus Sikar Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Loan is repayable in 24 equal semi-annual installments with the rate of interest of 10.90% to 12.50% p.a.
(xiii)	Vijaya Bank	-	-	-	-	-	-	617.23	558.03	59.20	628.84	569.64	59.20	617.02	587.42	29.60	341.77	341.77	-	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, fund in DSRA,insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Reengus Sikar Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Loan is repayable in 24 equal semi-annual installments from March 2015 to September 2026 with the rate of interest of 9.80% to 12.25% p.a.
(ivx)	State Bank of India	-	-	-	-	-	-	-	-	-	-	-	-	753.82	648.62	105.20	985.12	880.72	104.40	a) First mortgage and charge on all the immovable properties both present and future; b) First charge by way of hypothecation of all the moveable properties, both present and future; c) First charge/ assignment of all revenues and receivables; d) First charge over all bank accounts and intangibles; e) Assignment of all rights, titles and interests under all project documents and under all other contracts, fund in DSRA,insurances, licenses relating to the project; f) Pledge of 51% of paid up and voting equity share capital of Reengus Sikar Expressway Limited, and g) a first charge on uncalled equity share capital. The security is subject to Concession Agreement, Escrow Agreement and Substitution Agreement.	Loan is repayable in 24 equal semi-annual installments from March 2015 to September 2026 with the rate of interest of 9.80% to 12.25% p.a.
		260.50	68.00	192.50	1,648.75	1,362.04	286.71	7,051.30	6,422.32	628.98	7,103.27	6,410.98	692.29	4,341.35	3,783.69	557.66	2,653.52	2,456.72	196.80		

(Currency: Indian Rupees in million)

Note 16 Borrowings *(continued)*

		As at 31 December 2017			As at 31 March 2017			As at 31 March 2016			As at 31 March 2015			As at 31 March 2014 Proforma			As at 31 March 2013 Proforma				
Sr No	Particulars	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Total	Non-Current	Current	Security	Repayment terms
(A.3)	**Vehicle loan**																				
(viii)	AXIS Bank Limited	1.60	-	1.60	3.56	1.16	2.40	7.91	3.54	4.37	6.26	3.60	2.66	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	36 EMI ranging from Rs 0.02 million per month to Rs. 0.23 million per month, along with interest rate ranging from 9.75% p.a. to 10.50% p.a.
(ix)	HDFC Bank Limited	-	-	-	0.41	-	0.41	0.91	0.41	0.50	1.35	0.90	0.45	1.93	0.92	1.01	2.86	1.94	0.92	Secured by hypothecation of vehicles under this loan	36 EMI of Rs. 0.05 million each beginning from 7 Jan 2015, along with interest rate of 10.27% p.a.
(x)	HDFC Bank Limited	-	-	-	-	-	-	-	-	-	0.92	-	0.92	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	48 EMI beginning from 07-Feb-2013, along with interest rate of 10.75% p.a.
		1.60	-	1.60	3.97	1.16	2.81	8.82	3.95	4.87	8.53	4.50	4.03	1.93	0.92	1.01	2.86	1.94	0.92		
		473.74	113.75	359.99	1,978.44	1,533.87	444.57	7,239.67	6,546.46	693.21	7,144.11	6,419.41	724.70	4,418.05	3,805.13	612.92	2,656.38	2,458.66	197.72		
(B)	**Secured loans from other financial institutions**																				
(B.1)	**Equipment loan**																				
(i)	Tata Capital Financial Services Limited	31.65	-	31.65	84.93	18.26	66.67	265.78	84.59	181.19	217.54	116.54	101.00	172.79	123.67	49.12	-	-	-	Secured by hypothecation of Equipment given under this loan.	Repayable in 29 to 34 monthly instalments along with interest rate ranging from 6.35% p.a. to 11.65 % p.a.
(ii)	SREI Equipment Finance Limited	290.07	144.35	145.72	66.95	28.67	38.28	257.54	155.19	102.35	-	-	-	-	-	-	-	-	-	Secured by hypothecation of Equipments given under this loan.	Repayable in 23 to 36 EMI, along with interest rate ranging from 7.25% to 12.25% p.a.
		321.72	144.35	177.37	151.88	46.93	104.95	523.32	239.78	283.54	217.54	116.54	101.00	172.79	123.67	49.12	-	-	-		
(B.2)	**Vehicle loan**																				
(iii)	Tata Motors Finance Limited	3.32	-	3.32	8.00	1.66	6.34	13.78	7.95	5.83	-	-	-	-	-	-	-	-	-	Secured by hypothecation of vehicles under this loan	Repayable in 29 EMI along with interest rate of 9.25% p.a.
		3.32	-	3.32	8.00	1.66	6.34	13.78	7.95	5.83	-	-	-	-	-	-	-	-	-		
		325.04	144.35	180.69	159.88	48.59	111.29	537.10	247.73	289.37	217.54	116.54	101.00	172.79	123.67	49.12	-	-	-		
(C)	**Debentures - Secured**																				
C.1	11.40% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	390.55	124.68	265.87	667.07	371.00	296.07	800.26	619.66	180.60	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) Land located at Pratap Nagar, Udaipur measuring 29.77 acres and Unconditional, irrevocable and continuing personal guarantee from the Mr. Vinod Kumar Agarwal and Mr. Purshottam Agarwal, being the Guarantors.	Repayable in 6 equated half yearly instalments beginning from 18-Nov-2016. Interest on debentures are payable on annually basis at the rate of 11.40% p.a. beginning from 7 Aug 2015.
C.2	11.40% Redeemable non-convertible secured debentures issued to Reliance Mutual Fund - Debt	390.55	124.68	265.87	667.07	371.00	296.07	800.26	619.66	180.60	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) Land located at Pratap Nagar, Udaipur measuring 29.77 acres and Unconditional, irrevocable and continuing personal guarantee from the Mr. Vinod Kumar Agarwal and Mr. Purshottam Agarwal, being the Guarantors.	Repayable in 6 equated half yearly instalments beginning from 18-Nov-2016. Interest on debentures are payable on annually basis at the rate of 11.40% p.a. beginning from 7 Aug 2015.
C.3	10.50% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	1,551.11	997.96	553.15	1,588.37	1,493.44	94.93	-	-	-	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) a first ranking exclusive charge, created by way of hypothecation over the construction Equipments, and the right title interest on the Working Capital Loan Facility ("Hypothecated Assets") in favour of the Trustee (acting on behalf of and for the benefit of the Debenture holders) (b) Unconditional, irrevocable and continuing personal guarantee from the Mr. Vinod Kumar Agarwal and Purshottam Agarwal, being the Guarantors.	Repayable in 6 half yearly instalments ranging from Rs. 200.00 million to 500.00 million beginning from 25 April 2018. Interest on debentures are payable on annually basis at the rate of 10.50% p.a. beginning from 24 Aug 2017.
C.4	9.95% Redeemable non-convertible secured debentures issued to Standard Chartered Bank (Mauritius) Limited - Debt	-	-	-	-	-	-	-	-	-	409.48	-	409.48	818.61	400.00	418.61	-	-	-	Sole and exclusive first ranking floating charge by way of hypothecation of the Secured assets, namely, construction equipment, with minimum asset cover of 1.25 times of the total principal amount of the NCDs outstanding, throughout the tenor of the NCDs.	Repayable in 4 Equated Quarterly Instalments beginning from 05-Oct-2014. Interest on debentures are payable on quarterly basis at the rate of 9.95% p.a. beginning from 05-Oct-2013.
C.5	8.10% Redeemable non-convertible secured debentures issued to HDFC Mutual Fund - Debt	1,349.82	1,256.02	93.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	The Debentures shall be secured by exclusive first charge over: (a) Secured first charge by way of Hypothication on all of movable assets, pledge of the 51% of equity of the Reengus Sikar Expressway Limited ("the issuer") , project bank accounts, insurance policies book debts, assignment of all the issuer's rights and interest under all the agreements related to the Project, LC, guarantee provided any party for any contract related to the Project in favor of the issuer.	Repayable in 19 Half Yearly Instalments ranging from Rs. 4.20 million to Rs. 100.00 million beginning from 31 March 2018. Interest on debentures are payable on half yearly basis at the rate of 8.10% p.a. beginning from 26 December 2017.
		3,682.03	2,503.34	1,178.69	2,922.51	2,235.44	687.07	1,600.52	1,239.32	361.20	409.48	-	409.48	818.61	400.00	418.61	-	-	-		
	Total	**4,480.81**	**2,761.44**	**1,719.37**	**5,060.83**	**3,817.90**	**1,242.93**	**9,377.29**	**8,033.51**	**1,343.78**	**7,771.13**	**6,535.95**	**1,235.18**	**5,409.45**	**4,328.80**	**1,080.65**	**2,656.38**	**2,458.66**	**197.72**		

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 17 Current tax liabilities (net)

Particulars	**Note**	**As at 31 December 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
Non-current							
Provision for tax (net of advance tax)		-	-	-	10.44	8.58	2.28
		-	-	-	10.44	8.58	2.28
Current							
Provision for tax (net of advance tax)		317.86	180.21	81.74	11.58	15.07	6.34
		317.86	180.21	81.74	11.58	15.07	6.34
Total		**317.86**	**180.21**	**81.74**	**22.02**	**23.65**	**8.62**

Note 18 Current financial liabilities - Borrowings

Particulars	**Note**	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Secured :							
Cash credit - secured	A	484.74	95.16	436.52	167.64	1,141.87	394.66
Working capital demand loan	B	251.72	100.00	-	655.86	-	234.85
Bank overdraft (Secured)	C	400.78	-	-	250.16	-	-
Buyers credit	D	-	-	-	191.16	210.78	75.95
Equipment loan	E	-	-	-	-	-	1.75
Unsecured:							
from banks	F (i)	-	-	-	-	-	200.00
from others	F (ii)	50.36	50.56	88.14	203.92	81.44	47.11
		1,187.60	**245.72**	**524.66**	**1,468.74**	**1,434.09**	**954.32**

G R Infraprojects Limited

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 18 Current financial liabilities - Borrowings

Note : Nature of security, interest rate, repayment terms and other information for borrowings

Sr. No.	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	Security	Repayment terms
(A)	**Cash Credit (secured)**								
(i)	HDFC Bank Limited	234.28	-	375.35	137.81	1,141.87	394.66	Secured by hypothecation of current assets including inventories of raw materials, Stock In Process ('SIP'), goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13.30% p.a.
(ii)	State Bank of India	1.37	0.08	61.17	29.81	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 10.90% - 11.00% p.a.
(iii)	State Bank of Bikaner & Jaipur	-	1.93	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 10% - 12.00% p.a.
(iv)	Bank of India	-	48.14	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate of 10.75% p.a.
(v)	Canara Bank	-	45.01	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate of 10.65% p.a. (MCLR + 1.30%)
(vi)	Bank of India Jaipur	-	-	-	0.01	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13% p.a.
(vii)	Vijaya Bank Udaipur	-	-	-	0.01	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future. These are further secondly secured by collateral security in form of immovable properties to the extent of 10% of total working capital limits and any shortfall in collateral security will be met by fixed deposit	Repayable on demand with interest rate ranging from 11% - 13 % p.a.
(ix)	Standard Chartered Bank	249.09	-	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rate ranging from 11% - 13% p.a.
		484.74	95.16	436.52	167.64	1,141.87	394.66		
(B)	**Working capital demand loan (Secured)**								
(i)	RBL Bank Limited	-	100.00	-	-	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rates ranging from 9.50% p.a. to 11.00 % p.a.
(ii)	HDFC Bank Limited	251.72	-	-	353.06	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rates ranging from 10.00 % p.a. to 11.50 % p.a.
(iii)	State Bank of India	-	-	-	302.80	-	234.85	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rates ranging from 10.00 % p.a. to 11.50 % p.a.
		251.72	100.00	-	655.86	-	234.85		
(C)	**Bank overdraft (Secured)**								
(i)	HDFC Bank Limited	400.78	-	-	-	-	-	Secured by lien on investment in mutual funds	Repayable on demand with interest rates ranging from 8% p.a. to 9.00 % p.a.
(ii)	Standard Chartered Bank	-	-	-	250.16	-	-	Secured by hypothecation of current assets including inventories of raw materials, SIP, goods in transit, stores / spares / consumables, trade receivables, etc. excluding assets under real estate inventory both present and future and immovable properties to the extent of 10% of total working capital limits sanctioned under Consortium.	Repayable on demand with interest rate ranging from 11% - 13% p.a.
		400.78	-	-	250.16	-	-		

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 18 Current financial liabilities - Borrowings *(continued)*

Sr. No.	Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	Security	Repayment terms
(D)	**Buyer's credit (Secured)**								
(i)	HDFC Buyer's credit (Marini S.P.A.)	-	-	-	59.32	210.78	75.95	Primary secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 180 days after date of disbursement along with interest rate of 6 Month LIBOR+42 BPS USD
(ii)	HDFC Buyer's credit (Marini S.P.A.)	-	-	-	59.32	-	-	Primary secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 180 days after date of disbursement along with interest rate of LIBOR+42 BPS USD
(iii)	HDFC Buyer's credit	-	-	-	49.04	-	-	Primary secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 120 days after date of disbursement along with interest rate of 6 Month LIBOR+29 BPS USD.
(iv)	HDFC Buyer's credit (Wirtgen)	-	-	-	23.48	-	-	Primary secured by hypothecation of equipment purchased under this Buyer's Credit.	Repayable in 180 days after date of disbursement along with interest rate of LIBOR+42 BPS EURO
		-	-	-	191.16	210.78	75.95		
(E)	**Equipment loan (Secured)**								
(i)	AXIS Bank Limited	-	-	-	-	-	1.75	Primary secured by hypothecation of specific assets purchased under this loan	Repayable in 12 Equated Monthly Installments beginning from 05-May-2012, along with interest rate of 10.50 % p.a.
		-	-	-	-	-	1.75		
(F)	**Unsecured borrowings**								
(i)	From Banks								
	HDFC Bank Limited	-	-	-	-	-	200.00	Secured by equitable mortgage of property owned by Rahul Infrastructure Limited and corporate guarantee given by Rahul Infrastructure Limited and also personal guarantee of Mr. Vinod Agarwal (Managing Director).	Repayable in 4 equally quarterly installment starting after 3 months from date of disbursement along with interest rate of 10.65% p.a.
		-	-	-	-	-	200.00		
(iii)	Inter corporate loans	50.36	50.56	88.14	203.92	81.44	47.11		Unsecured loans are interest free and repayable on demand.
		50.36	50.56	88.14	203.92	81.44	47.11		
		50.36	50.56	88.14	203.92	81.44	247.11		
	Total	**1,187.60**	**245.72**	**524.66**	**1,468.74**	**1,434.09**	**954.32**		

(Currency: Indian Rupees in million)

Note 19 Trade payables

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Payables to micro, small and medium enterprises (refer note below)	-	0.69	0.76	-	-	-
Other trade payables	2,014.86	2,289.05	2,212.57	1,153.20	512.80	545.27
	2,014.86	**2,289.74**	**2,213.33**	**1,153.20**	**512.80**	**545.27**

Retention money payable relating to construction contracts are included in above trade payables as they are payable within the operating cycle of the Company.

Particulars	-	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Retention money payable		640.54	681.78	522.58	260.88	193.35	131.58

Details of Dues to Micro, Small & Medium Enterprises as defined under MSMED Act, 2006

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Principal amount remaining unpaid to any supplier as at the period end.	-	0.69	0.76	-	-	-
Interest due thereon	-	-	-	-	-	-
Amount of interest paid by the Group in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-	-	-	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.	-	-	-	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year / period.	-	-	-	-	-	-
Amount of further interest remaining due and payable even in succeeding years	-	-	-	-	-	-

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Group and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the Financial statement based on the information received and available with the management. On the basis of such information, no interest is payable to any micro, small and medium enterprises. Auditors have relied upon the information provided by the management.

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in Note 41.

Note 20 Other financial liabilities

Particulars	Note	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Current							
Current maturities of non-current borrowings	Note 16	1,719.37	1,242.93	1,343.78	1,235.18	1,080.65	197.72
Book overdraft		28.60	-	0.03	7.37	141.22	148.04
Employee related liabilities		256.16	204.13	150.35	110.27	71.33	65.71
Capital creditors		621.72	498.49	238.19	94.97	61.85	63.63
Ernest money deposit received		-	44.40	-	-	-	-
Expenses payable		1,476.79	93.25	23.60	17.94	36.77	16.80
Rent payables		3.99	5.90	5.09	5.40	11.12	7.58
Others #		41.22	-	-	-	-	-
		4,147.85	**2,089.10**	**1,761.04**	**1,471.13**	**1,402.94**	**499.48**

The Group's exposure to liquidity risks related to the above financial liabilities is disclosed in Note 41.
includes payable for consideration to shareholders of the G R Infratech Private Limited pursuant to Scheme of Amalgamation. Refer note 49 for details

Note 21 Provisions

Particulars	Note	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Non-current							
Provision for major maintenance (refer note below)		127.00	82.00	72.00	-	-	-
		127.00	82.00	72.00	-	-	-
Current							
Provision for gratuity	Note 34	30.13	17.15	10.57	-	-	-
Provision for leave encashment		3.22	-	-	-	-	-
		33.35	17.15	10.57	-	-	-
Total		**160.35**	**99.15**	**82.57**	**-**	**-**	**-**

Movement in provision for major maintenance :

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Balance at the beginning	82.00	72.00	-	-	-	-
Add : Provision made for the period / year	45.00	160.00	72.00	-	-	-
Less : Amount utilised during the period / year	-	-	-	-	-	-
Less : Adjustment for derecognition of provisions due to loss of control on disposal of subsidiaries	-	(150.00)	-	-	-	-
Balance at the end	**127.00**	**82.00**	**72.00**	**-**	**-**	**-**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 22 Other current liabilities

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Customer advances	2,939.29	4,940.46	2,303.61	1,342.27	1,207.55	605.06
Excess of billing over revenue	-	-	-	20.26	-	-
Statutory liability						
Service tax payable	-	4.52	2.91	1.65	0.88	0.78
TDS payable	61.03	115.77	111.17	25.33	31.63	38.75
Labour cess payable	13.02	13.02	69.57	55.03	38.18	38.70
GST Payable	115.07	-	-	-	-	-
Sales tax payable	54.17	11.81	23.90	11.30	13.16	2.64
Entry tax payable	34.70	46.03	16.24	3.63	3.62	-
Provident fund payable	9.52	6.94	3.95	3.86	3.48	2.91
ESI payable	0.04	0.03	0.03	-	-	-
Professional tax payable	0.34	0.14	0.09	-	-	-
	3,227.18	**5,138.72**	**2,531.47**	**1,463.33**	**1,298.50**	**688.84**

(Currency: Indian Rupees in million)

Note 23 Revenue from operations

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Sale of products (including excise duty)		779.92	977.51	402.13	209.43	130.97	72.33
Sale of services							
Civil construction revenue	Note 43	18,017.41	30,898.87	18,877.83	9,636.91	9,168.03	10,923.97
Job work income		57.49	53.82	-	-	-	-
		18,074.90	30,952.69	18,877.83	9,636.91	9,168.03	10,923.97
Toll Collection (refer note below)		-	406.91	372.97	136.78	-	14.56
Revenue from sale of land		-	-	120.06	-	-	-
Finance income on service concession		143.17	447.49	473.67	503.36	451.13	201.98
Revenue from sale of electricity (net)		4.26	5.76	4.06	5.10	2.28	6.08
Other operating revenue							
Scrap sales		15.03	7.41	3.02	1.21	0.29	1.60
Miscellaneous income		44.21	5.44	0.74	4.83	2.44	1.66
		59.24	12.85	3.76	6.04	2.73	3.26
		19,061.49	**32,803.21**	**20,254.48**	**10,497.62**	**9,755.14**	**11,222.18**

Note:

Pursuant to demonetisation of currency notes, the concessioning authorities had announced suspension of toll collection at all roads from 8 November 2016 until 2 December 2016. Based on subsequent notification and provisions of concession agreement entered into between Public Works Department, Government of Rajasthan (on behalf of Ministry of Road Transport & Highways, Government of India) and the Jodhpur Pali Expressway Limited ("JPEL" erstwhile subsidiary), the Group has claimed and recognised revenue of Rs. 22.842 million for the year ended 31 March 2017 as receivable from PWD (Morth) Govt. of Rajasthan.

Note 24 Other income

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Interest income							
- on deposits with banks		57.20	71.01	39.33	23.26	19.93	26.54
- from others		24.78	30.93	28.33	6.53	1.31	5.77
Gain on sale of current investments		93.56	45.77	14.92	15.51	0.66	0.27
Profit on sale of items of property, plant and equipment (net)		17.36	13.88	20.41	6.35	0.71	2.80
Profit on sale of investment property		-	0.84	-	-	-	-
Gain arising on financial assets measured at FVTPL		30.07	30.36	16.48	0.99	0.36	0.98
Insurance claim received		13.75	3.02	4.34	8.81	12.92	4.13
Net gain on account of foreign exchange fluctuations		-	8.12	-	18.91	-	-
Rental income	Note 36	19.91	14.11	0.16	-	-	-
Other non-operating income		7.51	2.48	4.56	7.68	12.86	7.82
		264.14	**220.52**	**128.53**	**88.04**	**48.75**	**48.31**

Note 25 Cost of material consumed

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Inventory of materials at the beginning	Note 10	142.89	46.31	45.99	14.02	5.02	5.86
Add: Purchases during the period / year		550.51	961.73	218.83	158.45	89.10	42.56
Less: Inventory of materials at the end	Note 10	47.00	142.89	46.31	45.99	14.02	5.02
		646.40	**865.15**	**218.51**	**126.48**	**80.10**	**43.40**

Note 26 Civil construction costs

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Inventory of civil construction materials at the beginning	Note 10	1,504.44	300.28	897.55	555.26	275.72	301.76
Add: Purchase of civil construction material		6,845.62	8,921.96	7,033.76	4,137.83	4,452.82	3,724.19
Less: Inventory of civil construction materials at the end	Note 10	1,603.70	1,504.44	300.28	897.55	555.26	275.72
		6,746.36	7,717.80	7,631.03	3,795.54	4,173.28	3,750.23
Civil sub-contract charges		6,701.31	12,985.65	7,108.35	2,816.24	3,311.45	4,447.73
Major Maintenanace	Note 21	45.00	160.00	72.00	-	-	-
Labour charges and labour cess		229.90	358.71	218.30	156.12	130.48	162.53
Project mobilisation and operations		121.45	185.38	61.03	41.62	34.63	16.38
Site expenses		182.04	246.10	154.27	94.07	112.65	106.45
Mining royalty		147.08	93.57	66.09	50.03	85.81	59.29
Construction cost on real estate		53.78	139.58	193.23	-	-	-
Power and fuel		48.80	55.37	58.52	26.96	14.81	6.82
Rent	Note 36	148.01	155.15	115.62	48.20	37.30	27.64
Repairs and maintenance							
- plant and machinery		217.21	322.66	299.37	190.42	239.31	211.43
- others		-	0.06	0.10	-	-	-
Road taxes and insurance		103.90	91.71	82.68	41.23	43.03	36.52
Sales tax expenses		328.39	792.79	260.22	162.97	107.80	146.93
Transportation		109.48	258.93	166.08	23.08	30.60	29.26
Testing and quality control		15.69	18.45	16.12	8.31	9.92	6.46
Others		0.09	3.17	2.09	15.45	31.81	6.94
		15,198.49	**23,585.08**	**16,505.10**	**7,470.24**	**8,362.88**	**9,014.61**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 27 Changes in inventories of finished goods and trading goods

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Opening inventory of trading goods (real estate)	Note 10	528.86	389.28	308.00	298.31	297.17	297.09
Less: Inventory converted into fixed assets		-	-	89.92	-	-	-
Less: Closing inventory of trading goods (real estate)	Note 10	582.64	528.86	389.28	308.00	298.31	297.17
		(53.78)	(139.58)	(171.20)	(9.69)	(1.14)	(0.08)
Opening inventory of trading goods (others)	Note 10	2.50	1.78	12.67	0.13	0.27	0.27
Less: Closing inventory of trading goods (others)	Note 10	0.11	2.50	1.78	12.67	0.13	0.27
		2.39	(0.72)	10.89	(12.54)	0.14	-
Opening inventory of finished goods	Note 10	31.95	26.49	6.45	1.65	0.58	1.05
Less: Closing inventory of finished goods	Note 10	45.70	31.95	26.49	6.45	1.65	0.58
		(13.75)	(5.46)	(20.04)	(4.80)	(1.07)	0.47
		(65.14)	**(145.76)**	**(180.35)**	**(27.03)**	**(2.07)**	**0.39**

Note 28 Changes in project work-in-progress

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Opening stock of project work in progress	Note 7	596.61	1,078.88	405.81	976.31	144.34	335.20
Less: Closing stock of project work in progress	Note 7	3,473.68	596.61	1,078.88	405.81	976.31	144.34
		(2,877.07)	**482.27**	**(673.07)**	**570.50**	**(831.97)**	**190.86**

Note 29 Employee benefits expense

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Salaries, wages and bonus		1,223.03	1,247.69	821.06	525.74	515.90	465.30
Contribution to gratuity, provident fund and other funds	Note 34	45.65	44.91	27.20	22.63	25.82	20.88
Staff welfare expenses		4.18	19.22	8.35	0.70	0.96	1.15
		1,272.86	**1,311.82**	**856.61**	**549.07**	**542.68**	**487.33**

Note 30 Finance costs

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Interest on borrowings							
- to banks		137.40	724.22	804.06	629.09	485.28	276.99
- to others		13.68	35.43	73.30	1.97	7.33	16.94
Interest on debentures		213.09	255.30	116.55	65.08	58.85	-
Interest on mobilisation advance		-	-	-	24.28	10.19	-
Other borrowing costs		71.40	243.40	66.24	49.70	11.11	7.94
		435.57	**1,258.35**	**1,060.15**	**770.12**	**572.76**	**301.87**

Note 31 Depreciation and amortisation expense

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Depreciation of property, plant and equipment	Note 1	569.78	646.60	453.88	419.27	337.61	298.13
Amortisation of other intangible assets	Note 4	3.47	40.90	41.70	23.42	12.27	10.04
		573.25	**687.50**	**495.58**	**442.69**	**349.88**	**308.17**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 32 Other expenses

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Concession fees / premium paid		-	11.92	11.35	4.50	-	-
Rent	Note 36	34.20	33.46	31.14	19.84	15.21	10.42
Repairs and maintenance - others		28.20	38.99	20.04	17.20	7.70	4.37
Insurance		-	5.42	4.62	5.08	1.45	1.46
Payment to auditors (refer note (i) below)		2.63	3.07	2.72	2.16	2.06	2.12
Legal and professional charges		83.36	98.33	104.02	26.64	32.71	46.12
Travelling and conveyance		35.24	36.40	29.29	16.77	17.93	16.59
CSR expenses (refer note (ii) below)		8.55	23.74	21.67	2.71	-	-
Printing and stationery		8.46	10.42	10.23	5.60	6.08	4.66
Provision for doubtful debts		-	5.02	9.02	2.38	60.00	-
Bad-debts written off		-	-	-	-	46.98	-
Advances written off		-	-	-	-	9.24	-
Bank charges		18.57	3.30	4.39	26.68	13.38	6.73
Loss arising on financial assets measured at FVTPL		-	-	0.28	-	-	-
Net loss on account of foreign exchange fluctuations		19.94	25.18	30.64	-	6.93	-
Provision for diminution in value of investments		-	-	-	-	-	2.60
Rates and taxes		-	-	-	-	-	6.89
Operation charges		-	-	-	30.72	-	-
Miscellaneous expenses		67.80	96.08	71.60	55.96	39.45	27.23
		306.95	**391.33**	**351.01**	**216.24**	**259.12**	**129.19**

(i) Payment to auditors

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Payment to auditors (exclusive of service tax)						
- as auditor						
- Statutory audit	2.63	2.80	2.50	2.00	1.90	1.80
- Other services	-	0.10	0.10	0.10	0.10	0.20
- Reimbursement of expenses	-	0.17	0.12	0.06	0.06	0.12
	2.63	**3.07**	**2.72**	**2.16**	**2.06**	**2.12**

(ii) Details of corporate social responsibility expenditure

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
A. Gross amount required to be spent by the Group	51.71	17.43	11.71	15.88	-	-
B. Amount spent during the year (in cash)						
(i) Construction / acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above	8.55	23.74	21.67	2.71	-	-

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 33 Tax expense

A. Income tax (income) / expense recognised in the Consolidated Statement of Profit and Loss

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Current tax						
Current tax on profit for the period / year	792.68	1,281.03	337.86	145.03	194.98	257.15
Deferred tax						
Attributable to–						
Origination and reversal of temporary differences (refer note E)	(237.16)	(870.93)	(109.18)	(61.26)	(34.02)	(1.59)
	555.52	**410.10**	**228.68**	**83.77**	**160.96**	**255.56**

B. Income tax expense / (income) recognised in other comprehensive income

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Deferred tax : (refer note E)						
Deferred tax (expense)/benefit on fair value of equity investments through OCI	(6.46)	(28.98)	-	0.02	(0.01)	0.01
Deferred tax (expense)/benefit on remeasurements of defined benefit liability (asset)	8.19	(0.04)	3.58	1.14	(3.76)	0.59
	1.73	(29.02)	3.58	1.16	(3.77)	0.60

C. Reconciliation of effective tax rate

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Profit before tax	3,800.29	5,822.90	1,714.32	446.31	455.08	784.94
Statutory tax rate	34.608%	34.608%	34.608%	33.990%	33.990%	32.445%
Tax using the Group's statutory tax rate	1,315.20	2,015.19	593.29	151.70	154.68	254.67
Effect of :						
MAT credit entitlement	(259.53)	(832.12)	(145.38)	-	-	
Tax difference between normal income tax and MAT	236.85	812.57	6.70	-	-	-
Deferred tax movement for earlier years	-	16.11	34.72	-	-	-
Non deductible expenses	3.87	61.24	14.65	-	0.20	0.12
Tax difference between normal income tax and capital gain tax	-	(96.59)	-	-	-	-
Tax holiday incentive	(735.45)	(1,450.17)	(264.40)	(101.95)	(12.68)	-
Tax on loss on which deferred tax not recognised	-	-	-	32.22	16.19	9.56
Others	(5.43)	(116.13)	(10.90)	1.80	2.56	(8.80)
Tax expense	**555.52**	**410.10**	**228.68**	**83.77**	**160.96**	**255.56**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 33 Income tax (continued)

D. Recognised deferred tax assets and liabilities

Movement in temporary differences

Particulars	**Deferred tax (assets)**						**Deferred tax liabilities**						**Net deferred tax (assets) / liabilities**					
	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Difference between WDV of property, plant and equipment as per books and income tax	-	-	-	-	-	-	30.05	26.02	34.28	46.33	78.82	74.13	30.05	26.02	34.28	46.33	78.82	74.13
Difference between WDV of other intangible assets	-	-	-	-	-	-	-	-	27.94	-	-	-	-	-	27.94	-	-	-
Provisions for employee benefits	(11.55)	(4.83)	(2.18)	-	-	-	-	-	-	3.99	3.17	1.82	(11.55)	(4.83)	(2.18)	3.99	3.17	1.82
Difference in carrying values of financial instruments accounted as per Ind AS 109	-	(4.71)	(0.52)	(13.67)	-	-	44.08	29.38	-	-	0.17	0.01	44.08	24.67	(0.52)	(13.67)	0.17	0.01
Expenditure allowable on payment basis	(16.48)	(20.40)	(26.00)	(22.62)	(7.22)	(7.12)	-	-	-	-	-	-	(16.48)	(20.40)	(26.00)	(22.62)	(7.22)	(7.12)
Provision for doubtful debts	(26.47)	(26.47)	(24.73)	(37.86)	(36.35)	-	-	-	-	-	-	-	(26.47)	(26.47)	(24.73)	(37.86)	(36.35)	-
MAT credit entitlement	(1,237.02)	(977.49)	(145.38)	-	-	-	-	-	-	-	-	-	(1,237.02)	(977.49)	(145.38)	-	-	-
Deferred tax (assets) / liabilities	**(1,291.52)**	**(1,033.90)**	**(198.81)**	**(74.15)**	**(43.57)**	**(7.12)**	**74.13**	**55.40**	**62.22**	**50.32**	**82.16**	**75.96**	**(1,217.39)**	**(978.50)**	**(136.59)**	**(23.83)**	**38.59**	**68.84**

Deferred tax asset has been recognised as the Group has adequate firm orders and execution plan for the next 3 financial years and is reasonably certain that the deferred tax asset shall be realised against future taxable incomes.

F. MAT credit

The details of MAT credit available and recognised along with year of expiry are as below:

Particulars	31 December 2017		31 March 2017		31 March 2016		31 March 2015		31 March 2014		31 March 2013	
	MAT credit available	Expiry Assessment year	MAT credit available	Expiry Assessment year	MAT credit available	Expiry Assessment year	MAT credit available	Expiry Assessment year	MAT credit available	Expiry Assessment year	MAT credit available	Expiry Assessment year
AY 2016-17	145.38	2031-32	145.38	2031-32	145.38	2031-32	-	-	-	-	-	-
AY 2017-18	832.11	2032-33	832.11	2032-33	-	-	-	-	-	-	-	-
AY 2018-19	259.53	2028-29	-	-	-	-	-	-	-	-	-	-
Total	1,237.02		977.49		145.38		-		-		-	
MAT credit recognised	1,237.02		977.49		145.38		-		-		-	

MAT credit has been recognised as there is a reasonable certainty that MAT credit will be utilised against future taxable profit.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 33 Income tax *(continued)*

E. Recognised deferred tax (assets) and liabilities

Movement in deferred tax balances for the period ended 31 December 2017

Particulars	Balance as at 1 April 2017	Recognised in profit or loss during the period	Recognised in OCI during the period	Balance as at 31 December 2017
Difference between WDV of property, plant and equipment as per books and income tax	26.02	4.03	-	30.05
Difference between WDV of other intangible assets	-	-	-	-
Provisions for employee benefits	(4.83)	1.47	(8.19)	(11.55)
Difference in carrying values of financial instruments accounted as per Ind AS 109	24.67	12.95	6.46	44.08
Expenditure allowable on payment basis	(20.40)	3.92	-	(16.48)
Provision for doubtful debts	(26.47)	-	-	(26.47)
MAT credit entitlement	(977.49)	(259.53)	-	(1,237.02)
	(978.50)	**(237.16)**	**(1.73)**	**(1,217.39)**

Movement in deferred tax balances for the year ended 31 March 2017

Particulars	Balance as at 1 April 2016	Recognised in profit or loss during 2016-17	Recognised in OCI during 2016-17	Balance as at 31 March 2017
Difference between WDV of property, plant and equipment as per books and income tax	34.28	(8.26)	-	26.02
Difference between WDV of other intangible assets	27.94	(27.94)	-	-
Provisions for employee benefits	(2.18)	(2.69)	0.04	(4.83)
Difference in carrying values of financial instruments accounted as per Ind AS 109	(0.52)	(3.79)	28.98	24.67
Expenditure allowable on payment basis	(26.00)	5.60	-	(20.40)
Provision for doubtful debts	(24.73)	(1.74)	-	(26.47)
MAT credit entitlement	(145.38)	(832.11)	-	(977.49)
	(136.59)	**(870.93)**	**29.02**	**(978.50)**

Movement in deferred tax balances for the year ended 31 March 2016

Particulars	Balance as at 1 April 2015	Recognised in profit or loss during 2015-16	Recognised in OCI during 2015-16	Balance as at 31 March 2016
Difference between WDV of property, plant and equipment as per books and income tax	46.33	(12.05)	-	34.28
Difference between WDV of other intangible assets	-	27.94	-	27.94
Provisions for employee benefits	3.99	(2.59)	(3.58)	(2.18)
Difference in carrying values of financial instruments accounted as per Ind AS 109	(13.67)	13.15	-	(0.52)
Expenditure allowable on payment basis	(22.62)	(3.38)	-	(26.00)
Provision for doubtful debts	(37.86)	13.13	-	(24.73)
MAT credit entitlement	-	(145.38)	-	(145.38)
	(23.83)	**(109.18)**	**(3.58)**	**(136.59)**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 33 Income tax *(continued)*

E. Recognised deferred tax (assets) and liabilities *(Continued)*

Movement in deferred tax balances for the year ended 31 March 2015

Particulars	Balance as at 1 April 2014	Recognised in profit or loss during 2014-15	Recognised in OCI during 2014-15	Balance as at 31 March 2015
Difference between WDV of property, plant and equipment as per books and income tax	78.82	(32.49)	-	46.33
Provisions for employee benefits	3.17	1.96	(1.14)	3.99
Difference in carrying values of financial instruments accounted as per Ind AS 109	0.17	(13.82)	(0.02)	(13.67)
Expenditure allowable on payment basis	(7.22)	(15.40)	-	(22.62)
Provision for doubtful debts	(36.35)	(1.51)	-	(37.86)
MAT credit entitlement	-	-	-	-
	38.59	**(61.26)**	**(1.16)**	**(23.83)**

Movement in deferred tax balances for the year ended 31 March 2014

Particulars	Balance as at 1 April 2013	Recognised in profit or loss during 2013-14	Recognised in OCI during 2013-14	Balance as at 31 March 2014
Difference between WDV of property, plant and equipment as per books and income tax	74.13	4.69	-	78.82
Provisions for employee benefits	1.82	(2.41)	3.76	3.17
Difference in carrying values of financial instruments accounted as per Ind AS 109	0.01	0.15	0.01	0.17
Expenditure allowable on payment basis	(7.12)	(0.10)	-	(7.22)
Provision for doubtful debts	-	(36.35)	-	(36.35)
MAT credit entitlement	-	-	-	-
	68.84	**(34.02)**	**3.77**	**38.59**

Movement in deferred tax balances for the year ended 31 March 2013

Particulars	Balance as at 1 April 2012	Recognised in profit or loss during 2012-13	Recognised in OCI during 2012-13	Balance as at 31 March 2013
Difference between WDV of property, plant and equipment as per books and income tax	73.71	0.42	-	74.13
Provisions for employee benefits	-	2.42	(0.60)	1.82
Difference in carrying values of financial instruments accounted as per Ind AS 109	0.01	-	-	0.01
Expenditure allowable on payment basis	(3.52)	(3.60)	-	(7.12)
Provision for doubtful debts / deposits	0.83	(0.83)	-	-
	71.03	**(1.59)**	**(0.60)**	**68.84**

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 34 Employee benefits

A. Defined benefits

Gratuity

The Group operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and tenure of employment.

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Group's consolidated financial statements as at balance sheet date :

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Change in benefit obligations						
Benefit obligations at the beginning	38.95	32.22	17.77	11.70	15.77	9.02
Service cost	5.53	5.88	3.22	2.25	6.27	4.56
Interest expense	2.11	2.51	1.42	1.07	1.26	0.77
Actuarial loss / (gain)	23.05	(0.61)	12.14	3.43	(11.04)	1.81
Benefits paid	(1.85)	(1.05)	(2.33)	(0.68)	(0.55)	(0.39)
Benefit obligations at the end	67.79	38.95	32.22	17.77	11.70	15.77
Change in plan assets						
Fair value of plan assets at the beginning	21.80	21.65	22.18	20.97	19.92	14.04
Interest income	1.18	1.69	-	1.92	1.59	1.19
Employers' contributions	17.15	-	-	-	-	5.00
Actuarial loss (gain)		-	0.02	-	-	-
Return on plan assets excluding amounts included in interest income	(0.62)	(0.48)	1.77	(0.02)	-	0.08
Benefits paid	(1.85)	(1.05)	(2.33)	(0.68)	(0.55)	(0.39)
Fair value of plan assets at the end	37.66	21.80	21.65	22.18	20.97	19.92
Reconciliation of fair value of assets and obligation						
Fair value of plan assets as at the end of the period / year	37.66	21.80	21.65	22.18	20.97	19.92
Present value of obligation as at the end of the period / year	67.79	38.95	32.22	17.77	11.70	15.77
Amount recognised in the Balance Sheet	(30.13)	(17.15)	(10.57)	4.41	9.27	4.16
Expense recognised in profit or loss						
Current service cost	5.53	5.88	3.22	2.25	6.27	4.56
Interest cost	0.93	0.82	1.42	(0.85)	(0.33)	(0.43)
	6.46	6.70	4.64	1.40	5.93	4.13

Remeasurements recognised in other comprehensive income						
Due to change in financial assumptions	15.21	2.91	0.85	2.53	(1.96)	0.96
Due to change in demographic assumptions	(0.70)	1.32	0.39	0.81	(14.82)	0.85
Due to experience adjustments	8.54	(4.83)	10.87	-	5.88	-
Return on plan assets excluding amounts included in interest income	0.62	0.48	(1.77)	0.02	-	(0.08)
	23.67	(0.12)	10.34	3.36	(10.90)	1.73

Experience adjustment on gratuity:

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Actuarial assumptions						
Discount rate	7.44%	7.22%	7.79%	7.99%	9.14%	8.50%
Salary growth rate	8.00%	6.00%	6.00%	7.50%	6.00%	6.00%
Withdrawal rates	For service 4 years and below 35.86% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 33.62% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 44% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	4.00%

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below :

Particulars	**Discount rate (1% movement)**		**Salary growth rate (1% movement)**		**Attrition rate (1% movement)**	
	Increase	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
For the period/year ended						
31-December-2017	9.12	11.23	11.05	9.15	0.96	1.07
31-March-2017	4.89	5.99	6.00	4.98	0.51	0.62
31-March-2016	3.93	4.80	4.84	4.02	0.76	0.91
31-March-2015	2.26	2.70	2.73	2.32	0.44	0.61
31-March-2014	1.41	1.69	1.73	1.46	0.50	0.63
31-March-2013	4.71	10.23	10.26	4.64	7.48	6.85

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the consolidated balance sheet.

The Company’s Gratuity Fund is managed by HDFC Standard Life Insurance Corporation Limited. The plan assets under the fund are deposited under approved securities by HDFC Standard Life Insurance Corporation Limited.

The expected rate of return on assets is based on the expectation of the average long term rate of return on investment of the fund, during the estimated term of obligation.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 34 Employee benefits *(continued)*

A. Defined benefits *(continued)*
Gratuity *(continued)*

The expected contribution in the next 12 months period is as below :

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Contribution for next 12 months	42.76	24.52	16.45	32.42	-	2.11

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the consolidated balance sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

B. Other long term employee benefits

Leave benefits
Amount towards leave benefits is recognised as an expense and included in "Employee benefits expense" in the Restated Consolidated Summary Statement of Profit and Loss.

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Expense recognised towards leave benefits	0.71	1.06	7.26	0.77	1.13	1.96

Actuarial assumptions

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Actuarial assumptions						
Discount rate	7.44%	7.22%	7.95%	7.99%	9.14%	8.50%
Salary growth rate	8.00%	6.00%	6.00%	7.50%	6.00%	6.00%
Withdrawal rates	For service 4 years and below 35.86% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 33.62% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 44% p.a. For Service 5 years and above 2% p.a.	For service 4 years and below 41% p.a. For Service 5 years and above 2% p.a.	4.00%

C. Defined contribution

Contribution to provident fund and Employee state insurance contribution
Amount paid towards contribution to provident funds (including administration charges) and Employee state insurance contribution is recognised as an expense and included in "Employee benefits expense" in the Restated Consolidated Summary Statement of Profit and Loss.

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Expense recognised towards contribution to provident and other funds	39.19	38.21	22.56	21.23	19.89	16.75

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 35 Related party disclosure

A. Related parties with whom the Company had transactions during the period / year

(a) Key Management Personnel ('KMP'):

Mr. Vinod Kumar Agarwal	Managing Director
Mr. Ajendra Agarwal	Whole time Director
Mr. Purshottam Agarwal	Whole time Director
Mr. Mahendra Kumar Agarwal	Whole time Director (up to 21 December 2013)
Mr. Anand Rathi	Chief Financial Officer
Mr. Sudhir Mutha	Company Secretary

(b) Independent Directors

Mr. Anand Bordia	Independent Director
Mr. Chander Khamesra	Independent Director
Mr. Desh Raj Dogra	Independent Director
Mrs. Maya Swaminathan Sinha	Independent Director

(c) Relatives of KMPs

Mr. Gumani Ram Agarwal	Father of Director
Mr. Devki Nandan Agarwal	Brother of Director
Mr. Mahendra Kumar Agarwal	Brother of Director
Mrs. Kiran Agarwal	Spouse of Mr. Purshottam Agarwal
Mrs. Lalita Agarwal	Spouse of Mr. Ajendra Agarwal
Mrs. Suman Agarwal	Spouse of Mr. Vinod Kumar Agarwal
Mrs. Ritu Agarwal	Spouse of Mr. Mahendra Kumar Agarwal
Mr. Archit Agarwal	Son of Mr. Ajendra Agarwal
Mr. Lokesh Agarwal	Son of Mr. Mahendra Kumar Agarwal

(d) Enterprises over which KMP and Relatives of such personnel exercise significant influence

Grace Buildhome Private Limited
Rahul Infrastructure Private Limited
Udaipur Buildestate Private Limited

(e) Enterprise having significant influence over Company

G R Infratech Private Limited (up to 1 April 2017, the appointed date for merger of GR Infratech Private Limited with the Company. Refer note 49)
Lokesh Builders Private Limited

B. Transactions with key management personnel, relatives of KMP and their closing balances:

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or those which might reasonably be expected to be available, in respect of similar transactions with non-key management personnel related entities on an arm's length basis.

The aggregate value of the Group's transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence is as follows:

Nature of transaction	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Rent						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	-	0.08	0.08	0.08	0.08	0.08
Mr. Purshottam Agarwal	0.22	0.29	0.29	0.28	0.28	0.28
Mr. Ajendra Agarwal	-	0.12	0.12	-	-	0.22
Mr. Mahendra Kumar Agarwal	-	-	-	-	-	0.40
Mr. Anand Rathi	2.70	2.44	1.29	1.11	1.03	0.92
Mr. Sudhir Mutha	1.00	1.05	0.96	0.73	0.62	0.58
Relatives of Key Management Personnel						
Mrs. Kiran Agarwal	0.36	0.48	0.48	0.48	0.48	0.48
Mrs. Lalita Agarwal	0.43	0.58	0.58	0.58	0.58	0.58
Mrs. Suman Agarwal	0.27	0.36	0.36	0.36	0.36	0.36
Mrs. Ritu Agarwal	-	-	-	-	-	0.18
Mr. Lokesh Agarwal	-	-	-	-	-	0.12

(Currency: Indian Rupees in million)

B. Transactions with key management personnel, relatives of KMP and their closing balances: ***(Continued)***

Nature of transaction	**Transaction value**					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Remuneration						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	50.33	54.02	27.84	3.84	3.84	12.50
Mr. Purshottam Agarwal	50.33	54.02	27.84	3.84	3.84	12.50
Mr. Ajendra Agarwal	50.33	54.02	27.84	3.84	3.84	12.50
Mr. Mahendra Kumar Agarwal	-	-	-	-	3.50	12.50
Mr. Anand Rathi	2.70	2.44	1.29	1.11	1.03	0.92
Mr. Sudhir Mutha	1.00	1.05	0.96	0.73	0.62	0.58
Relatives of Key Management Personnel						
Mr. Gumani Ram Agarwal	0.18	0.36	0.36	0.36	0.36	0.36
Mr. Devki Nandan Agarwal	7.20	2.96	2.40	2.40	1.18	0.58
Mr. Archit Agarwal	1.80	0.60	0.25	0.04	0.10	0.10
Mr. Mahendra Kumar Agarwal	7.20	3.44	2.88	2.88	-	-
Mr. Lokesh Agarwal	-	-	-	-	-	0.12
Sitting Fees						
Independent Directors						
Mr. Anand Bordia	0.25	0.15	-	-	-	-
Mr. Desh Raj Dogra	0.30	0.10	-	-	-	-
Mrs. Maya Swaminathan Sinha	-	0.10	-	-	-	-
Guarantees received / (released)						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	(344.30)	5,864.09	4,417.85	3,387.55	721.99	813.55
Mr. Purshottam Agarwal	(477.12)	5,182.51	4,694.89	3,951.97	721.99	813.55
Mr. Ajendra Agarwal	576.30	11,918.84	(41.36)	347.64	-	-
Relatives of Key Management Personnel						
Mr. Mahendra Kumar Agarwal	74.60	11,918.84	(41.36)	347.64	-	-

Key Managerial Personnel and Relatives of KMPs who are under the employment of the Group are not entitled to post employment benefits and other long term employee benefits.

Nature of transaction	**Balance outstanding (Payable)**					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Balance outstanding (Payable)						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	13.43	29.61	16.49	0.89	0.96	6.29
Mr. Ajendra Agarwal	16.81	43.30	16.20	1.04	1.73	6.64
Mr. Purshottam Agarwal	11.00	32.35	15.94	11.46	9.35	7.18
Mr. Mahendra Kumar Agarwal	-	-	-	-	-	12.06
Relatives of Key Management Personnel						
Mrs. Kiran Agarwal	0.08	0.38	0.04	1.56	1.18	0.86
Mrs. Lalita Agarwal	0.09	0.58	0.06	0.34	1.77	1.26
Mrs. Suman Agarwal	0.06	0.59	0.85	0.62	0.94	0.62
Mr. Gumani Ram Agarwal	0.03	1.99	1.63	1.27	0.91	0.65
Mr. Devki Nandan Agarwal	2.86	1.59	0.21	0.65	0.43	0.04
Mr. Archit Agarwal	0.33	0.21	0.05	0.01	0.29	0.19
Mr. Mahendra Kumar Agarwal	1.38	2.17	0.57	0.74	1.62	-
Mrs. Ritu Agarwal	-	-	-	-	-	0.38
Mr. Lokesh Agarwal	-	-	-	-	-	0.21
Outstanding personal guarantees given on behalf of the Group at the year end						
Key Management Personnel						
Mr. Vinod Kumar Agarwal	16,384.59	16,728.89	10,864.80	6,446.96	3,059.40	2,337.42
Mr. Purshottam Agarwal	16,411.65	16,888.77	11,706.26	7,011.37	3,059.40	2,337.42
Mr. Ajendra Agarwal	12,801.42	12,225.12	306.28	347.64	-	-
Relatives of Key Management Personnel						
Mr. Mahendra Kumar Agarwal	12,299.72	12,225.12	306.28	347.64	-	-

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 35 Related party disclosure *(continued)*

C. Related party transactions with Enterprises over which KMPs and relatives of KMPs exercise significant influence and their closing balances.

Particulars	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Rent paid						
(i) Grace Buildhome Private Limited	0.16	0.22	0.22	0.22	0.22	0.22
(ii) Rahul Infrastructure Private Limited	0.54	0.72	0.72	0.72	0.72	0.72
(iii) Udaipur Buildestate Private Limited	0.09	0.12	0.12	0.12	0.12	0.12
Loan given by GR Infratech Private Limited taken over(refer note 45)						
(i) Udaipur Buildstate Pvt. Ltd.	10.70	-	-	-	-	-
Loan received back						
(i) Udaipur Buildstate Pvt. Ltd.	10.70	-	-	-	-	-
Loan received by GR Infratech Private Limited taken over(refer note 45)						
(i) Grace Buildhome Pvt Ltd	7.35	-	-	-	-	-
Loan repaid						
(i) Grace Buildhome Pvt Ltd	7.35	-	-	-	-	-

Particulars	Balance outstanding (Payable)					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Outstanding payables						
Grace Buildhome Private Limited	0.91	0.82	0.83	0.68	0.49	0.32
Rahul Infrastructure Private Limited	2.56	2.35	2.19	1.63	1.69	1.13
Udaipur Buildestate Private Limited	0.07	0.03	0.30	0.22	0.19	0.09
Outstanding guarantees given on behalf of Company						
Grace Buildhome Private Limited	12,826.81	12,225.12	306.28	347.64	-	-
Rahul Infrastructure Private Limited	12,826.81	12,225.12	306.28	347.64	-	250.00
Udaipur Buildestate Private Limited	12,299.72	12,225.12	306.28	347.64	-	-

D. Related party transactions with Enterprise having significant influence over company and their closing balances.

Particulars	Transaction value					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Loan taken						
G R Infratech Private Limited	-	-	-	-	75.00	-
Loan repaid						
G R Infratech Private Limited	-	-	-	-	75.00	-
Loan given by GR Infratech Private Limited taken over(refer note 45)						
Lokesh Builders Private Limited	1.50	-	-	-	-	-
Loan received back						
Lokesh Builders Private Limited	1.50	-	-	-	-	-
Rent paid						
Lokesh Builders Private Limited	0.11	0.14	0.14	0.14	0.14	0.14

Refer note 49 for details of merger of G R Infratech Private Limited with the Holding Company

Particulars	Balance outstanding (Payable)					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Outstanding payables						
Lokesh Builders Private Limited	0.05	0.08	0.46	0.34	0.23	0.11
Outstanding guarantees given on behalf of Company						
Lokesh Builders Private Limited	12,826.81	12,225.12	306.28	347.64	448.75	273.21

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 36 Operating leases

A. Leases as lessee

The Group has obtained premises (office, residential and Godowns), machineries and cars taken on lease. The terms of lease include terms of renewals, increase in rent in future period, terms of cancellation, etc. The agreements are executed for a period of 11 months to 60 months with a renewable clause and also provide for termination at will by either party giving a prior notice of 1 to 3 months at any time during the lease term.

Amounts recognised in the Restated Consolidated Summary Statement of Profit and Loss

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
(i) Civil construction costs							
Machinery hire charges	Note 26	94.80	108.23	86.54	28.75	22.58	14.57
Rent at site	Note 26	53.21	46.92	29.08	19.45	14.72	13.07
		148.01	**155.15**	**115.62**	**48.20**	**37.30**	**27.64**
(ii) Other expenses							
Car rent	Note 32	25.93	23.90	20.17	11.45	10.82	6.25
Office rent	Note 32	8.27	9.56	10.97	8.39	4.39	4.17
		34.20	**33.46**	**31.14**	**19.84**	**15.21**	**10.42**

B. Leases as lessor

The Group rents out its vehicles on operating lease basis. All the arrangements are cancellable and are generally ranging in the period of 1 months to 6 months. There are no contingent rents recognised as income in the period.

Amounts recognised in the Restated Consolidated Statement of Profit and Loss

Particulars	Note	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Equipment given on hire	Note 24	19.91	14.11	0.16	-	-	-

Note 37 Earnings per share

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Face value per equity share (in Rs.)	5.00	5.00	5.00	5.00	5.00	5.00
(a) Profit for the year attributable to owners of the Company	3,244.89	5,423.08	1,466.04	333.01	294.12	529.38
(b) Number of equity shares at the beginning of the period / year	48,481,110	24,240,555	24,240,555	24,240,555	24,240,555	24,240,555
(c) Equity shares issued during the period / year	-	24,240,555		-	-	-
(d) Number of equity shares at the end of the period / year	48,481,110	48,481,110	24,240,555	24,240,555	24,240,555	24,240,555
(e) Weighted average number of equity shares for calculating basic and diluted EPS	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220
Earnings Per Share (in Rs.):						
- Basic and Diluted earnings per share [(a)/(e)]	33.47	55.93	15.12	3.43	3.03	5.46

Notes :

(a) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year / period.

(b) The Holding Company has issued 24,862,108 equity shares as bonus in ratio of 1:1 on 18 June 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Indian Accounting Standard - 33 - *Earnings per share.*

(c) Authorised share capital of the Holding Company was increased from Rs. 750 million divided into 75,000,000 equity shares of Rs. 10 each to Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 and 5,000,000 Non-Cumulative Redeemable Preference Share of Rs.10 each by virtue of final order from Hon'ble National Company Law Tribunal, Ahmedabad dated 22 February 2018 approving amalgamation between G R Infratech Private Limited and G R Infraprojects Limited. The shareholders of the Holding Company have, at the Extraordinary General Meeting (EGM) held on 24 March 2018, accorded their consent to the following:

i) Authorised share capital of the Holding Company comprising of Rs. 890 million divided into 84,000,000 Equity Shares of Rs. 10 each and 5,000,000 Non-cumulative Redeemable Preference Shares of Rs. 10 be reclassified into 89,000,000 equity shares of Rs. 10 each aggregating to Rs. 890 million.

ii) Sub division of the authorised and issued share capital of the Holding Company by decreasing the face value of the equity share from Rs. 10 each to Rs. 5 each. The record date for the sub division was 30 March 2018. Accordingly, the issued, subscribed and paid up share capital of Rs. 484.81 million comprise of 96,962,220 equity shares of Rs. 5 each.

(d) As per Ind AS 33 - *Earnings Per Share* , if the number of ordinary or potential ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. Pursuant to the shareholders' consent to the sub division of the equity shares at the EGM mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been adjusted in the financial statements for all the periods presented.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 38 Contingent liabilities and commitments
(to the extent not provided for)

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Contingent liabilities						
a. Claims against the Company not acknowledged as debts						
(i) Sales tax matters (refer note (i) below)	7.18	43.02	73.99	38.59	46.33	23.26
(ii) Income tax matters (refer note (i) below)	7.48	1.33	4.52	0.81	0.16	1.02
b. Guarantees excluding financial guarantees :						
(i) Guarantees given to third parties (refer note (ii) below)	10,119.33	7,052.47	6,051.62	3,428.50	3,348.19	2,337.42
	10,133.99	**7,096.82**	**6,130.13**	**3,467.90**	**3,394.68**	**2,361.70**

Notes

i. Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/decisions pending with various forums/authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

ii Guarantee given to third parties represents guarantees given to various government authorities for the project.

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Commitments						
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for (refer note below)	936.39	123.12	642.65	33.93	19.11	144.70
Commitment for payment of Additional Fees (Premium) till the end of the concession period with 5% year on year increase as per the concesison agreement	-	-	508.88	520.23	-	-

Note :
The Group is committed to spend the amount disclosed above are under a contract to purchase plant and equipment.

Note 39 Interest in other entities

Joint operations
The Holding company has interest in following jointly controlled operations which were set up as an Un-incorporated AOPs for construction of roads and highways :

Name of the Joint operations	Country of incorporation	Date of acquisition of interest in joint operation	Proportion of Company's interest (%)
GRIL - MSKEL (JV)	India	05-Nov-09	60%
GR - JKM (JV) (upto 30 September 2017)	India	22-Dec-08	65%
GR-TRIVENI (JV)			
- Hata - Musabani Road Project	India	10-Mar-12	51%
- Rites NTPC Lara PKG IV-B	India	18-Mar-16	49%
- Chaibasa -Tonto -Roam Road	India	03-Sep-16	45%
SBEPL - GRIL (JV)	India	21-May-12	35%
RAVI INFRA - GRIL - SHIVAKRITI (JV)	India	21-Aug-14	10%
GR-Gawar (JV):			
- Rohtak Project	India	07-Sep-09	25%
- Nepal Project	India	18-Sep-10	51%
- Jhajjar Project	India	15-Apr-11	51%
- Faridabad Project	India	13-Jan-12	54%
- Sonepat Project	India	20-Jul-13	25%

Classification of joint arrangements
The joint venture agreements in relation to above joint operations require unanimous consent from all parties for relevant activities. The two partners have direct rights to the assets of joint arrangement and are jointly and severally liable for the liabilities incurred by joint arrangement. Accordingly, the above entities are classified as joint operation and the Company recognises its direct share of the jointly held assets, liabilities, revenue and expenses.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 40 Fair Value Measurements

A. Accounting classification and fair values

As at 31 December 2017

					Fair Value			
Particulars	**FVTPL**	**FVOCI**	**Amortised cost**	**Total**	**Level 1 - Quoted price in active markets**	**Level 2 - Significant observable inputs**	**Level 3 - Significant unobservable inputs**	**Total**
Investments (Note 1)	936.27	166.96	5.00	1,108.23	948.86	-	154.37	1,103.23
Trade receivables	-	-	4,166.77	4,166.77				
Cash and cash equivalents	-	-	1,134.16	1,134.16				
Other bank balance	-	-	1,436.28	1,436.28				
Other financial assets	-	-	7,948.70	7,948.70				
Total Financial assets	**936.27**	**166.96**	**14,690.91**	**15,794.14**	**948.86**	**-**	**154.37**	**1,103.23**
Borrowings (excluding current maturities)	-	-	3,949.04	3,949.04				
Trade payable	-	-	2,014.86	2,014.86				
Other financial liabilities	-	-	4,147.85	4,147.85				
Total Financial liabilities	**-**	**-**	**10,111.75**	**10,111.75**				

As at 31 March 2017

					Fair Value			
Particulars	**FVTPL**	**FVOCI**	**Amortised cost**	**Total**	**Level 1 - Quoted price in active markets**	**Level 2 - Significant observable inputs**	**Level 3 - Significant unobservable inputs**	**Total**
Investments (Note 1)	1,363.90	136.95	5.00	1,505.85	1,374.45	-	126.40	1,500.85
Trade receivables	-	-	5,582.43	5,582.43				
Cash and cash equivalents	-	-	4,245.23	4,245.23				
Other bank balance	-	-	1,241.52	1,241.52				
Other financial assets	-	-	2,905.41	2,905.41				
Total Financial assets	**1,363.90**	**136.95**	**13,979.59**	**15,480.44**	**1,374.45**	**-**	**126.40**	**1,500.85**
Borrowings (excluding current maturities)	-	-	4,063.62	4,063.62				
Trade payable	-	-	2,289.74	2,289.74				
Other financial liabilities	-	-	2,089.10	2,089.10				
Total Financial liabilities	**-**	**-**	**8,442.46**	**8,442.46**				

As at 31 March 2016

					Fair Value			
Particulars	**FVTPL**	**FVTOCI**	**Amortised cost**	**Total**	**Level 1 - Quoted price in active markets**	**Level 2 - Significant observable inputs**	**Level 3 - Significant unobservable inputs**	**Total**
Investments (Note 1)	551.19	9.15	5.00	565.34	560.34	-	-	560.34
Trade receivables	-	-	3,968.36	3,968.36				
Cash and cash equivalents	-	-	588.69	588.69				
Other bank balance	-	-	564.51	564.51				
Other financial assets	-	-	5,519.09	5,519.09				
Total Financial assets	**551.19**	**9.15**	**10,645.65**	**11,205.99**	**560.34**	**-**	**-**	**560.34**
Borrowings (excluding current maturities)	-	-	8,558.17	8,558.17				
Trade payable	-	-	2,213.33	2,213.33				
Other financial liabilities	-	-	1,761.04	1,761.04				
Total Financial liabilities			**12,532.54**	**12,532.54**				

As at 31 March 2015

					Fair Value			
Particulars	**FVTPL**	**FVTOCI**	**Amortised cost**	**Total**	**Level 1 - Quoted price in active markets**	**Level 2 - Significant observable inputs**	**Level 3 - Significant unobservable inputs**	**Total**
Investments (Note 1)	403.03	9.32	-	412.35	412.35	-	-	412.35
Trade receivables	-	-	2,280.91	2,280.91				
Cash and cash equivalents	-	-	417.89	417.89				
Other bank balance	-	-	265.84	265.84				
Other financial assets	-	-	5,073.82	5,073.82				
Total Financial assets	**403.03**	**9.32**	**8,038.45**	**8,450.80**	**412.35**		**-**	**412.35**
Borrowings (excluding current maturities)	-	-	8,004.69	8,004.69				
Trade payable	-	-	1,153.20	1,153.20				
Other financial liabilities	-	-	1,471.13	1,471.13				
Total Financial liabilities	**-**	**-**	**10,629.02**	**10,629.02**				

As at 31 March 2014

					Fair Value			
Particulars	**FVTPL**	**FVTOCI**	**Amortised cost**	**Total**	**Level 1 - Quoted price in active markets**	**Level 2 - Significant observable inputs**	**Level 3 - Significant unobservable inputs**	**Total**
Investments (Note 1)	97.19	11.25	-	108.44	108.44	-	-	108.44
Trade receivables	-	-	1,991.83	1,991.83				
Cash and cash equivalents	-	-	66.86	66.86				
Other bank balance	-	-	203.95	203.95				
Other financial assets	-	-	5,506.82	5,506.82				
Total Financial assets	**97.19**	**11.25**	**7,769.46**	**7,877.90**	**108.44**		**-**	**108.44**
Borrowings (excluding current maturities)	-	-	5,762.89	5,762.89				
Trade payable	-	-	512.80	512.80				
Other financial liabilities	-	-	1,402.94	1,402.94				
Total Financial liabilities	**-**	**-**	**7,678.63**	**7,678.63**				

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 40 Fair Value Measurements *(continued)*

A. Accounting classification and fair values *(Continued)*

As at 31 March 2013

Particulars	FVTPL	FVTOCI	Amortised cost	Total	Fair Value: Level 1 - Quoted price in active markets	Fair Value: Level 2 - Significant observable inputs	Fair Value: Level 3 - Significant unobservable inputs	Fair Value: Total
Investments (Note 1)	3.65	9.58	-	13.23	13.23	-	-	13.23
Trade receivables	-	-	1,517.90	1,517.90				
Cash and cash equivalents	-	-	242.19	242.19				
Other bank balance	-	-	160.95	160.95				
Other financial assets	-	-	4,096.00	4,096.00				
Total Financial assets	**3.65**	**9.58**	**6,017.04**	**6,030.27**	**13.23**	**-**	**-**	**13.23**
Borrowings (excluding current maturities)	-	-	3,412.98	3,412.98				
Trade payable	-	-	545.27	545.27				
Other financial liabilities	-	-	499.48	499.48				
Total Financial liabilities	**-**	**-**	**4,457.73**	**4,457.73**				

Note :

i) Investments in unquoted equity shares of entities other than subsidiaries have been designated as FVOCI.

ii) The carrying amounts of financial assets and liabilities other than those valued at Level 1 and Level 2 are considered to be the same as their fair values due to the current and short term nature of such balances and no material differences in the values.

iii) Level 3 fair values

Movements in the values of unquoted equity instruments :

Particulars	Amount
As at 31 December 2017	**154.37**
Acquisitions / (disposals)	-
Gains / (losses) recognised in other comprehensive income	27.97
Gains / (losses) recognised in statement of profit or loss	-
As at 31 March 2017	**126.40**
Acquisitions / (disposals)	-
Investments retained in the former subsidiary recognised at FVOCI	5.34
Gains / (losses) recognised in other comprehensive income	121.06
Gains / (losses) recognised in statement of profit or loss	-
As at 31 March 2016	**-**
As at 31 March 2015	**-**
As at 31 March 2014	**-**
As at 31 March 2013	**-**

B. Measurement of fair values

Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares and mutual fund that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : These instruments are valued based on significant unobservable inputs whereby future cash flows are discounted using appropriate discount rate.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

C. Fair value through Other comprehensive income - in unquoted equity shares:

On account of disposal of controlling stake in the above subsidiary companies on 30 March 2017, the investments in equity shares of the entities has been designated as FVOCI. The fair value has been computed based on the per share price of the sale of controlling stake and per share price agreed with buyer as sales consideration.

Note 41 Financial instruments risk management objectives and policies

The Group's financial liabilities comprise mainly of borrowings, trade and other payables. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Group is exposed to Market risk, Credit risk and Liquidity risk. The management oversight in the area of financial risks and controls. It also covers policies on specific risk areas such as currency risk, interest rate risk, credit risk and investment of surplus funds.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. The Group's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of following financial assets represents the maximum credit exposure:

Other financial assets

This comprises mainly of deposits with banks, investments in mutual funds and other intercompany receivables. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are group companies, banks and recognised financial institutions. Banks, mutual funds and recognised financial institutions have high credit ratings assigned by credit rating agencies.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base.

Further, trade receivables includes retention money receivable from the customers on expiry of the defect liability period. However, the Group has an option to get the refund of the above receivables if performance bank guarantee is provided. Management exercises the option of getting refund of retention and accordingly, the same has been classified as current.

Age of receivables

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Within the credit period	3,614.80	5,230.94	3,639.76	1,691.41	370.74	240.41
1-30 days past due	109.48	11.99	2.13	1.38	1,273.65	783.42
31-60 days past due	43.61	0.24	3.17	0.72	20.56	51.55
61-90 days past due	19.66	0.57	0.32	60.90	173.14	19.81
91-180 days past due	15.36	1.81	2.77	84.27	58.23	290.16
181-365 days past due	38.72	17.26	7.46	429.23	9.93	131.38
More than 365 days past due	325.14	319.63	312.76	12.99	85.59	1.17
	4,166.77	**5,582.43**	**3,968.36**	**2,280.90**	**1,991.84**	**1,517.90**

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. Management is of the view that these financial assets are not impaired as majority of customers are government corporations where no credit risk is perceived. Further, historically the amount outstanding for more than one year does not exceed 10% of the total receivables on the respective reporting date. Accordingly, the management does not anticipate a significant loss on account of time value of money.

(Currency: Indian Rupees in million)

Note 41 **Financial instruments risk management objectives and policies *(continued)***

(i) Credit risk *(continued)*

The maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
India	4,166.77	5,582.43	3,968.36	2,280.90	1,991.84	1,517.90
	4,166.77	**5,582.43**	**3,968.36**	**2,280.90**	**1,991.84**	**1,517.90**

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group liquidate investment in liquid mutual funds to meet the immediate obligations.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

31 December 2017	**Carrying amount**	**Contractual cash flows**			
		Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Non-derivative financial liabilities					
Borrowings	5,668.41	5,668.41	2,906.97	2,005.42	756.02
Trade payables	2,014.86	2,014.86	2,014.86	-	-
Other current financial liabilities	2,428.48	2,428.48	2,428.48	-	-
Financial guarantee contracts (refer note below)	1,181.00	1,181.00	1,181.00	-	-
Total	**11,292.75**	**11,292.75**	**8,531.31**	**2,005.42**	**756.02**

31 March 2017	**Carrying amount**	**Contractual cash flows**			
		Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Non-derivative financial liabilities					
Borrowings	5,306.55	5,306.55	1,488.65	3,052.50	765.40
Trade payables	2,289.74	2,289.74	2,289.74	-	-
Other current financial liabilities	846.17	846.17	846.17	-	-
Financial guarantee contracts (refer note below)	250.70	250.70	250.70	-	-
Total	**8,693.16**	**8,693.16**	**4,875.26**	**3,052.50**	**765.40**

31 March 2016	**Carrying amount**	**Contractual cash flows**			
		Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Non-derivative financial liabilities					
Borrowings	9,901.95	9,901.95	1,868.44	3,913.34	4,120.17
Trade payables	2,213.33	2,213.33	2,213.33	-	-
Other current financial liabilities	417.26	417.26	417.26	-	-
Financial guarantee contracts (refer note below)	255.25	255.25	1.73	39.66	213.85
Total	**12,787.79**	**12,787.79**	**4,500.76**	**3,953.00**	**4,334.02**

31 March 2015	**Carrying amount**	**Contractual cash flows**			
		Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Non-derivative financial liabilities					
Borrowings	9,239.87	9,239.87	2,703.92	2,018.14	4,517.81
Trade payables	1,153.20	1,153.20	1,153.20	-	-
Other current financial liabilities	235.95	235.95	235.95	-	-
Financial guarantee contracts (refer note below)	170.32	170.32	0.92	14.05	155.36
Total	**10,799.34**	**10,799.34**	**4,093.99**	**2,032.19**	**4,673.17**

31 March 2014	**Carrying amount**	**Contractual cash flows**			
		Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Non-derivative financial liabilities					
Borrowings	6,843.54	6,843.54	2,514.74	2,049.36	2,279.44
Trade payables	512.80	512.80	512.80	-	-
Other current financial liabilities	322.29	322.29	322.29	-	-
Total	**7,678.63**	**7,678.63**	**3,349.83**	**2,049.36**	**2,279.44**

31 March 2013	**Carrying amount**	**Contractual cash flows**			
		Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Non-derivative financial liabilities					
Borrowings	3,610.70	3,610.70	1,152.04	1,288.25	1,170.41
Trade payables	545.27	545.27	545.27	-	-
Other current financial liabilities	301.76	301.76	301.76	-	-
Total	**4,457.73**	**4,457.73**	**1,999.07**	**1,288.25**	**1,170.41**

Note :

* Guarantees issued by the Holding Company on behalf of Subsidiaries are with respect to limits availed by the respective entity. These amounts will be payable on default by the concerned entity. As of the reporting date, none of the subsidiary has defaulted and hence, the Group does not have any present obligation to third parties in relation to such guarantees. Further, as at 31 March 2017, the Holding Company has given financial guarantee on behalf of loan taken by Jodhpur Pali Expressway Limited, an erstwhile subsidiary company to its lenders. The financial guarantee ceased to exist on 17 May 2017 due to refinancing of facilities by the erstwhile subsidiary company.

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Group is exposed to market risk primarily related to foreign exchange rate risks. Thus, exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

a) Currency risk

The holding Company's foreign subsidiaries are exposed to foreign currency risk arising from fluctuations in exchange rates. Transactions denominated in foreign currency comprises primarily of import of raw material and plant and machineries which are not material. Accordingly, the Group is not significantly exposed to foreign currency risk.

Unhedged foreign currency exposure

Particulars	**Currency**	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016	
		Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.
Financial liabilities							
Payables	**USD**	0.19	12.24	0.01	0.36	0.93	61.43
	EURO	1.89	143.99	1.13	77.90	-	-
Net exposure to foreign currency		**2.08**	**156.23**	**1.13**	**78.26**	**0.93**	**61.43**

(Currency: Indian Rupees in million)

Note 41 Financial instruments risk management objectives and policies *(continued)*

(iii) Market risk *(continued)*

a) Currency risk *(continued)*

Unhedged foreign currency exposure *(continued)*

Particulars	Currency	As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
		Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.	Amount in foreign currency	Amount in Rs.
Financial liabilities							
Payables	**USD**	2.69	167.67	2.28	136.65	0.95	51.57
	GBP	0.16	14.80	-	-	-	-
	EURO	1.78	119.12	1.27	104.89	0.34	23.88
Net exposure to foreign currency		**4.63**	**301.59**	**3.55**	**241.54**	**1.29**	**75.45**

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	Impact on profit before tax					
	For the period ended 31 December 2017	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Euro						
increase 2%	(2.88)	(1.56)	-	(2.38)	(2.10)	(0.48)
decrease 2%	2.88	1.56	-	2.38	2.10	0.48
GBP						
increase 2%	-	-	-	(0.30)	-	-
decrease 2%	-	-	-	0.30	-	-
USD						
increase 1%	(0.12)	(0.00)	(0.61)	(1.68)	(1.37)	(0.52)
decrease 1%	0.12	0.00	0.61	1.68	1.37	0.52

b) Price risk

i) Exposure

The Group's exposure to price risk in the investment in mutual funds and equity shares arises from investments held by the Group and classified in the balance sheet as fair value through profit or loss including OCI. Management monitors the prices closely to mitigate its impact on profit and cash flows.

The investments in mutual funds are designated as FVTPL while investment in equity shares are designated as FVOCI.

ii) Sensitivity analysis

Particulars	Impact on profit before tax					
	For the period ended 31 December 2017	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Investment in mutual funds and equity:						
increase 1%	9.36	13.64	5.51	4.03	0.97	0.04
decrease 1%	(9.36)	(13.64)	(5.51)	(4.03)	(0.97)	(0.04)

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk resulting from fluctuations in interest rates. While most of long term borrowings from banks and financial institutions are on fixed rate basis, project specific borrowings primarily consist of floating rate obligations linked to the applicable benchmark rates, which may typically be adjusted at certain intervals in accordance with prevailing interest rates. As at 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 approximately 72%, 59%, 22%, 7%, 15% and 6% respectively of the Group's borrowings are at fixed rate. Increases in interest rates would increase interest expenses relating to outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect ability to service long-term debt and to finance development of new projects, all of which in turn may adversely affect results of operations. The Group seeks to mitigate such risk by maintaining an adequate proportion of floating and fixed interest rate borrowings and taking short term floating interest rate loans. Summary of financial assets and financial liabilities has been provided below :

Exposure to interest rate risk

The interest rate profile of the Group's interest - bearing financial instrument as reported to management is as follows:

Particulars	**As at 31 December 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
Fixed-rate instruments						
Financial assets	1,527.25	1,345.16	669.93	335.99	227.24	225.95
Financial liabilities	4,008.67	3,086.36	2,146.44	635.55	993.33	204.61
Variable-rate instruments						
Financial assets	-	-	-	-	-	-
Financial liabilities	1,609.38	2,169.63	7,667.37	8,400.40	5,768.77	3,358.98

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

Sensitivity analysis

Particulars	Impact on profit before tax					
	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Interest rate						
- increase by 100 basis points	(16.09)	(21.70)	(76.67)	(84.00)	(57.69)	(33.59)
- decrease by 100 basis points	16.09	21.70	76.67	84.00	57.69	33.59

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 42 Capital management

For the purpose of the Group's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to ensure that it maintains a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. Management monitors the return on capital, to equity share holders.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using Debt-Equity ratio, which is net debt divided by total equity. The Group's policy is to keep the net debt to equity ratio below 3. The Group includes within net debt, interest bearing loans and borrowings, less cash and short-term deposits.

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Total borrowings	5,668.41	5,306.55	9,901.95	9,239.87	6,843.54	3,610.70
Less: cash and cash equivalents	1,134.16	4,245.23	588.69	417.89	66.86	242.19
Adjusted net debt	**4,534.25**	**1,061.32**	**9,313.26**	**8,821.98**	**6,776.68**	**3,368.51**
Equity share capital	484.81	484.81	242.41	242.41	242.41	242.41
Other equity	14,056.31	10,761.91	5,560.91	4,097.52	3,771.41	3,469.67
Total equity	**14,541.12**	**11,246.72**	**5,803.32**	**4,339.93**	**4,013.82**	**3,712.08**
Adjusted net debt to equity ratio	**0.31**	**0.09**	**1.60**	**2.03**	**1.69**	**0.91**

No changes were made in the objectives, policies or processes for managing capital during the period / years ended 31 December 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013.

Note 43 Disclosures pursuant to Indian Accounting standard (Ind AS) 11 "Construction Contracts"

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
For ongoing and completed projects during the period / year						
Contract revenue recognised for the period / year	18,017.41	30,898.87	18,877.83	9,636.91	9,168.03	10,923.97
For ongoing projects at the year end						
Gross amount due from customers for contract work	2,196.12	2,994.87	2,500.17	1,431.04	1,450.14	1,260.25
Gross amount due to customers for contract work (advance from customers)	1,174.69	4,405.77	2,212.18	1,306.76	1,203.18	585.76
Aggregate amount of contract costs incurred and recognised profits (less recognised losses) up-to the Balance sheet date for all contracts in progress as at that date	50,214.01	38,163.84	27,141.59	21,701.23	23,298.45	21,465.66
Amount of customer advances outstanding for contracts in progress as at Balance sheet date	1,174.69	4,405.77	2,212.18	1,306.76	1,203.18	585.76
Retention amounts due from customers for contracts in progress	1,618.18	2,234.95	1,141.69	445.44	370.74	240.41

Note 44 Exceptional Items - Sale of investment in subsidiaries

Particulars	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Profit on sale of investment in subsidiaries	-	1,356.84	-	-	-	-

On 30 March 2017, the Holding Company has disposed off investment in two subsidiary companies i.e. Jodhpur Pali Expressway Limited ("JPEL") and Shillong Expressway Limited ("SEL"), except 12% and 10% (approx.) equity shares respectively, which the management is in the process of disposing off. A consideration of Rs. 2,995.36 million has been received from buyer i.e. India Infrastructure Fund II (IIF II). Accordingly, the balance shares are classified as current investments designated at fair value through other comprehensive income. The balance stake does not result in either significant influence or control.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 45 Explanation of transition to Ind AS

As stated in Note 2 of Annexure V, the Group prepared the first consolidated financial statements in accordance with Ind AS for the year ended 31 March 2017 including the comparative information for the year ended 31 March 2016 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2015.

The Group had prepared the financial statements for the years ended 31 March 2015, 31 March 2014 and 31 March 2013 in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('Previous GAAP'). The Restated Consolidated Financial Information for these years has been prepared as per the Guidance note on Reports in Company Prospectus (revised 2016), issued by the Institute of Chartered Accountants of India, by appropriately adjusting amounts reported under Previous GAAP based on requirements of Ind AS. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. 1 April 2015 while preparing Restated Consolidated Financial Information for the years ended 31 March 2015, 31 March 2014 and 31 March 2013.

This note explains the principal adjustments made by the Group in restating its financial statements prepared in accordance with Previous GAAP and how the transition from Previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

In preparing the Restated Consolidated Financial Information, the Group has applied the below mentioned optional exemptions and mandatory exceptions.

A. Optional exemptions availed

1 Deemed cost for property, plant and equipment, investment property and intangible assets

As per Ind AS 101 an entity may elect to:

(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date

(ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:

- fair value;
- or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, intangible assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

(iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with Previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Group has elected to continue with the carrying values under Previous GAAP for all the items of property, plant and equipment as its deemed cost. The same election has been made in respect of intangible assets and investment property also.

2 Service concession arrangement in accordance with Appendix A to Ind AS 11

As per Ind AS 101, an entity may opt to continue the accounting policy for amortisation of intangible assets arising from service concession arrangements related to toll rights recognised in financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period. Accordingly, the Group has opted to continue with the policy of revenue based amortisation on toll rights based on this exemption.

3 Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries, associates and joint arrangements) as at fair value through other comprehensive income (FVOCI) based on facts and circumstances at the date of transition to Ind AS (rather than at initial recognition). Other equity investments are classified at fair value through profit or loss (FVTPL).

The Group has opted to avail this exemption to designate certain equity investments as FVOCI on the date of transition.

4 Service concession arrangement

The Group has reclassified the net carrying amount of windmill as on the transition date to the intangible asset by claiming the exemption provided under Ind AS 101 not to apply Ind AS 11 retrospectively. The intangible asset i.e. windmill is amortised over its expected useful life.

(Currency: Indian Rupees in million)

Note 45 Explanation of transition to Ind AS *(continued)*

B. Mandatory exceptions

1 Estimates

As per Ind AS 101, the Group's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first consolidated Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Group's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the consolidated financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL and/ or FVOCI.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Derecognition of financial assets and liabilities

As per Ind AS 101, the Group should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, the Group may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the derecognition principles of Ind AS 109 prospectively.

3 Classification and measurement of financial assets

Ind AS 101 requires the Group to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Group has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 45 Explanation of transition to Ind AS *(continued)*

A Reconciliation of equity as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013

Particulars	Notes	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Equity under previous GAAP (A)		**5,402.48**	**4,371.52**	**4,084.70**	**3,708.88**
Reduction of treasury shares from share capital	1	(6.22)	(6.22)	(6.22)	(6.22)
Measurement of financial instrument at amortised cost	2	(3.08)	(34.06)	0.45	-
Gain arising on financial assets measured at FVTPL	3	16.39	0.19	(0.50)	(0.85)
Fair valuation of investments through OCI	4	1.96	2.13	4.06	2.37
Impact due to service concession	5	(43.35)	(58.23)	(12.42)	7.64
Exchange difference arising on translation of foreign operations	6	(3.92)	4.69	-	-
Deferred tax impact on transition to Ind AS	8	88.73	65.20	6.52	(9.08)
Equity under Ind AS before restatement adjustment (B)		**5,452.99**	**4,345.22**	**4,076.59**	**3,702.74**
Restatement adjustments as per Annexure VII (C)		399.88	24.66	(61.80)	9.34
Restated equity under Ind AS [(A)+(B)+(C)]		**5,852.87**	**4,369.88**	**4,014.79**	**3,712.08**

B Reconciliation of total comprehensive income for the year ended 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013

Particulars	Notes	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
Net Profit under previous Indian GAAP (A)		**1,018.06**	**301.14**	**376.04**	**527.77**
Measurement of financial instrument at amortised cost	2	30.98	(34.51)	0.45	-
Impact due to service concession	5	14.88	(45.81)	(20.06)	0.04
Gain arising on financial assets measured at FVTPL	3	16.20	0.69	0.35	0.99
Remeasurement of defined benefit plan	7	10.34	3.36	(10.90)	1.73
Deferred tax impact on transition to Ind AS	8	19.96	57.50	19.38	(4.10)
Net profit before other comprehensive income as per Ind AS (B)		**1,110.42**	**282.37**	**365.26**	**526.43**
Add / (less) : Other comprehensive income					
Remeasurement of defined benefit plan	7	(10.34)	(3.36)	10.90	(1.73)
Fair valuation of investments	4	(0.17)	(1.93)	1.68	(2.56)
Deferred tax effect on above adjustments	8	3.58	1.16	(3.77)	0.60
Exchange difference arising on translation of foreign operations		4.28	(2.77)	(1.19)	-
Total other comprehensive income (C)		**(2.65)**	**(6.90)**	**7.62**	**(3.69)**
Total comprehensive income as per Ind AS before restatement [(D) = (B)+(C)]		**1,107.77**	**275.47**	**372.88**	**522.74**
Restatement adjustments as per Annexure VII (E)		375.22	80.17	(71.14)	2.95
Total restated comprehensive income as per Ind AS [(D) + (E)]		**1,482.99**	**355.64**	**301.74**	**525.69**

Notes to the reconciliations :

1 Reduction of treasury shares from share capital

Under Ind AS, the treasury shares issued to self are eliminated from equity share capital. Under previous GAAP, these shares were classified as equity shares issued to ESOP trust pending the finalisation of scheme. Accordingly, Rs. 6.22 million has been eliminated from equity share capital as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013.

2 Measurement of financial instrument at amortised cost

Transaction cost for loans and borrowings

Under the previous GAAP, transaction costs incurred in connection with interest bearing loans and borrowings were charged to profit or loss when incurred. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest rate method. Accordingly, the total equity increased by Rs. 9.11 million, 5.47 million and Rs. 0.45 million as at 31 March 2016, 31 March 2015 and 31 March 2014 respectively.

Measurement of interest free security deposits paid at amortised cost

Under Ind AS, interest free security deposits paid to A2Z Limited for OFC Project are measured at amortised cost. Under the Previous GAAP, the application of the relevant accounting standard resulted in this security deposits paid being carried at cost. This has resulted in the decrease in equity by Rs. 12.19 million and Rs. 39.53 million as at 31 March 2016 and 31 March 2015 respectively.

3 Fair valuation of financial assets through profit and loss

Measurement of investment in mutual funds at FVTPL

In accordance with Ind AS, financial assets representing investment in mutual funds have been fair valued through profit and loss. Under the previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost. This is has resulted in the increase in equity at at 31 March 2016 and 31 March 2015 by Rs. 16.39 million and Rs. 0.19 million, Further, decrease in equity as at 31 March 2014 and 31 March 2013 by Rs. 0.50 million and Rs. 0.85 million respectively.

(Currency: Indian Rupees in million)

Note 45 Explanation of transition to Ind AS *(continued)*

Notes to the reconciliations *(continued)*

4 Fair valuation of investments through OCI

In accordance with Ind AS, financial assets representing investment in equity instruments other than equity investments in subsidiary companies have been fair valued through other comprehensive income. Under the previous GAAP, the application of the relevant accounting standard resulted in all these investments being carried at cost. Fair valuation of these investments has resulted in the increase in equity as at 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 by Rs. 1.96 million, Rs. 2.13 million, Rs. 4.06 million and Rs. 2.37 million.

5 Impact due to service concession

In accordance with Appendix C of Ind AS 11, the subsidiary companies has recognised financial assets in their standalone financial statements to the extent that it has an unconditional contractual right to receive cash from the grantor. The resultant differences in financial assets has been accounted for as gain or loss. This has resulted in the decrease in equity as at 31 March 2016, 31 March 2015 and 31 March 2014 by Rs. 43.35 million, Rs. 58.23 million and Rs. 12.42 million, respectively. Further, it has resulted in increase in equity as at 31 March 2013 by Rs. 7.64 million.

6 Exchange difference arising on translation of foreign operations

In case of foreign operations whose functional currency is different from the Holding Company's functional currency, the assets and liabilities including goodwill and fair value adjustments arising upon acquisition, are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognised in other comprehensive income and presented within equity as part of Foreign Currency Translation Reserve ("FCTR"). Under Previous GAAP, monetory items were translated at closing rate and non-monetory items were translated at rate prevailing at transaction date. This has resulted in increase in equity as at 31 March 2015 by Rs. 4.69 million and decrease in equity by Rs. 3.92 million as at 31 March 2016.

7 Actuarial gains and losses accounted through OCI

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under previous GAAP, these remeasurements were forming part of the profit or loss for the year. Accordingly, Rs. 3.36 million, Rs. 10.90 million and Rs. 1.73 million has been reclassified from the Statement of Profit and Loss to other comprehensive income in 2015-16, 2014-15 and 2013-14 respectively. However, this adjustment has no impact on the total equity on the transition date as well as at 31 March 2015, 31 March 2014 and 31 March 2013.

8 Deferred tax on Ind AS adjustments

Under the previous GAAP, deferred tax was accounted using the income statement approach, which was based on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which based on the temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on certain temporary differences which was not required under previous GAAP as discussed below. Further, deferred tax liability recognised by certain subsidiaries has been reversed on account of expected reversal within the tax holiday period.

Particulars	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014 Proforma**	**As at 31 March 2013 Proforma**
Measurement of financial instrument at amortised cost	0.53	13.67	(0.17)	-
Gain arising on financial assets measured at FVTPL	(0.00)	(0.00)	(0.00)	-
Fair valuation of investments through OCI	(0.01)	(0.01)	(0.01)	(0.02)
Derecognition of deferred tax liability	88.21	51.54	6.70	(9.06)
	88.73	**65.20**	**6.52**	**(9.08)**

G R Infraprojects Limited

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 46 Segment reporting

Basis of Segmentation:

a) The Group has identified following business segments viz., Construction and Built, Operate and Transfer ('BOT') as reportable segments because they are working as different business model.

Reportable Segment	Operations
Engineering Procurement and Construction (EPC)	Development of roads
Build, Operate and Transfer (BOT) Projects	Operation and maintenance of roadways
Others	Others include Sale of products, jobwork charges and other miscellaneous income

b) Operating segment disclosures are consistent with the information provided to and reviewed by the chief operating decision maker.

c) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

d) The expenses and income, which are not directly allocated between the segments are shown as unallocated corporate expense or income as the case may be.

e) Details of Business Segment information is presented below.

Particulars	Engineering Procurement and Construction (EPC)						Build, Operate and Transfer (BOT) Projects						Others						Total					
	For the period / year ended						For the period / year ended						For the period / year ended						For the period / year ended					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Revenue																								
External Revenue	15,832.70	30,588.76	18,708.05	9,270.76	8,454.65	9,055.15	2,327.88	1,164.51	1,016.42	1,006.29	1,164.51	2,085.36	900.91	1,049.94	530.01	220.57	135.98	81.67	19,061.49	32,803.21	20,254.48	10,497.62	9,755.14	11,222.18
Inter-Segment Revenue																			-	-	-	-	-	-
Total Revenue	15,832.70	30,588.76	18,708.05	9,270.76	8,454.65	9,055.15	2,327.88	1,164.51	1,016.42	1,006.29	1,164.51	2,085.36	900.91	1,049.94	530.01	220.57	135.98	81.67	19,061.49	32,803.21	20,254.48	10,497.62	9,755.14	11,222.18
Segment Expense	12,088.93	25,502.54	16,851.06	8,789.75	7,858.97	8,182.47	2,123.62	565.34	266.16	361.52	737.63	1,878.36	782.67	1,106.30	362.91	186.45	144.69	74.61	14,995.23	27,174.18	17,480.13	9,337.72	8,741.28	10,135.44
Result																								
Segment result	3,743.76	5,086.22	1,856.99	481.01	595.68	872.68	204.26	599.17	750.26	644.77	426.88	207.00	118.24	(56.36)	167.10	34.12	(8.71)	7.06	4,066.26	5,629.03	2,774.35	1,159.90	1,013.86	1,086.74
Finance costs							108.42	613.38	647.93	464.23	352.66	196.91							108.42	613.38	647.93	464.23	352.66	196.91
Operating profit	**3,743.76**	**5,086.22**	**1,856.99**	**481.01**	**595.68**	**872.68**	**95.84**	**(14.21)**	**102.34**	**180.55**	**74.22**	**10.09**	**118.24**	**(56.36)**	**167.10**	**34.12**	**(8.71)**	**7.06**	**3,957.84**	**5,015.65**	**2,126.42**	**695.67**	**661.20**	**889.83**
Unallocated corporate expenses																			94.54	125.14	128.41	31.51	34.77	48.24
Finance costs																			327.15	644.97	412.22	305.89	220.10	104.96
Other income																			264.14	220.52	128.53	88.04	48.75	48.31
Profit before exceptional items and tax																			**3,800.29**	**4,466.06**	**1,714.32**	**446.31**	**455.08**	**784.94**
Exceptional items																			-	1,356.84	-	-	-	-
Profit before tax																			**3,800.29**	**5,822.90**	**1,714.32**	**446.31**	**455.08**	**784.94**
Current tax																			792.68	1,281.03	337.86	145.03	194.98	257.15
Reversal of excess provision of tax for earlier years																			-	-	-	-	-	-
Deferred tax (credit)/charge																			(237.16)	(870.93)	(109.18)	(61.26)	(34.02)	(1.59)
Profit for the period / year																			**3,244.77**	**5,412.80**	**1,485.64**	**362.54**	**294.12**	**529.38**
Less: attributable to Non controlling interests																			(0.12)	(10.28)	19.60	29.53	-	-
Profit for the period / year attributable to owners of the Company																			3,244.89	5,423.08	1,466.04	333.01	294.12	529.38
Other Information																								
Segment assets	17,200.31	13,302.90	9,631.02	5,935.67	6,191.67	3,575.33	4,368.58	2,099.59	8,312.42	8,563.13	5,889.72	4,268.35	1,371.60	1,188.24	758.83	630.29	466.25	534.96	22,940.48	16,590.73	18,702.27	15,129.08	12,547.64	8,378.64
Unallocated corporate assets																			5,417.78	8,516.65	2,378.92	1,355.17	506.52	557.47
Total assets																			**28,358.26**	**25,107.38**	**21,081.19**	**16,484.25**	**13,054.16**	**8,936.11**
Segment liabilities	7,303.75	8,015.51	4,903.75	2,536.71	1,505.88	1,139.71	127.00	1,461.44	6,404.53	6,537.39	4,459.09	2,835.92	116.28	48.39	52.20	19.70	6.22	-	7,547.03	9,525.34	11,360.49	9,093.80	5,971.20	3,975.63
Unallocated corporate liabilities																			6,270.11	4,335.20	3,867.83	3,020.57	3,068.17	1,248.40
Total liabilities																			13,817.14	13,860.54	15,228.32	12,114.37	9,039.37	5,224.03
Capital expenditure	1,641.46	1,463.85	1,330.41	337.92	674.60	178.67	-	0.16	140.66	2,548.99	1,445.99	-	34.18	105.55	164.53	5.48	65.98	0.86	1,675.64	1,569.56	1,635.60	2,892.39	2,186.57	179.53
Depreciation and amortisation	545.01	617.08	440.55	418.77	343.07	300.08	-	35.34	34.22	12.09	-	1.11	28.24	35.08	20.81	11.83	6.81	6.98	573.25	687.50	495.58	442.69	349.88	308.17
Non-cash expenses other than depreciation and amortisation	-	-	-	0.30	53.91	11.84	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.30	53.91	11.84

Notes:

1. Unallocated corporate assets includes current and non-current investments, deferred tax assets, cash and bank balances and advance payment of income tax.

2. Unallocated corporate liabilities includes long term borrowings, short term borrowings, current maturities of long term borrowing, deferred tax liability and provision for taxation.

Information about geographical areas

The Group's activities are are predominantly within India and hence no separate geographical segment disclosure is considered necessary.

Information about major customers

Revenue derived from multiple major customers which amounts to 10% or more of the Group's revenue :

Customer	For the period / year ended					
	31 December 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
A	46.16%	60.76%	44.16%	11.02%	-	17.26%
B	30.92%	29.80%	24.53%	-	-	-
C	-	-	10.54%	-	-	-
D	-	-	-	26.03%	15.51%	-
E	-	-	-	22.31%	33.72%	32.90%
F	-	-	-	-	-	13.96%

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Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 47 Service Concession Arrangements

Name of entity	Description of the arrangement	Significant terms of the arrangement	Intangible Assets		Financial Asset
			Gross book value	Net book value	
Jodhpur Pali Expressway Limited	The Company is formed as a Special purpose vehicle (SPV) for the project of Four Laning of Jodhpur to Pali Section of NH 65 from Km 308.00 to Km. 366.00 & including Bypass to Pali starting from Km. 366.00 of NH-65, connecting NH - 14 at Km. 114.00 in the state of Rajasthan through Public - Private Partnership (PPP) on Design, Build, Finance, Operate and Transfer (DBFOT) Basis.	Period of concession: 2014 - 2038	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : right to collect toll fees from users/ vehicles	-	-	-
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	-
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA	**31 March 2016**	**31 March 2016**	**31 March 2016**
		Premium payable to grantor : Yes	4,118.79	4,072.47	-
			31 March 2015	**31 March 2015**	**31 March 2015**
			3,464.71	3,452.62	-
			31 March 2014	**31 March 2014**	**31 March 2014**
			-	-	-
Reengus Sikar Expressway Limited	The Company is formed as a special purpose vehicle (SPV) to develop, establish, construct, operate and maintain the project relating to Four Laning of Reengus to Sikar Section Km 298.075 Near Madhopura Junction to Km 341.047 (After Sikar Town) of NH-11 (Proposed Chainage Km. 298.05 to Km. 341.962)(Design Length 43.887 Km) in the State of Rajasthan under the Design, Build, Finance, Operation and Transfer (Annuity) basis under NHDP Phase-III.	Period of concession: 2014 - 2029	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : Half yearly annuity of INR 187.72 million	-	-	1,672.69
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	1,737.96
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA	**31 March 2016**	**31 March 2016**	**31 March 2016**
		Premium payable to grantor : Nil	-	-	1,819.94
			31 March 2015	**31 March 2015**	**31 March 2015**
			-	-	1,899.44
			31 March 2014	**31 March 2014**	**31 March 2014**
			-	-	2,022.90
			31 March 2013	**31 March 2013**	**31 March 2013**
			-	-	1,313.52
Shillong Expressway Limited	The Company is formed as a special purpose vehicle (SPV) to develop, establish, construct, operate and maintain the project relating to the construction of the Two-Laning of the Shillong Bypass connecting NH-40 and NH-44 in the State of Meghalaya under the Design, Build, Finance, Operation and Transfer (Annuity) basis.	Period of concession: 2013 - 2026	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : Half yearly annuity of INR 248.70 million	-	-	-
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	-
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA	**31 March 2016**	**31 March 2016**	**31 March 2016**
		Premium payable to grantor : Nil	-	-	2,041.23
			31 March 2015	**31 March 2015**	**31 March 2015**
			-	-	2,194.61
			31 March 2014	**31 March 2014**	**31 March 2014**
			-	-	2,326.51
			31 March 2013	**31 March 2013**	**31 March 2013**
			-	-	2,481.37
GR Phagwara Expressway Limited	The Company is formed as a special purpose vehicle (SPV) to design, build, finance, operate and transfer basis, ("DBFOT Annuity"or " Hybrid Annuity") the project relating to Four Laning of Phagwara to Rupnagar Section from Km 0.000 (Design Chainage) to km 80.820 (Design Chainage) NH 344A in the State of Panjab.	Period of concession: 2017 - 2035	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : 40% during construction period and balance 60% in half yearly annuity in 15 years as per concession agreement	-	-	640.35
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	-
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA			
		Premium payable to grantor : Nil			
Nagaur Mukundgarh Highways Private Limited	The Company is formed as a special purpose vehicle (SPV) to design, build, finance, operate and transfer basis, ("DBFOT Annuity"or " Hybrid Annuity") the project relating to Two Laning/intermediate Lanning Peelibanga - Lakhuwali section of MDR -103, Sardarshahar - Loonkaransar section of SH -6A, Roopangarh-Naraina section of SH-100 and Nagaur - Tarnau - deepwana -Munkandgarh in the state of Rajasthan.	Period of concession: 2017-2029	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : 50% during construction period and balance 50% in half yearly annuity in 10 years as per concession agreement	-	-	1,471.21
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	-
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA			
		Premium payable to grantor : Nil			
Varanasi Sangam Expressway Private Limited	The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer basis, ("DBOT Annuity"or "Hybrid Annuity") the project relating to Six Laning of Handia Varanasi Section of NH -2 from km 713.146 to km 785.544 (Approx.72.398 km) in the State of Uttar Pradesh.	Period of concession: 2017-2035	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : 40% during construction period and balance 60% in half yearly annuity in 15 years as per concession agreement	-	-	17.02
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	-
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA			
		Premium payable to grantor : Nil			
Porbandar Dwarka Expressway Private Limited	The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer basis, ("DBOT Annuity"or " Hybrid Annuity ") the project relating to Four Laning of Porbandar - Dwarka Section from Km 356+766 to km 473+000 (approx.116.234 km) (Design Chainage 379+100 to km 496+848km) (approx. 117.748km). of National Highway No. 8E(Ext.) in the State of Gujrat.	Period of concession: 2018-2036	**31 December 2017**	**31 December 2017**	**31 December 2017**
		Remuneration : 40% during construction period and balance 60% in half yearly annuity in 15 years as per concession agreement	-	-	-
		Investment grant from concession grantor : No			
		Infrastructure return at the end of concession period : Yes	**31 March 2017**	**31 March 2017**	**31 March 2017**
		Investment and renewal obligations : Nil	-	-	-
		Re-pricing dates : No			
		Basis upon which re-pricing or re-negotiation is determined : NA			
		Premium payable to grantor : Nil			

Annexure VI : Notes to Restated Consolidated Financial Information

(Currency: Indian Rupees in million)

Note 48 Non-controlling Interest represents the non-controlling's share in equity of the subsidiary companies as below:

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014 Proforma	As at 31 March 2013 Proforma
Shillong Expressway Limited						
- Share in equity capital		-	1.30	1.30	1.30	1.30
- Share in reserves and surplus		-	48.05	28.44	(1.30)	(1.30)
- Share in other comprehensive income		-	-	-	-	-
	-	-	49.35	29.74	-	-
GR Infrastructure Limited						
- Share in equity capital	0.24	0.24	0.24	0.24	0.25	-
- Share in reserves and surplus	(0.24)	(0.12)	(0.03)	(0.02)	-	-
- Share in other comprehensive income	-	-	-	-	-	-
	-	0.12	0.21	0.22	0.25	-
GR Building & Construction Nigeria Limited						
- Share in equity capital	0.19	0.19	0.19	0.19	0.72	-
- Share in reserves and surplus	(0.19)	(0.19)	(0.19)	(0.19)	-	-
- Share in other comprehensive income		-	-	-	-	-
	-	-	-	-	0.72	-

Given that non-controlling interest in subsidiaries and interest in joint operations are not material to the Group, hence other disclosures are not given.

Note 49 Scheme of amalgamation of GR Infratech Private Limited with the Company

A scheme of Amalgamation ("the Scheme") for the amalgamation of GR Infratech Private Limited ("Transferor Company"), with the Company ("Transferee Company"), with effect from 1 April 2017, ("Appointed date") was sanctioned by the Ahmedabad Bench of National Company Law Tribunal ("NCLT"), vide its Order dated 22 February 2017.

As the scheme has been approved by NCLT prior to approval of these restated consolidated financial information, the amalgamation has been considered an adjusting event based on the requirements of Ind AS 10 - Events occuring after the reporting date and accounted for in accordance with the accounting treatement provided in the scheme. Accordingly, the assets and liabilities of the Transferor Company that vested in the Company as at the Appointed date have been recorded at their respective carrying values. This includes:
- Issuance of 18.5 million equity shares by the Transferee Company to replace equivalent equity shares held by the Transferor Company.
- Issuance of 4.12 million non-convertible preference shares of face value Rs. 10 each representing the carrying value of net assets of the Transferor Company as at the Appointed date.

Since the equity shares have not been issued as at 31 December 2017, these restated consolidated financial information do not reflect the new shares issued. Consideration to be issued in form of preference shares have been reflected in Other financial liabilities.
Details of the net assets have been provided below:

Particulars	Amount
Cash and cash equivalents	0.02
Current financial assets - loans	50.10
Total assets acquired	**50.12**
Current financial liabilities - Borrowings	8.88
Other financial liabilities	0.02
Total liabilities acquired	**8.90**
Carrying value of net assets acquired	**41.22**

Note 50 Civil proceedings against the Holding Company

The Holding Company has on ongoing dispute with a former employee alleging that the former employee had fraudulently benefitted one of the sub-contractors of the Holding Company – B R Construction ('BRC'), in connivance with the proprietor of BRC. The Holding Company has alleged that the former employee committed fraud and misappropriation of funds of Rs 11.10 million from the Holding Company's bank account in 2015-2016. The matter is subject to detailed internal investigation and is currently pending. BRC had filed a petition before the National Company Law Tribunal, Ahmedabad Bench (NCLT Bench) to initiate a corporate insolvency proceeding in respect of the Holding Company claiming that an amount aggregating Rs 52.27 million has not been paid by the Holding Company to BRC. The NCLT Bench had, vide its order dated January 24, 2018 (the Order), dismissed the Petition, in light of the pre-existing dispute between the BRC and the Holding Company. Pursuant to the Order, BRC has filed appeal against the Order before the National Company Law Appellate Tribunal, New Delhi stating that, inter alia, the Order is quashed and set aside; and that corporate insolvency resolution proceedings be initiated against the Holding Company. The matter is currently pending.

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Annexure VII : Restated Consolidated Statement on Adjustments to Audited Consolidated financial statements

Summarized below are the restatement adjustments made to the audited financial statements for the period / year ended 31 December 2017, 31 March 2017, 2016, 2015, 2014 and 2013 and their impact on the profit / (loss) of the Group :

Particulars	Notes	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
A. Net profit after tax as per audited financial statements prepared under previous GAAP				1,018.06	301.14	376.04	527.77
B. Ind AS Adjustments	**Note 45**						
Measurement of financial instrument at amortised cost				30.98	(34.51)	0.45	-
Impact due to service concession				14.88	(45.81)	(20.06)	0.04
Gain arising on financial assets measured at FVTPL				16.20	0.69	0.35	0.99
Remeasurement of defined benefit plan				10.34	3.36	(10.90)	1.73
Tax effect of adjustments							
Deferred Tax adjustments				19.96	57.50	19.38	(4.10)
C. Net Profit after tax as per Ind AS		**3,179.12**	**5,878.37**	**1,110.42**	**282.37**	**365.26**	**526.43**
D. Adjustments:							
Material Restatement Adjustments							
Other adjustments							
Bad debts written off	**1 (a)**	-	-	46.98	-	(46.98)	-
Security deposits earlier written off now recovered	**1 (b)**	-	-	-	(1.95)	1.95	(2.57)
Provision for doubtful debts	**1 (b)**	16.42	54.98	(9.02)	(2.38)	(60.00)	-
Provision for doubtful debts written back	**1 (b)**	-	-	(23.78)	23.78	-	-
Depreciation due to change in useful life of asset	**1 (c)**	-	-	-	-	(2.98)	(1.31)
MAT Credit of earlier year	**1 (d)**	50.89	(196.27)	145.38	-	-	-
Prior period tax	**1 (e)**	4.07	(305.28)	220.73	67.30	0.48	6.00
Total		**71.38**	**(446.57)**	**380.29**	**86.75**	**(107.53)**	**2.12**
Tax impact on other adjustments	**1 (e)**	(5.73)	(19.00)	(5.07)	(6.58)	36.39	0.83
Total		**(5.73)**	**(19.00)**	**(5.07)**	**(6.58)**	**36.39**	**0.83**
Total impact of adjustments		**65.65**	**(465.57)**	**375.22**	**80.17**	**(71.14)**	**2.95**
E. Net Profit as restated (C+D)		**3,244.77**	**5,412.80**	**1,485.64**	**362.54**	**294.12**	**529.38**

Annexure VII : Restated Consolidated Statement on Adjustments to Audited Consolidated financial statements

Notes to Adjustments

1. **Other Adjustments :**
   (a) In the financial statements for the period ended 31 December 2017 and years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 certain bad debts were written off. For the purpose of this statement, the said bad debts written off have been appropriately adjusted in the respective financial year to which they relate.
   (b) In the financial statements for the period ended 31 December 2017 and years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 certain assets, liabilities and provisions, which were recorded in earlier years, were written back. For the purpose of this statement, the said assets, liabilities and provisions have been appropriately adjusted in the respective financial year to which they relate.
   (c) The carrying amount of property, plant and equipment and other intangible asset whose useful life as on April 1, 2014 had been completed as per Schedule II to the Companies Act 2013 was adjusted in the opening balance of Retained earnings as on April 1, 2014. Depreciation as per the transitional provision, has been adjusted to the respective years to effect the difference in the useful life.
   (d) In the financial statements for the period / year ended 31 December 2017 and 31 March 2017, MAT credit accounted for pertaining to earlier year based on revised return filled with Income-tax authorities. For the purpose of these statements, such taxes have been appropriately adjusted in the respective financial year to which they relate.
   (e) In the financial statements for the period ended 31 December 2017 and years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, tax accounted for pertaining to earlier years based on assessment by Income-tax authorities. For the purpose of these statements, such taxes have been appropriately adjusted in the respective financial year to which they relate.
   (f) The tax rate applicable for the respective years has been used to calculate the deferred tax impact on the adjustments.

2. Appropriate adjustments have been made in the Restated Standalone Statements of Assets and Liabilities, Profit and Loss, Cash Flows and other disclosures, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company for the nine months ended 31 December 2017.

3. **Reconciliation of retained earnings as at 1 April 2012**

	Particulars	Notes	1 April 2012
A.	**Retained earnings as per previous GAAP**		**2,932.48**
	Ind AS Adjustments	**Note 45**	
	Gain / (loss) arising on financial assets measured at FVTPL		(1.84)
	Fair valuation of investments through OCI		4.93
	Impact due to service concession		7.60
	Tax effect of adjustments		(5.58)
B.	**Total Ind AS adjustments**		**5.11**
	Other material adjustments:		
	Security deposits written off	**1 (b)**	2.57
	Depreciation due to change in useful life of asset	**1 (c)**	(2.03)
	Prior period tax	**1 (e)**	6.70
	Tax effect of adjustments	**1 (f)**	(0.85)
C.	**Total impact of adjustments**		**6.39**
D.	**Retained earnings as restated (A+B+C)**		**2,943.98**

Note 4 - Non - adjusting items

1) Qualification/ modifications in the Auditors' report which do not require any corrective adjustments in the Restated Standalone Financial Information

G R Infraprojects Limited

In the auditors' report for the years ended 31 March 2016 and 31 March 2014, the auditors had qualified their opinion with respect to Company's proportionate share in joint operations that were based on unaudited financial statements. Subsequently, upon audit there were no differences in the proportionate share in profit and loss of these joint operations and hence no adjustment has been made in the Restated Consolidated Financial Information.

2) Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Standalone Financial Information

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the years ended 31 March 2017 and 31 March 2016, Companies (Auditor's Report) Order, 2015 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended 31 March 2015 and the Companies (Auditor's Report) Order, 2003 ('CARO') issued by the Central Government of India under sub section (4A) of Section 227 of the Companies Act, 1956 for the years ended 31 March 2014 and 31 March 2013. Certain statements/comments included in the annexure to the Audit report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the financial statements presented:

For the year ended 31 March 2017

A. G R Infraprojects Limited

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets ('Property, plant and equipment'). *However, details with respect to location and quantity needs to be updated.*

(ii) Clause (i)(b) of CARO

The Company has a regular programme of physical verification of its fixed assets by which all items of fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by the management during the year. No material discrepancies were noticed on verification of the assets covered. Discrepancies if any on other assets can be commented only subsequent to their verification.*

(iii) Clause (i)(c) of CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company *except in respect of freehold land (gross and net block: Rs 37.47 million) and building (gross block: Rs 114.68 million and net block: Rs 92.74 million) which are in the erstwhile name of the Company.*

Annexure VII : Restated Consolidated Statement on Adjustments to Audited Standalone financial statements *(continued)*

Note 4 - Non - adjusting items *(Continued)*

(iv) Clause (vii)(b) of CARO

According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service tax, Provident fund, Professional tax, Customs duty, Excise duty and Value added tax which have not been deposited with the appropriate authorities on account of any dispute except the following:

Name of the statute	Nature of dues	Amount demanded (Rupees in million)	Amount under dispute not deposited (Rupees in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961.	0.64	0.64	2011-12	CIT-Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961.	0.40	0.40	2012-13	CIT-Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961.	0.11	0.11	2013-14	CIT-Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by reallocation of Indirect expenses and TDS credit	3.11	3.11	2012-13	CIT-Appeal
Entry Tax on Motor vehicle	Entry tax on vehicle Purchased from outside Rajasthan	10.30	9.55	2008-09 to 2010-11	Deputy Commissioner -Appeal
Entry Tax on Motor vehicle	Entry tax on vehicle Purchased from outside Rajasthan	6.83	6.83	2013-14	Deputy Commissioner -Appeal
Excise duty	Excise duty on manufacture and issuance of road signages to sites	9.35	9.20	July 2011 to July 2013	Additional commissioner – Central Excise
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during execution of works contract	24.26	19.26	2011-12	Commissioner -Appeal Shillong

Annexure VII : Restated Consolidated Statement on Adjustments to Audited Standalone financial statements *(continued)*

Note 4 - Non - adjusting items *(Continued)*

For the year ended 31 March 2016

A. G R Infraprojects Limited

(i) Clause (i)(a) of CARO

The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity needs to be updated.*

(ii) Clause (i)(b) of CARO

The Company has a regular program of physical verification of its fixed assets by which all fixed assets have been verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by the management during the year.* No material discrepancies were noticed on verification. *Discrepancies if any on other assets can be commented only subsequent to their verifications.*

(iii) Clause (i)(c) of CARO

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company *except in respect of freehold land (gross and net block: Rs 37.47 million) and building (gross block: Rs 114.68 million and net block: Rs 92.74 million) which are in the erstwhile name of the Company.*

(iv) Clause (vii)(a) of CARO

According to information and explanations given to us and on basis of our examination of records of Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Provident fund, Income tax, Wealth tax, Customs duty, Sales tax, Excise Duty, Profession tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities *though there have been few delays in case of Value added tax, Entry Tax, Employee State Insurance contribution and service tax.*

According to information and explanation given to us, no undisputed amount payable in respect of Provident fund, Profession tax, Employee state insurance contribution, Service tax, Custom duty, Excise duty, Income tax, Sales tax, Entry Tax, Value added tax, Wealth Tax, Cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they become payable *except for labour cess amounting Rs. 47.00 million and professional tax amounting to Rs. 0.04 million which are due and have not been paid for more than six months.*

(v) Clause (vii)(b) of CARO

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service tax, Professional tax, Customs duty, Excise duty and Value added tax which have not been deposited with the appropriate authorities on account of any dispute except the following:

Name of the statute	Nature of the Dues	Amount demanded (Rupees in million)	Amount under dispute not deposited (Rupees in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Re-computation of the deduction claimed under section 80-IA of the Act	0.81	0.81	2010-11	CIT – Appeal
Income Tax	Re-computation of the deduction under section 80-IA of the Act by re-allocation of Indirect expenses and Disallowance under section 14A of IT Act, 1961	0.64	0.64	2011-12	CIT – Appeal

Note 4 - Non - adjusting items *(Continued)*

Name of the statute	Nature of the Dues	Amount demanded (Rupees in million)	Amount under dispute not deposited (Rupees in million)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Re-computation of the deduction under section 80-IA of the Act by re-allocation of Indirect expenses and TDS credit	3.11	3.11	2012-13	CIT – Appeal
Entry Tax	Constitutionality of entry tax on entry of capital goods in the state of Rajasthan	43.11	21.55	2010-11 to 2014-15	Supreme Court
Entry Tax on Motor vehicle	Entry tax on vehicle Purchased from outside Rajasthan	10.30	9.55	2008-09 and 2010-11	Deputy Commissioner – Appeal
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during execution of works contract	24.26	24.26	2011-12	Commissioner – Appeal – Shillong

For the year ended 31 March 2015

A. G R Infraprojects Limited

(i) Clause (i)(a) of CARO

The company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets needs to be updated.*

(ii) Clause (i)(b) of CARO

The company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification. *Discrepancy if any on other assets can be commented only subsequent to their verifications.*

(iii) Clause (vii)(a) of CARO

According to information and explanations given to us and on basis of our examination of records of Company, amounts deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Custom duty, Sales tax, Profession tax, Cess, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities *though there have been few delays in case of Tax deducted at source, Works contract tax, Employee State Insurance contribution, and Service tax.*

According to information and explanation given to us, no undisputed amount payable in respect of Provident fund, Profession tax, Employee state insurance contribution, Service tax, Custom duty, Excise duty, Income tax, Work contract tax, Sales tax, Wealth Tax, Cess and other material dues were in arrears as at 31 March 2015 for a period more than six months from date they become payable except for labour cess amounting Rs. 20.70 million which is due and has not been paid for more than six months awaiting final demand from authorities.

(iv) Clause (vii)(b) of CARO

According to information and explanation given to us, there are no dues of, Service Tax, Wealth Tax, Excise Duty, Custom Duty, Cess and other material statutory dues which have not been deposited with appropriate authorities on account of any dispute except following:

Annexure VII : Restated Consolidated Statement on Adjustments to Audited Standalone financial statements *(continued)*

Note 4 - Non - adjusting items *(Continued)*

Name of statue	Nature of dues	Amount demanded (Rupees in million)	Amount under dispute not deposited (Rupees in million)	Period to which the amount relates	Forum where dispute is pending
Income tax	Re-computation of the deduction claimed	0.81	0.81	2010-11	CIT-Appeal
Entry Tax	Constitutionality of entry tax on entry of capital goods in the state of Rajasthan	7.72	4.71	2012-13	Supreme Court
Entry tax on motor vehicle	Entry tax on vehicle purchase from outside Rajasthan	10.30	9.55	2008-09 and 2010-11	Deputy Commissioner-Appeal
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during execution of works contract	24.26	24.26	2011-12	Commissioner-Appeal-Shillong

For the year ended 31 March 2014

A. G R Infraprojects Limited

(i) Clause (i)(a) of CARO

The company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets is in the process of updation.*

(ii) Clause (i)(b) of CARO

The company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification. Discrepancy if any on other assets can be commented only pursuant to their verifications.

(iii) Clause (ix)(a) of CARO

According to information and explanations given to us and on the basis of our examination of records of the Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Customs duty, Sales tax, Profession tax, Cess and other material statutory dues have been generally regularly deposited during the year by the Company with appropriate authorities *though there have been few delays in case of Tax deducted at source, Provident fund, Works contract tax, Value added tax and service tax.* As explained to us, the Company did not have any dues on account of Employee State Insurance scheme and Investor education protection fund.

Annexure VII : Restated Consolidated Statement on Adjustments to Audited Standalone financial statements *(continued)*

Note 4 - Non - adjusting items *(Continued)*

(iv) Clause (ix)(b) of CARO

According to the information and explanation given to us, there are no dues of, income tax, service tax, wealth tax, custom duty and cess which have not been deposited with appropriates authorities on account of any dispute except following :

Name of statue	Nature of dues	Amount under dispute not deposited (Rupees in million)	Period to which amount related to	Forum where dispute is pending
Income Tax	Re computation of the deduction claimed under section 80-1A of act	0.16	2010-11	CIT-Appeal
Entry Tax	Applicability/constitutionality of entry tax on entry of capital goods in state of Rajasthan	12.69	2006-07 to 2010-11	Supreme Court
Entry Tax on Motor Vehicles	Entry tax on vehicles purchased from outside Rajasthan	2.94	2008-09 and 2010-11	Deputy Commissioner-Appeal
Meghalaya VAT	Dispute on the rate of tax applied on goods transferred during the execution of work contract	24.26	2011-12	Commissioner Appeal-Shillong

(The above excludes amount paid under protest for entry tax Rs 11.16 million. Value added tax Rs Nil and Income tax Rs Nil)

B. Shillong Expressway Limited

(i) Clause (vii) of CARO

The company does not have an internal audit system.

C. Reengus Sikar Expressway Limited

(i) Clause (vii) of CARO

The company does not have an internal audit system.

For the year ended 31 March 2013

A. G R Infraprojects Limited

(i) Clause (i)(a) of CARO

The company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets are not maintained by company.*

(ii) Clause (i)(b) of CARO

The company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification.

(iii) Clause (viii) of CARO

The company has not maintained cost records as required under section 209(1)(d) of the act for products manufactured and service rendered by company.

Annexure VII : Restated Consolidated Statement on Adjustments to Audited Standalone financial statements *(continued)*

Note 4 - Non - adjusting items *(Continued)*

(iv) Clause (ix)(a) of CARO

According to information and explanation given to us and on basis of our examination of records of *Company*, amount deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Customs duty, Sales tax, Profession tax, Cess and other material statutory dues have been generally regularly deposited by the Company with appropriate authorities *though there have been few delays in case of Tax deducted at source, Provident fund, Excise duty, Works contract tax, Value added tax and service tax.* As explained to us, the Company did not have any dues on account of Employee State Insurance and Investor Education Protection Fund.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Profession tax, Service tax, Customs duty, Income tax, Works contract tax, Sales tax, Wealth tax, and other material statutory dues were in arrears as at 31 March 20 13 tor a period of more than six months from the date they became payable.

(v) Clause (ix)(b) of CARO

According to the information and explanation given to us, there are no dues of, income tax, service tax, wealth tax, custom duty and cess which have not been deposited with appropriates authorities on account of any dispute except following

Name of statue	Nature of dues	Amount under dispute not deposited (Rupees in million)	Period to which amount relates	Forum where dispute is pending
Entry tax	Applicability/constitutionality of entry tax on entry of capital goods in state of Rajasthan	2.68	2006-07 to 2008-09	Jodhpur High Court
MP VAT	Demand of VAT on increased turnover	14.90	2009-10	Deputy Commissioner-Appeal Neemuch

B. Shillong Expressway Limited

(i) Clause (v) of CARO

According to the information and explanation provided by management, we are of the opinion that particular of the contract or arrangement referred to in section 301 of the act that need to be entered into the register maintained under section 301 have been so entered. In respect of transactions made in pursuance of such contracts and arrangements exceeding value of Rs five lakhs, because of unique and specialized nature of item involved and absence of any comparable price, we are unable to comments whether transactions were made at prevailing market at the relevant time.

(ii) Clause (vii) of CARO

The company does not have an internal audit system

C. Reengus Sikar Expressway Limited

(i) Clause (v) of CARO

According to the information and explanation provided by management, we are of the opinion that particular of the contract or arrangement referred to in section 301 of the act that need to be entered into the register maintained under section 301 have been so entered. In respect of transactions made in pursuance of such contracts and arrangements exceeding value of Rs five lakhs, because of unique and specialized nature of item involved and absence of any comparable price, we are unable to comments whether transactions were made at prevailing market at the relevant time.

(ii) Clause (vii) of CARO

The company does not have an internal audit system

(iii) Clause (xvii) of CARO

According to information and explanation given to us and on as overall examination of Balance sheet of the company, we report that fund raised on short term amounting to Rs. 147.8 million have been used for long term investments.

G R Infraprojects Limited

Annexure VIII : Restated Consolidated Statement of Other Income

(Currency: Indian Rupees in million)

Particulars	**Nature (Recurring / Non-recurring)**	**For the period ended 31 December 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015 Proforma**	**For the year ended 31 March 2014 Proforma**	**For the year ended 31 March 2013 Proforma**
Interest income							
on deposits with banks	Recurring	57.20	71.01	39.33	23.26	19.93	26.54
from others	Non- recurring	24.78	30.93	28.33	6.53	1.31	5.77
Gain on sale of current investments	Non- recurring	93.56	45.77	14.92	15.51	0.66	0.27
Profit on sale of items of property, plant and equipment (net)	Non- recurring	17.36	13.88	20.41	6.35	0.71	2.80
Profit on sale of investment property	Non- recurring	-	0.84	-	-	-	-
Gain arising on financial assets measured at FVTPL	Non- recurring	30.07	30.36	16.48	0.99	0.36	0.98
Insurance claim received	Non- recurring	13.75	3.02	4.34	8.81	12.92	4.13
Net gain on account of foreign exchange fluctuations	Non- recurring	-	8.12	-	18.91	-	-
Rental income	Non-Recurring	19.91	14.11	0.16	-	-	-
Other non-operating income	Non- recurring	7.51	2.48	4.56	7.68	12.86	7.82
Total Other Income		**264.14**	**220.52**	**128.53**	**88.04**	**48.75**	**48.31**

G R Infraprojects Limited

Annexure IX : Restated Consolidated Statement of Accounting Ratios

Sr. no.	Particulars	Reference	For the period ended 31 December 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015 Proforma	For the year ended 31 March 2014 Proforma	For the year ended 31 March 2013 Proforma
1	Restated Profit / (Loss) after Tax (Rs. in millions)	A	3,244.89	5,423.08	1,466.04	333.01	294.12	529.38
2	Net Profit / (Loss) available to Equity Shareholders excluding Exceptional Items (Rs. in millions)	B	3,244.89	4,066.24	1,466.04	333.01	294.12	529.38
	Less : Extra ordinary income / Exceptional income after tax		-	1,356.84	-	-	-	-
3	Weighted average number of basic and diluted Equity Shares outstanding during the period (Refer note 37)	C	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220
4	Number of equity shares outstanding at the end of the period / year	D	48,481,110	48,481,110	24,240,555	24,240,555	24,240,555	24,240,555
5	Number of equity shares for Net Asset Value Per Share							
	Before adjustment for split of face value (Refer note 1 below)	E (i)	48,481,110	48,481,110	48,481,110	48,481,110	48,481,110	48,481,110
	After adjustment for split of face value (Refer notes 1, 2 and 3 below)	E (ii)	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220	96,962,220
6	Net Worth for Equity Shareholders (Rs. in millions)	F	14,541.12	11,246.72	5,803.32	4,339.93	4,013.82	3,712.08
7	Accounting Ratios:							
	Earning per share (before exceptional income)							
	Basic and Diluted Earnings per share	G = C / B	33.47	41.94	15.12	3.43	3.03	5.46
	Earning per share (after exceptional income)							
	Basic and Diluted Earnings per share	G = C / A	33.47	55.93	15.12	3.43	3.03	5.46
	Return on Net Worth for Equity Shareholders [including exceptional income]	H = F / A	22.32%	48.22%	25.26%	7.67%	7.33%	14.26%
	Return on Net Worth for Equity Shareholders [excluding exceptional income]	I = F / B	22.32%	36.15%	25.26%	7.67%	7.33%	14.26%
	Net Asset Value Per Share before adjustment for split of face value (Rs.) [Refer note 37(c)]	J = F / E (i)	299.93	231.98	119.70	89.52	82.79	76.57
	Net Asset Value Per Share after adjustment for split of face value (Rs.) [Refer note 37(c)]	K = F / E (ii)	149.97	115.99	59.85	44.76	41.40	38.28

Notes:

1 The Company has issued 24,862,108 equity shares as bonus in ratio of 1:1 on 18 June 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Indian Accounting Standard - 33 Earnings per share.

2 The shareholders of the Holding Company have, at the Extraordinary General Meeting (EGM) held on 24 March 2018, accorded their consent to the following:
Sub division of the authorised and issued share capital of the Holding Company by decreasing the face value of the equity share from Rs. 10 each to Rs. 5 each. The record date for the sub division was 30 March 2018. Accordingly, the issued, subscribed and paid up share capital of Rs. 484.81 million comprise of 96,962,220 equity shares of Rs. 5 each.

3 As per Ind AS 33 - *Earnings Per Share* , if the number of ordinary or potential ordinary shares outstanding increases as a result of share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are approved for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares. Pursuant to the shareholders' consent to the sub division of the equity shares at the EGM mentioned above, the weighted average numbers of shares and consequently the basic and diluted earnings per share have been adjusted in the financial statements for all the periods presented.

4 Net worth for ratios is = Equity share capital + other equity (including Securities Premium, Debenture redemption reserve, General Reserve, Treasury stock and Retained earnings).

5 The above ratios have been computed on the basis of the Restated Statements- Annexure I and Annexure II.

G R Infraprojects Limited

Annexure X : Restated Consolidated Statement of Capitalisation

(Currency: Indian Rupees in million)

Particulars	Pre-issue as at 31 December 2017
Debt:	
Long Term Debt (A)	4,480.81
Short Term Debt (B)	1,187.60
Total debt	**5,668.41**
Shareholders Funds:	
Share Capital	484.81
Reserves	14,056.31
Total Shareholders Funds (C)	**14,541.12**
Long Term Debt / Shareholder fund (A/C)	0.31 : 1

Notes:

i) The above has been computed on the basis of the Restated Financial Statement - Annexure I and Annexure II.

ii) The corresponding Post IPO capitalisation data in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Statements, which have been prepared in accordance with the Companies Act, Ind AS and the SEBI Regulations, including the schedules, annexures and notes thereto, and the auditors reports thereon, included in "Financial Statements" on page 260.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 17 for a discussion of the risks and uncertainties related to such statements and also "Risk Factors" on page 19 for a discussion of certain factors that may affect our business, financial condition and results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Statements included in this Preliminary Placement Document. For further information, see "Financial Statements" on page 260.

Unless the context otherwise requires, in this section, references to "we", "us", "our" or "Group" refers to G R Infraprojects Limited on a consolidated basis and references to "the Company" or "our Company" refers to G R Infraprojects Limited on a standalone basis.

Overview

We are an integrated road EPC company with experience in design and construction of various road/highway projects across 14 States in India. In addition to our EPC activities, one operational road project has been constructed and developed by us on a Build Operate Transfer ("**BOT**") basis and seven road projects under the Hybrid Annuity Model ("**HAM**") have been awarded to us, of which four projects are currently under construction. Our principal business operations are broadly divided into three categories: (i) civil construction activities, under which we provide EPC services; (ii) development of roads and highways on a BOT basis; and (iii) manufacturing activities, under which we process bitumen, manufacture thermoplastic road-marking paint and road signage and fabricate and galvanize metal crash barriers.

Our Company was incorporated in December 1995 and we have gradually increased our execution capabilities in terms of the size of projects that we have bid for and executed. For example, one of the first road projects that we executed was for the Public Works Department, Rajasthan in 1997 with a contract value of ₹ 26.50 million, whereas the project awarded by NHAI in 2017 currently under construction by us involves a contract value of ₹ 24,470.00 million. Our individual Promoters have more than two decades of experience in the construction industry. Prior to the incorporation of our Company, our individual Promoters were associated with M/s. Gumani Ram Agarwal, a partnership firm engaged in the construction business, which business was acquired by our Company in 1996.

Our principal business of civil construction comprises EPC projects in the road sector. We have since 2006 executed over 89 projects in this sector. We also have experience in constructing state and national highways, bridges, culverts, flyovers, airport runways and rail over-bridges.

We operate and manage one BOT road project which is annuity based and are currently constructing another four road projects under the HAM model. In addition, we have recently been awarded three additional projects under the HAM model. We have been pre-qualified by the MoRTH to bid for EPC projects with contract values of up to ₹ 4,581.40 million as of June 30, 2014 while as of February 28, 2016 we have been eligible to bid for EPC projects with contract value of up to ₹ 9,646.10 million. Similarly, we have been pre-qualified by the NHAI to bid for BOT projects with contract value of up to ₹ 13,251.00 million as of December 31, 2014 while as of December 31, 2016, we have been eligible to bid for BOT projects of contract value up to ₹ 17,127.6 million (toll and annuity) and ₹ 17,527.6 million (hybrid annuity).

We have over the years developed an established road EPC business and have gradually added facilities to support and supplement our road construction business. As part of our in-house integration model, we have developed in-house resources with key competencies to deliver a project from conceptualization to completion that includes our design and engineering team, two manufacturing units at Udaipur, Rajasthan and Guwahati, Assam for processing bitumen, thermoplastic road-marking paint and road signage and a fabrication and galvanization unit at Ahmedabad, Gujarat for manufacturing metal crash barriers. In addition, as of January 31, 2018, our equipment base comprised over 3,300 construction equipment and vehicles. Our in-house integrated model reduces dependence on third party suppliers for key raw materials, construction equipment and other products and services required in the development and construction of our projects. We have also set up a central procurement team that procures major materials and engineering items required for our projects. Our integrated business model facilitates execution of projects within scheduled timelines.

We execute road projects as EPC contractors, construction services providers as well as through PPP model on a BOT basis, with a focus on HAM projects. For the projects that we deliver on an EPC and construction services basis, the scope of our services typically includes design and engineering of the project, procurement of raw materials, project execution at site with overall project management up to the commissioning of these projects. In addition, we also undertake repair and maintenance of projects in accordance with our contractual arrangements. For BOT projects, in addition to construction and development of the project, we are also required to operate and manage the project during the concession period. Our employee resources and fleet of equipment, together with our engineering skills and capabilities, enable us to execute a range of road construction projects involving varying degrees of complexity. We believe that our in-house integrated model and efficient project execution capabilities have enabled us to execute projects in a timely manner while maintaining requisite quality standards. Since 2013, of the 18 projects completed by us, 16 projects were completed early or within stipulated timelines.

In March 2010, our Company commissioned a wind energy based power plant at Jaisalmer, Rajasthan with an installed capacity of 1.25 MW under the 'Policy for Promoting Generation of Electricity through Non-Conventional Energy Sources – 2004'. We are also currently constructing a group housing project comprising row houses and other residential units at Udaipur, Rajasthan.

While we execute a majority of our projects ourselves, we also form project-specific joint ventures and consortiums with other infrastructure and construction companies. In particular, when a project requires us or our consortium partners to meet specific eligibility requirements in relation to certain projects, including requirements relating to specific types of experience and financial resources, we enter into such partnerships or consortiums with other infrastructure and construction companies. As of January 31, 2018, our Company had an Order Book of ₹ 98,895.40 million that comprised 19 road EPC projects and three other projects across. For further details on our Order Book, see "- *Order Book*" on page 199 and "*Risk Factors – Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.*" on page 22.

In March 2011, IBEF I, IBEF and IDFC Investment Advisors Limited invested in our Company. While IDFC Investment Advisors Limited subsequently exited, IBEF I and IBEF currently hold 6.63% and 3.27% of the pre-Offer Equity Share capital of our Company, respectively. For further details, see "*History and Corporate Structure*" and "*Capital Structure*" on pages 216 and 104, respectively.

As of January 31, 2018, our Company had 6,473 permanent employees. In the nine months ended December 31, 2017 and in Fiscal 2017, 2016, 2015, 2014 and 2013, our total income was ₹ 19,325.63 million, ₹ 33,023.73 million, ₹ 20,383.01 million, ₹ 10,585.66 million, ₹ 9,803.89 million and ₹ 11,270.49 million, respectively and we generated profit for the year / period of ₹ 3,244.77 million, ₹ 5,412.80 million, ₹ 1,485.64 million, ₹ 362.54 million, ₹ 294.12 million and ₹ 529.38 million, respectively. Our total income and profit for the year grew at a CAGR of 30.83% and 78.82%, respectively, between Fiscal 2013 to Fiscal 2017.

The following table sets forth certain information on the revenue contributed by our business segments, for the periods indicated:

(*₹ million*)

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Construction and Engineering	15,832.70	30,588.76	18,708.05	9,270.76	8,454.65	9,055.15
BOT Projects	2,327.88	1,164.51	1,016.42	1,006.29	1,164.51	2,085.36
Others	900.91	1,049.94	530.01	220.57	135.98	81.67

Recent Developments

Recent developments in our operations include the award of the following projects:

- Construction/ up-gradation of two lane with paved shoulder of NH from Raisinghnagar – Poogal under Phase-I of Bharatmala Pariyojana in Rajasthan with a contract value of ₹ 6,870.70 million pursuant to letter of award dated February 27, 2018 from NHAI;

- Four laning of Gundugolanu-Devarapalli- Kovvuru Section of NH-16 in Andhra Pradesh under Bharatmala Pariyojana on hybrid annuity model with a contract value ₹ 1,8270.00 million, pursuant to a letter of award dated March 13, 2018 from NHAI;

- Construction of roadbed, major and minor bridges, track linking, civil engineering works, S&T, OHE, TSS & general electrical works in connection with third line with railway electrification with a contract value of ₹ 6,810.38 million pursuant to letter of award dated March 22, 2018 from Rail Vikas Nigam Limited;

- Four laning of Sangli – Solapur (Package - III: Watambare to Mangalwedha) section of NH-166 in Maharashtra on hybrid annuity model having a contract value of ₹ 9,570.00 million pursuant to letter of award dated March 27, 2018 by NHAI; and

- Four laning of Akkalkot – Solapur section of NH-150E in Maharashtra on hybrid annuity model having a contract value of ₹ 8,070.00 million pursuant to letter of award dated March 27, 2018 by NHAI.

Presentation of Financial Information

We have prepared the Restated Financial Statements under Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 to the extent applicable. We have compiled the Restated Financial Information from:

- The audited financial statements for Fiscal 2015, 2014 and 2013 (the "Audited Financial Statements") prepared under Indian GAAP. The Restated Financial Information for these years along with respective underlying schedules and notes are "Proforma Ind AS Restated Financial Information", as per the Guidance Note on Reports in Company Prospectus (Revised 2016), issued by Institute of Chartered Accountants of India (the "ICAI"). We have followed the same accounting policy choice as initially adopted on transition date i.e., April 1, 2015 while preparing Restated Standalone Financial Statements for Fiscal 2015, 2014 and 2013; and

- The audited financial statements for the nine months ended December 31, 2017 and Fiscal 2017 and 2016 prepared under Ind AS (for the year ended March 31, 2016, it is in accordance with Ind AS being comparative period for year ended March 31, 2017).

First Time Adoption of Ind AS

In preparing the Restated Financial Statements, our opening balance sheet was prepared as at April 1, 2012, the date of transition to Ind AS as applicable to the Ind AS Financial Statements. Under Ind AS 101, the first Ind AS financial statements is required to apply recognition and measurement principles that are based on standards and interpretations that are effective at the date of the first set of financial statements prepared in accordance with Ind AS. These accounting and measurement principles are required to be applied retrospectively to the date of transition to Ind AS and for all periods presented within such first set of financial statements prepared under Ind AS. In preparing our opening Ind AS balance sheet, we have adjusted the amounts reported previously in financial statements prepared in accordance with Indian GAAP and other relevant provisions of the Companies Act. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the we have presented a reconciliation of the presentation of financial statements under Indian GAAP to Ind AS of the restated shareholders' equity as at March 31, 2016, 2015, 2014 and 2013 and of the restated summary statement of profit and loss for Fiscal 2016, 2015, 2014 and 2013.

Set out below are the applicable Ind AS optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS:

Ind AS Optional Exemptions

Deemed cost for property, plant and equipment, investment property and intangible assets

Ind AS 101 permits a first-time adopter to elect to fair value a class of property, plant and equipment or to continue with the carrying value for all of its PPE as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, we have elected to continue the property, plant and equipment at their carrying values under Indian GAAP.

Service concession arrangement in accordance with Appendix A to Ind AS 11

As per Ind AS 101, an entity may opt to continue the accounting policy for amortisation of intangible assets arising from service concession arrangements related to toll rights recognised in financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period. Accordingly, the Group has opted to continue with the policy of revenue based amortisation on toll rights based on this exemption.

We have reclassified the net carrying amount of windmill as on the transition date to the intangible asset by claiming the exemption provided under Ind AS 101 not to apply Ind AS 11 retrospectively. The intangible asset i.e., windmill is amortised over its expected useful life.

Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries, associates and joint arrangements) as at fair value through other comprehensive income based on facts and circumstances at the date of transition to Ind AS (rather than at initial recognition). Other equity investments are classified at fair value through profit or loss ("FVTPL").

Ind AS Mandatory Exceptions

Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS is required to be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that such estimates were in error. Ind AS estimates as at April 1, 2012 are consistent with the estimates as at the same date made in conformity with Indian GAAP. We have made estimates for impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under Indian GAAP.

Derecognition of financial assets and liabilities

As per Ind AS 101, we should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to IndAS. However, we may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. We have elected to apply the derecognition principles of Ind AS 109 prospectively.

Classification and measurement of financial assets

Ind AS 101 requires us to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, we have determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable

Significant Factors Affecting Our Results of Operations and Financial Condition

Our results of operations and financial condition have been affected and will continue to be affected by a number of significant factors, including the following:

Government policies, macro-economic environment and performance of the civil infrastructure sector

Our business is substantially dependent on road projects in India undertaken or awarded by governmental authorities and other entities funded by the central and state Governments. We currently and in the future expect to derive a significant portion of our revenue from road focused infrastructure projects in India. These are primarily dependent on budgetary allocations made by central and state Governments, participation from multilateral agency sponsored developments, public bodies as well as access to private sector funding. We believe that sustained increase in budgetary allocation for and the participation of public bodies, multilateral agencies in and the development of comprehensive infrastructure policies that encourage greater private sector participation and funding will result in several road and other infrastructure projects being launched in India.

Macroeconomic factors in India relating to the road and highway sector will have a significant impact on our prospects and results of operations. Overall economic growth in manufacturing, services and logistics sectors will lead to demand for better transportation facilities, which would entail demand for construction, upgradation and maintenance of highways. Other macroeconomic factors like global growth, Indian foreign investment regulations, oil prices, financial stability may impact the economic environment of India and the policies of the government with respect to the highways and infrastructure sector. A change in policy resulting from a change in central government may also impact our business. For example, the central government implemented a comprehensive national goods and services tax ("GST") regime that was implemented with effect from July 1, 2017 that combines multiple taxes and levies by the central and state governments into a unified tax structure. While the central government and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given that the various rules and regulations regarding the new regime are being evaluated in terms of various implications concerning the GST, there can be no assurance as to this or any other aspect of the tax regime following implementation of the GST including anti-profiteering regulations of the new tax regime and availability of input tax credit ("ITC"). Further, the General Anti-Avoidance Rules ("GAAR") became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in the denial of tax benefits to an arrangement, among other consequences. In the absence of any such precedents on the subject, the application of these provisions is uncertain and the applicability of GAAR provisions to us could impact our operations.

Our bidding and execution capabilities

Infrastructure projects on a public private partnership basis in India are typically awarded through a competitive bidding process. This process therefore involves pre-qualifying for bids based on the company's technical and financial strengths, and an evaluation of the nature and value of contracts executed in the past to determine a company's eligibility to bid for new projects. Further, the ability to strategically partner with other players also determines the outcome of pre-qualification and consequently the award of projects.

While evaluating our performance in contracts previously executed, our project management capabilities are also assessed. This would require continuing and improving on our project management practices which includes amongst others efficient equipment and material sourcing, good communication between the site office and head office and project planning and monitoring to suit the projects under execution. Should we opt to sub-contract any projects in the future, we would need to monitor the performance of our sub-contractors. Our ability to continue implementation of such practices as our business grows would determine our overall performance, which is likely to impact our profitability.

Availability of cost effective funding sources

As of December 31, 2017, our total outstanding indebtedness was ₹ 5,668.41 million. Our projects are funded to a large extent by debt and any increase in interest expense may have an adverse effect on our results of operations and financial condition. In cases, significant amounts of working capital are required to finance the purchase of materials, the hiring of equipment and the performance of engineering, construction and other work on projects before payments are received from clients. In certain cases, we are contractually obligated to our clients to fund the working capital requirements of our projects. Our finance costs are dependent on various external factors, including Indian and global credit markets and, in particular, interest rate movements and adequate liquidity. We believe that we have been able to maintain relatively stable finance costs. Our ability to maintain our finance costs at optimum levels will continue to have a direct impact on our profitability, results of operations and financial condition.

Ability to effectively execute and expand our Order Book

Our Company's Order Book as of a particular date is calculated on the basis of the aggregate contract value of our ongoing construction projects as of such date reduced by the value of work executed by us until such date, as certified by the relevant client. For the purposes of calculating the Order Book value, our Company does not take into account any escalation or change in work scope of our ongoing projects as of the relevant date, or the work conducted by us in relation to any such escalation of change in work scope of such projects until such date. The manner in which we calculate and present our Order Book is therefore not comparable to the manner in which our revenue from operations is accounted, which takes into account revenue from work relating to escalation or changes in scope of work of our projects. The manner in which we calculate and present our Company's Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors. The Order Book information included in this Draft Red Herring Prospectus is not audited and does not necessarily indicate our future earnings. Our Order Book should not be considered in isolation or as a substitute for performance measures.

Our Order Book and the new projects that we have bid for and will continue to bid for in the future will have an effect on the revenues we will earn in the future. Our EPC projects are relatively large sized contracts and our results of operations may vary from Fiscal to Fiscal depending on the project implementation schedule. In addition, our project implementation schedule may vary due to various factors that may be beyond our control, including availability of land from the clients and timely commencement of work. These depend on various factors such as the value of these projects, the timeline for completion and payments to be made as per the agreed timelines.

For further discussion on various factors that may affect the execution of our projects and consequently the realization of our Order Book as of a particular date, see "*Risk Factors – Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations*" on page 22. Accordingly, the realization of our Order Book and the effect on our results of operations may vary significantly from reporting period to reporting period depending on the nature of such contracts, actual performance of such contracts, as well as the stage of completion of such contracts as of the relevant reporting date as it is impacted by applicable accounting principles affecting revenue and cost recognition. The value of the orders we receive and our ability to execute them in a timely manner therefore impacts our future performance. As we expand our Order Book, the modified terms of payments for new projects may necessitate higher working capital requirements and therefore impact our financial performance. Any cancellation of orders or termination of projects under construction by our customers may result in a reduction of our future revenue. Any delay in payments that are due and payable to us will affect our operations and have an impact on our cash flows. This may result in an increase in our working capital borrowings thereby affecting our business and results of operations.

Ability to execute larger capacity projects

In our EPC business, in order to bid for higher value projects, we are required to meet certain pre-qualification criteria based on technical capability and performance, reputation for quality, safety record, financial strength and experience in, and size of previous contracts in, similar projects. In selecting contractors for major projects, customers generally limit the tender to contractors they have pre-qualified based on these criteria, although price competitiveness of the bid is one of the most important selection criterion, pre-qualification still remains key to our securing larger projects. We have been pre-qualified by the MoRTH to bid for EPC projects with contract values of up to ₹ 4,581.40 million as of June 30, 2014 while as of February 28, 2016 we have been eligible to bid for EPC projects with contract value of up to ₹ 9,646.10 million. Similarly, we have been pre-qualified by the NHAI to bid for BOT projects with contract value of up to ₹ 13,251.00 million as of December 31, 2014 while as of December 31, 2016, we have been eligible to bid for BOT projects of contract value up to ₹ 17,127.6 million (toll and annuity) and ₹ 17,527.6 million (hybrid annuity). In addition, our ability to strategically partner with other companies also determines our success in bidding for and being granted such large projects.

Operational uncertainties

Our business is subject to various operational uncertainties that may affect our results of operations. These operational uncertainties including the availability and retention of skilled manpower, could affect our ability to complete the project and/ or ensure delivery of our manufactured products on time, delays in meeting agreed milestones or ensuring commencement of operations of projects undertaken by us within the scheduled completion date. These could lead to increased financing costs, delayed payments from the client, invocation of liquidated damages or penalty clauses by the client in accordance with terms agreed with the client, and in certain circumstances, even termination of the contract. In addition, any loss of goodwill arising from our inability to meet such agreed terms or deadlines could affect our ability to pre-qualify for future projects. We are typically required to provide bank guarantees for advances as well as performance guarantees. Our projects are typically fixed-price or lump-sum contracts, and under the terms of such fixed-price or lump-sum contracts, we generally agree on a fixed price for providing engineering, procurement and construction services for part of the project that is contracted to us. For further details of the nature of project related contracts entered into by us, see sub-sections "*Our Business – Summary of our EPC Contracts*" and "*Our Business – Summary of our BOT Contracts*" on page 205. The actual expenditure incurred by us in connection with such contracts may, however, vary from the assumptions underlying our bid as a result of various project uncertainties, including unanticipated changes in engineering design of the project resulting in delays and increased costs. While some of these projects provide for cost escalation provisions, there is no assurance that our clients will not dispute the increased costs, which could adversely affect our results of operations and financial condition. For further details, see "*Risk Factors – Our actual cost in executing an EPC contract or in constructing a BOT project may vary substantially from the assumptions underlying our bid. We may be unable to recover all or some of the additional expenses, which may have a material adverse effect on our results of operations, cash flows and financial condition." and "Risk Factors - Increases in the prices of construction materials, fuel, labour and equipment could have an adverse effect on our business, results of operations and financial condition."* on pages 26 and 29, respectively.

Geographic locations, seasonality and weather conditions

Our business operations are dependent on the location where the project to be executed is situated, the weather conditions there which could include factors such as heavy rains, landslides, floods including during the monsoon season, each of which may restrict our ability to carry on construction activities and fully utilize our resources during the season. Additionally, we have executed projects in locations having a hilly terrain such as Shillong and Jowai. Our ability to transport the required manpower and machinery to such location are also critical to our timely completion of the projects. During periods of curtailed activity due to adverse weather conditions, particularly unseasonal rains, we may continue to incur overhead and financing expenses, but our revenues from operations may be delayed or reduced. Weather conditions may also require us to evacuate personnel or curtail services, may result in damage to a portion of our fleet of equipment or facilities resulting in the suspension of operations, and may prevent us from delivering materials to our project sites in accordance with contract schedules or generally reduce our productivity.

Competition

We face significant competition for the award of projects from a large number of infrastructure and road development companies who also operate in the same regional markets as us. Further, some of our competitors are larger than us, have stronger financial resources or a more experienced management team, or have stronger engineering capabilities in executing technically complex projects. Our competition depends on various factors, such as the type of project, total contract value, potential margins, complexity, location of the project and risks relating to revenue generation. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel are key factors in client decisions among competitors, price often is the deciding factor in most tender awards. Competition from other infrastructure and road development companies may impact our ability to successfully bid for projects at price levels which would generate desired returns for us.

Critical Accounting Policies

A summary of the significant accounting policies applied in the preparation of our financial statements is set out in the notes to the Restated Financial Statements included elsewhere in this Draft Red Herring Prospectus.

Basis of Consolidation

The Restated Consolidated Financial Statements comprise the financial information of the Company, joint operations and its subsidiary companies (including special purpose entities) (collectively, the "Group") where Control exists when the Company is exposed to, or has rights, to variable returns from its involvement with the entity, and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Upon loss of control, the Group derecognises the assets and liabilities of the subsidiary companies, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the Restated Consolidated Summary Statement of Profit and Loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity accounted investee depending on the level of influence retained.

These Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial information of each of the subsidiary companies used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e., period ended on December 31, 2017 and for years ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 except for GR Building & Construction Nigeria Limited and GR Infrastructure Limited whose accounts are drawn for the year ended December 31, 2016, December 31, 2015, December 31, 2014, December 31, 2013 and December 31, 2012, where there are no significant transactions or other events that have occurred between 1 January and 31 March of each of the years then ended.

Consolidation procedure

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Company with those of its subsidiary companies and joint operations. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.

- Offset (eliminate) the carrying amount of the Company's investment in each subsidiary and the Company's portion of equity of each subsidiary.

- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full, except as stated below)

- Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS-12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

- The Build, Operate and Transfer (BOT) / Design, Build, Finance, Operate and Transfer (DBFOT) contracts are governed by Service Concession Agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "toll collection rights" against the construction services rendered. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, revenue is recognised at fair value of construction services rendered and profit from such contracts is considered as realised.

Accordingly, BOT / DBFOT contracts awarded to group companies (operator), where work is subcontracted to fellow subsidiary companies, the intra group transactions on BOT / DBFOT contracts and the profits arising thereon are taken as realised and not eliminated.

- Non-controlling interests in the net assets of consolidated subsidiary companies consists of :

▪ The amount of equity attributed to non-controlling interests at the date on which investment in a subsidiary relationship came into existence;
▪ The non-controlling interest share of movement in equity since the date holding subsidiary relationship came into existence;
▪ Non-controlling interest share of net profit/ (loss) of consolidated subsidiary companies for the year is identified and adjusted against the profit after tax of the Group.

Business combinations and goodwill

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards provisions related to first time adoption, the Group has exercised exemption and elected not to apply Ind AS accounting for business combinations retrospectively.

The excess of cost to the group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements. This Goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the group, it is recognised as 'Capital Reserve' and shown under the head 'Other equity', in the consolidated financial statements.

Foreign currency transactions and translations

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the date of the transaction or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Restated Consolidated Summary Statement of Profit and Loss.

In case of foreign operations whose functional currency is different from the Company's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognised in other comprehensive income/ (loss) and presented within equity as part of Foreign Currency Translation Reserve ("FCTR"). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is reclassified to the Restated Consolidated Summary Statement of Profit and Loss as a part of gain or loss on disposal.

Financial Instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised by each entity in the Group when it becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at:

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At present, the Group does not have investments in any debt securities classified as FVOCI.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the each entity's management in the Group;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs),as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the each entity in the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial Assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Restated Consolidated Summary Statement of Profit and Loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Consolidated Summary Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Restated Consolidated Summary Statement of Profit and Loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in Restated Consolidated Summary Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Restated Consolidated Summary Statement of Profit and Loss subsequently.

Financial Liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Restated Consolidated Summary Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Restated Consolidated Summary Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Restated Consolidated Summary Statement of Profit and Loss.

Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Operating cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Operating cycle for project related assets and liabilities is the time from start of the project to their realization in cash or cash equivalents.

Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Restated Consolidated Summary Statement of Profit and Loss.

Transition to Ind AS

On transition to Ind AS, each entity in the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2015, measured as per the previous GAAP. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. April 1, 2015 while preparing Restated schedule for the years ended March 31, 2015, March 31, 2014 and March 31, 2013.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

With effect from April 1, 2014, pursuant to the requirements of Schedule II to the Companies Act, 2013 ('the Act'), the Group has reassessed the useful life of the assets. Depreciation on property, plant and equipment other than plant and machinery is provided on written down value method based on the useful lives as prescribed under Schedule II of the Act.

Depreciation on plant and machinery is provided on written down value method over the estimated useful life based on technical evaluation done by the management, except in case of few plant and machinery where the Group is following straight line method as prescribed under Schedule II of the Act.

The estimated useful lives of items of property, plant and equipment are as follows:

Asset	**Management estimate of useful life (Years)**
Factory buildings	30
Buildings other than factory buildings	60
Plant and equipment	3-15
Vehicles	8-10
Fixtures and fittings	10

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

Derecognition

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

Capital work in progress

Cost of assets not ready for intended use, as on balance sheet date is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as other non-current assets.

Intangible assets

Recognition and measurement

Intangible assets including those acquired by the Group are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Concession intangibles represents commercial rights to collect fee in relation to toll roads which has been accounted based on the value of project activity towards construction, reconstruction, strengthening, widening, rehabilitation of the toll roads on Build, Operate and Transfer basis. It includes all direct material, labour and sub-contracting costs, inward freight, duties, taxes, if any, and any directly attributable expenditure on making the commercial right ready for its intended use.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in Restated Consolidated Summary Statement of Profit and Loss as incurred.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets. The Group has followed the same accounting policy choice as initially adopted on transition date i.e. April 1, 2015 while preparing Restated schedule for the years ended March 31, 2015, March 31, 2014 and March 31, 2013.

Amortisation

Amortisation of intangible assets other than toll collection rights is calculated to amortise the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in Restated Consolidated Summary Statement of Profit and Loss.

The estimated useful lives are as follows:

Software	: 3 years
Intangible asset under service concession arrangement	
- Wind power	: 22 years
- Toll collection rights under BOT projects existing on transition date	: Revenue based amortisation

Based on the optional exemption provided under Ind AS 101 read with clarification provided in Ind AS Transition Facilitation Group ('ITFG) bulletin no. 3, the Group has opted to continue revenue based amortization for toll collection rights under the BOT projects existing on transition date. Accordingly, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortisation of toll collection rights is changed prospectively to reflect any changes in the estimates.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

Derecognition

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Restated Consolidated Summary Statement of Profit and Loss when the asset is derecognised.

Service concession

<u>Wind Power</u>

The Power Purchase Agreement (PPA) with Ajmer Vidyut Nigam Limited are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding financial asset is recognised to the extent of right to receive a fixed amount with the balance being accounted as an intangible asset.

<u>Service concession under BOT projects with toll collection rights</u>

Concession Agreement entered into between Government of Rajasthan, Public Works Development (on behalf of Ministry of Road Transport & Highways, Government of India) (‘the Grantor’) and Jodhpur Pali Expressway Limited (“JPEL”, a subsidiary company) (‘the Operator’), conferred the right to JPEL to implement the project and recover the project cost, through the toll receipts. The same are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding intangible assets is recognised to the extent the Operator receives right from the Grantor to charge the users of the public service.

<u>Service concession under BOT projects with annuity receivables</u>

Concession Agreement entered into, between concession grantor (‘the Grantor’) and certain subsidiary companies (‘the Operator’), are accounted as per the guidance for service concession arrangements provided in Appendix A to Ind AS 11 ‘Construction contracts’. Revenue from the construction phase is recognised using percentage of completion method. A corresponding financial asset is recognised to the extent that the Operator has an unconditional contractual right to receive cash or another financial asset from the Grantor.

Impact on transition

The Group has opted to apply the requirements of Appendix A to Ind AS 11 prospectively from the transition date. Accordingly, the wind mill and service concession under BOT projects for which PPA has been executed, being covered under the intangible asset model has been disclosed separately as an intangible asset in note 4 included in Annexure VI.

Intangible assets under development

Expenditure related to and incurred during implementation of project are included under “Intangible Assets under Development”. The same will be transferred to the respective intangible assets on completion of project.

Investment Property

Recognition and Measurement

Land or building held to earn rentals or for capital appreciation or both rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business is recognised as Investment Property. Land held for a currently undetermined future use is also recognised as Investment Property.

An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the Group carries the investment property at the cost less accumulated depreciation and accumulated impairment, if any.

Gain or Loss on Disposal

Any gain or loss on disposal of an Investment Property is recognised in the Restated Consolidated Summary Statement of Profit and Loss.

Inventories

Inventories are measured at the lower of cost and net realisable value. However, materials and other items held for use in civil construction work and / or production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost of inventories is based on the first-in first-out ("FIFO") formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

In the case of manufactured inventories and work-in-progress, cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity and excise duty. Cost is determined on FIFO basis. Trading goods are valued at lower of cost and net realisable value.

Project work in progress

Project work in progress represents uncertified inventory valued at contract rate pending final certification.

Impairment

Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the each entity in the Group on terms that the such entity would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12 month expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Twelve months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Consolidated Summary Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Restated Consolidated Summary Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Restated Consolidated Summary Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Restated Consolidated Summary Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in Restated Consolidated Summary Statement of Profit and Loss in the period in which they arise.

Provisions and contingencies (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingencies

Disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Provision for major maintenance

As per the Concession Agreement, the Group is obligated to carry out resurfacing of the roads under concession. The Group estimates the likely provision required towards resurfacing and accrues the cost on a straight line basis over the period at the end of which resurfacing would be required, in the consolidated statement of profit and loss in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets."

Revenue

Sale of goods

Revenue from the sale of goods in the course of ordinary activities includes excise duty and is measured at the fair value of the consideration received or receivable, net of returns, trade discounts, volume rebates and taxes or duties collected on behalf of government. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

The timing of transfers of risks and rewards varies depending on the individual terms of sale.

Construction contracts

Contract revenue is recognised as revenue in the Restated Consolidated Summary Statement of Profit and Loss in the accounting periods in which the work is performed. Contract costs are recognised as an expense in the consolidated summary statement of profit and loss in the accounting periods in which the work to which they relate is performed. In the case of contracts with defined milestones and assigned price for each milestone, the Group recognises revenue on transfer of significant risks and rewards which coincides with achievement of milestone and its acceptance by its customer.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work and claims payments, to the extent that it is probable that they will result in revenue and can be measured reliably. The Group recognises bonus/ incentive revenue on early completion of the project based on the confirmation received from the customers.

If the outcome of a construction contract can be estimated reliably, contract revenue is recognised in consolidated summary statement of profit and loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed. Otherwise, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Contract costs are recognised as expenses as incurred unless they create an asset related to future contract activity. An expected loss on a contract is recognised immediately in Restated Consolidated Summary Statement of Profit and Loss.

Revenue related to construction or upgrade services provided under a service concession arrangement is recognised based on the stage of completion of the work performed, consistent with the Group's accounting policy on recognising revenue on construction contacts.

Income from service concession arrangements

The income from Toll Contracts on BOT basis is recognised on actual collection of toll revenue.

Build-Operate-Transfer (BOT) contracts on annuity basis under service concession arrangement contain three streams of revenue- Construction revenue, Financing income and Operations and maintenance (O&M) income. The construction stream of BOT revenues are accounted for in the construction phase of BOT, O&M income is recognised in the operating phase of the BOT, while finance income is recognised over a concession period based on the imputed interest method.

Accounting for real estate transactions

The Group is following the "Percentage of Completion Method" of accounting. As per this method, revenue from sale of properties is recognised in Consolidated Summary Statement of Profit and Loss in proportion to the actual cost incurred as against the total estimated cost of the project under execution with the Group on transfer of significant risk and rewards to the buyer.

In accordance with "Guidance Note on Accounting for Real Estate Transactions" (for entities to whom Ind AS is applicable) issued by Institute by Chartered Accountants of India in May 2016, construction revenue on such projects, measured at fair value (i.e. adjusted for discount, incentives and time value of money adjustments etc.), has been recognised by applying percentage of completion method provided following thresholds have been met:

- all critical approvals necessary for commencement of project have been obtained;
- when the stage of completion of the project reaches a reasonable level of development. A reasonable level of development is not achieved if the expenditure incurred on project construction and development cost is not less than 25% of the total estimated project construction and development costs. Such cost would exclude land costs but include borrowing costs;
- at least 25% of the saleable project area is secured by contracts/agreements with buyers; and
- at least 10% of the contracts consideration as per agreement of the sale or any other enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that parties to such contracts will comply with the payment terms.

Job work
Job work income is recognised when the services are rendered and there are no uncertainties involved to its ultimate realization.

Leases

Assets held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. All the other leases are classified as operating leases. For finance leases, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognised in (in case the Group is lessee) nor derecognised (in case the Group is lessor) from the Group's Balance Sheet.

Lease payments

Payments made under operating leases are generally recognised in Consolidated Summary Statement of Profit and Loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Assets given on lease

In respect of assets provided on finance leases, amounts due from lessees are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

Recognition of dividend income, interest income or expense

Dividend income is recognised in Consolidated Summary Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

Income tax

Income tax comprises of current and deferred tax. It is recognised in the consolidated summary statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date in the country where each company of Group operates and generates taxable income.

For the interim reporting period, tax expenses is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year multiplied by the pre-tax income of the interim reporting period in accordance with Ind AS 34.

The Group, being a Group providing infrastructure development / maintenance and operations services is eligible to claim deduction under Section 80 IA of the Income Tax Act, 1961 with respect to 100 % of the profits and gains derived from this business for the any ten consecutive assessment years out of fifteen years beginning from the year in which the undertaking or the enterprise develops and begins to operate any infrastructure facility. Accordingly, the Group has opted for Tax Holiday Period from financial year 2014-15 and onwards.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Minimum Alternate Tax (MAT) eligible for set-off in subsequent years (as per tax laws), is recognised as an asset by way of credit to the Restated Consolidated Summary Statement of Profit and Loss only if there is convincing evidence sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the Company. At each Balance Sheet date, the carrying amount of deferred tax in relation to MAT Credit Entitlement receivable is reviewed to reassure realization.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, deferred tax asset is recognised only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Any tax credit available is recognised as deferred tax to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised. The said asset is created by way of credit to the Restated Consolidated Summary Statement of Profit and loss and shown under the head of deferred tax.

Presentation of current and deferred tax

Current and deferred tax are recognised as income or an expense in the Restated Consolidated Summary Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognised in Other Comprehensive Income.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

Borrowing cost

Borrowing costs are interest and other incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company, who is the Managing Director of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

Cash and cash equivalents

Cash and Cash equivalents for the purpose of Consolidated Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

Joint arrangements

Under Ind AS 111 Joint arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has joint operations.

Joint operations

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the Restated Consolidated Financial Information under the appropriate headings.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, certain items from our Restated Consolidated Financial Statements, in each case also stated as a percentage of total income for such periods.

(₹ *million, except percentages*)

Particulars	Nine months ended December 31, 2017	% of total income	Fiscal 2017	% of total income	Fiscal 2016	% of total income	Fiscal 2015	% of total income
Income								
Revenue from operations	19,061.49	98.63%	32,803.21	99.33%	20,254.48	99.37%	10,497.62	99.17%
Other income	264.14	1.37%	220.52	0.67%	128.53	0.63%	88.04	0.83%
Total income	**19,325.63**	**100.00%**	**33,023.73**	**100.00%**	**20,383.01**	**100.00%**	**10,585.66**	**100%**
Expenses								
Cost of materials consumed	646.40	3.34%	865.15	2.62%	218.51	1.07%	126.48	1.19%
Civil construction costs	15,198.49	78.64%	23,585.08	71.42%	16,505.10	80.97%	7,470.24	70.57%
Changes in inventory of finished goods and trading goods	(65.14)	(0.34)%	(145.76)	(0.44)%	(180.35)	(0.88)%	(27.03)	(0.26)%
Changes in project work-in-progress	(2,877.07)	(14.89)%	482.27	1.46%	(673.07)	(3.30)%	570.50	5.39%
Excise duty	34.03	0.18%	121.93	0.37%	35.15	0.17%	21.04	0.20%
Employee benefits expense	1,272.86	6.59%	1,311.82	3.97%	856.61	4.20%	549.07	5.19%
Finance costs	435.57	2.25%	1,258.35	3.81%	1,060.15	5.20%	770.12	7.28%
Depreciation and amortisation expense	573.25	2.97%	687.50	2.08%	495.58	2.43%	442.69	4.18%
Other expenses	306.95	1.59%	391.33	1.18%	351.01	1.72%	216.24	2.04%
Total expenses	15,525.34	80.34%	28,557.67	86.48%	18,668.69	91.59%	10,139.35	95.78%
Profit before exceptional items and tax	3,800.29	19.66%	4,466.06	13.52%	1,714.32	8.41%	446.31	4.22%
Exceptional items								
Profit on sale of investment in subsidiaries	-	-	1,356.84	4.11%	-	-	-	-
Profit before tax	**3,800.29**	**19.66%**	**5,822.90**	**17.63%**	**1,714.32**	**8.41%**	**446.31**	**4.22%**
Tax expense:								
Current tax	792.68	4.10%	1,281.03	3.88%	337.86	1.66%	145.03	1.37%
Deferred tax (credit)/charge	(237.16)	(1.23)%	(870.93)	(2.64)%	(109.18)	(0.54)%	(61.26)	(0.58)%
	555.52	2.87%	410.10	1.24%	228.68	1.12%	83.77	0.79%
Profit for the period / year	**3,244.77**	**16.79%**	**5,412.80**	**16.39%**	**1,485.64**	**7.29%**	**362.54**	**3.42%**

Principal Components of our Statement of Profit and Loss

Income

Our total income comprises revenue from operations and other income. Revenue from operations includes revenue generated from civil construction, job work, sale of products (including excise duty), toll collection, sale of land, finance income, sale of electricity (net) and other operating revenue.

The following table sets forth certain information on our revenue from operations and other income for the periods indicated.

(₹ *million, except percentages*)

Particulars	Nine months ended December 31, 2017	% of total income	Fiscal 2017	% of total income	Fiscal 2016	% of total income	Fiscal 2015	% of total income
Civil construction revenue	18,017.41	93.23	30,898.87	93.57	18,877.83	92.62	9,636.91	91.04
Sale of products (including excise duty)	779.92	4.04	977.51	2.96	402.13	1.97	209.43	1.98
Finance income on service concession	143.17	0.74	447.49	1.36	473.67	2.32	503.36	4.76
Other operating revenue	59.24	0.31	12.85	0.04	3.76	0.02	6.04	0.06
Job work Income	57.49	0.30	53.82	0.16	-	-	-	-
Revenue from sale of electricity (net)	4.26	0.02	5.76	0.02	4.06	0.02	5.10	0.05
Toll collection	-	-	406.91	1.23	372.97	1.83	136.78	1.29
Revenue from sale of land	-	-	-	-	120.06	0.59	-	-
Other Income	264.14	1.37	220.52	0.67	128.53	0.63	88.04	0.83
Total Income	**19,325.63**	**100.00**	**33,023.73**	**100.00**	**20,383.01**	**100.00**	**10,585.66**	**100.00**

Revenue from operations

Civil construction revenue

Civil construction revenue represented 93.23%, 93.57%, 92.62% and 91.04% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively. Our civil construction revenue primarily consists of revenue generated from execution of EPC contracts.

Sale of products (including excise duty)

Sale of product (including excise duty) primarily consists of revenues from the sale of emulsion and metal crash barrier and represented 4.04%, 2.96%, 1.97% and 1.98% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively.

Finance income on service concession

Finance income on service concession represented 0.74%, 1.36%, 2.32% and 4.76% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively and comprises income from our Subsidiaries namely Nagaur Mukundgarh Highways Private Limited and Reengus Sikar Expressway Limited and our erstwhile subsidiary, namely Shillong Expressway Limited, each operating one BOT project.

Build-Operate-Transfer (BOT) contracts on annuity basis under service concession arrangement contain three streams of revenue: Construction revenue; Financing income; and Operations and maintenance (O&M) income. The construction stream of BOT revenues are accounted for in the construction phase of BOT, O&M income is recognised in the operating phase of the BOT, while finance income is recognised over a concession period based on the imputed interest method.

Other operating revenue

Other operating revenue represented 0.31%, 0.04%, 0.02% and 0.06% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively, and primarily consists of scrap sales and other sales.

Job work income

Job work income represented 0.30% and 0.16% of our total income in the nine months ended December 31, 2017 and Fiscal 2017 and was ₹ nil in 2016 and 2015, respectively. Job work income primarily consists of income generated from execution of jobs at crash barrier plant.

Revenue from sale of electricity (net)

Revenue from sale of electricity represented 0.02%, 0.02%, 0.02% and 0.05% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015 respectively. Revenue from sale of power comprises sale of electricity under the power purchase agreement we have entered into with AVVNL. The tariff rate under our power purchase agreement is fixed at ₹ 4.28/kWh.

Toll collection

Toll collection was ₹ nil in the nine months ended December 31, 2017 and represented 1.23%, 1.83% and 1.29% of our total income in Fiscals 2017, 2016 and 2015, respectively. Toll collection primarily consists of revenues collected as toll for the project operated by our erstwhile subsidiary namely Jodhpur Pali Expressway Limited.

Revenue from sale of land

Revenues from sale of land was ₹ nil in the nine months ended December 31, 2017 and Fiscal 2017 and 2015, respectively, and represented 0.59% of our total income in Fiscal 2016.

Other income

Other income primarily includes interest income on fixed deposits, gain on sale of current investments, profit on sale of items of property, plant and equipment (net), gain on account of foreign exchange fluctuations and rental income and represented 1.37%, 0.67%, 0.63% and 0.83% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively.

Expenses

Expenses comprise cost of materials consumed, civil construction costs, changes in inventories of finished goods and trading goods, change in project work-in-progress, excise duty, employee benefits expense, finance costs, depreciation and amortisation expense and other expenses.

The following table sets forth certain information on our expenses for the periods indicated:

(*₹ million, except percentages*)

Particulars	**Nine months ended December 31, 2017**	**% of total income**	**Fiscal 2017**	**% of total income**	**Fiscal 2016**	**% of total income**	**Fiscal 2015**	**% of total income**
Cost of materials consumed	646.40	3.34%	865.15	2.62%	218.51	1.07%	126.48	1.19%
Civil construction costs	15,198.49	78.64%	23,585.08	71.42%	16,505.10	80.97%	7,470.24	70.57%
Changes in inventories of finished goods and trading goods	(65.14)	(0.34)%	(145.76)	(0.44)%	(180.35)	(0.88)%	(27.03)	(0.26)%
Changes in project work-in-progress	(2,877.07)	(14.89)%	482.27	1.46%	(673.07)	(3.30)%	570.50	5.39%
Excise duty	34.03	0.18%	121.93	0.37%	35.15	0.17%	21.04	0.20%
Employee benefits expense	1,272.86	6.59 %	1,311.82	3.97%	856.61	4.20%	549.07	5.19%
Finance costs	435.57	2.25%	1,258.35	3.81%	1,060.15	5.20%	770.12	7.28%
Depreciation and amortisation expense	573.25	2.97 %	687.50	2.08%	495.58	2.43%	442.69	4.18%
Other expenses	306.95	1.59%	391.33	1.18%	351.01	1.72%	216.24	2.04%
Total expenses	**15,525.34**	**80.33** %	**28,557.67**	**86.47**%	**18,668.69**	**91.58**%	**10,139.35**	**95.78**%

Cost of materials consumed

The cost of materials consumed indicates sale of products and represented 3.34%, 2.62%, 1.07% and 1.19% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively.

Civil construction costs

Civil construction costs represented 78.64%, 71.42%, 80.97% and 70.57% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively, and includes civil sub-contractor charges, materials consumed towards the civil construction revenue, rent paid for hiring of machinery, costs incurred for repairs and maintenance of plant and machinery, and sales tax expenses.

Changes in inventories of finished goods and trading goods

Changes in inventories of finished goods and trading goods indicates the difference between the opening and closing inventory of our finished goods and trading goods.

Changes in project work-in-progress

Changes in project work-in-progress indicates the difference between the opening and closing work-in-progress.

Excise duty

Excise duty indicates excise duty on finished goods that was applicable up to June 30, 2017 post which GST was implemented.

Employee benefits expense

Employee benefits expenses represented 6.59%, 3.97%, 4.20% and 5.19% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively. Employee benefits expenses comprise salaries, wages and bonus, contribution to gratuity, provident and other funds, and staff welfare expenses.

Finance costs

Finance costs represented 2.25%, 3.81%, 5.20% and 7.28% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively. Our finance cost primarily includes interest paid to banks and other lenders; interest on mobilisation advance and interest paid on debentures and other borrowing costs.

Depreciation and amortisation expense

Depreciation and amortisation represented 2.97%, 2.08%, 2.43% and 4.18% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively.

Other expenses

Other expenses represented 1.59%, 1.18%, 1.72% and 2.04% of our total income in the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015, respectively. Other expenses primarily comprise expenditure incurred towards rent, repairs and maintenance, legal and professional charges, travelling and conveyance, net loss on account of foreign exchange fluctuations and miscellaneous expenses.

Tax expense

Tax expenses comprise current tax and deferred tax (credit)/ charge. Current tax is measured as the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Nine months ended December 31, 2017

Our results of operation in the nine month period ended December 31, 2017 were particularly affected by the following:

- We divested our certain stake in two of our subsidiaries namely Jodhpur Pali Expressway Limited and Shillong Expressway Limited. Both the subsidiaries had one BOT project each; and

- Revenue for nine months ended December 31, 2017 was impacted by the introduction of the GST regime.

Income

Total income in the nine months ended December 31, 2017, was ₹ 19,325.63 million which primarily comprised of civil construction revenue of ₹ 18,017.41 million, revenue from sale of products (including excise duty) of ₹ 779.92 million and finance income on service concession of ₹ 143.17 million.

Civil construction revenue

Income from civil construction revenue in the nine months ended December 31, 2017, was ₹ 18,017.41 million which is generated from EPC contracts executed by us. For further details, see "*Our Business – Order Book*" on page 199.

Sale of products (including excise duty)

Income from sale of products (including excise duty) in the nine months ended December 31, 2017 was ₹ 779.92 million.

Finance income on service concession

Finance income on service concession in the nine months ended December 31, 2017 was ₹ 143.17 million which comprised of interest income on service concession arrangements undertaken by us.

Other operating revenue

Other operating revenues in the nine months ended December 31, 2017 was ₹ 59.24 million which comprised of scrap sales and miscellaneous income.

Job work income

Job work income in the nine months ended December 31, 2017 was ₹ 57.49 million which comprised of the job works undertaken by us.

Revenue from sale of electricity (net)

Our revenue from sale of electricity in the nine months ended December 31, 2017 was ₹ 4.26 million.

Toll collection

There was no toll collection during the nine months ended December 31, 2017.

Revenue from sale of land

There was no income from sale of land in the nine months ended December 31, 2017.

Other income

Other income in the nine months ended December 31, 2017 was ₹ 264.14 million which primarily comprised gain on sale of current investments of ₹ 93.56 million, interest income of ₹ 81.98 million, gain arising on financial assets measured at FVTPL of ₹ 30.07 million.

Expenses

Total expenses in the nine months ended December 31, 2017 was ₹ 15,525.34 million which primarily comprised civil construction costs of ₹ 15,198.49 million, employee benefits expenses of ₹ 1,272.86 million, cost of materials consumed of ₹ 646.40 million, and changes in project work-in-progress of ₹ (2,877.07) million.

Cost of materials consumed

Cost of materials consumed in the nine months ended December 31, 2017 was ₹ 646.40 million.

Civil construction costs

Civil construction costs in the nine months ended December 31, 2017, were ₹ 15,198.49 million which primarily comprised consumption of inventory of civil construction materials of ₹ 6,746.36 million, civil sub-contract charges of ₹ 6,701.31 million, sales tax expenses of ₹ 328.39 million, labour charge and labour cess of ₹ 229.90 million, repair and maintenance expense towards plant and machinery of ₹ 217.21 million and site expenses of ₹ 182.04 million.

Changes in inventories of finished goods and trading goods

Cost of changes in inventories of finished goods and trading goods in the nine months ended December 31, 2017 was ₹ (65.14) million, primarily on account of changes in raw materials.

Changes in project work-in-progress

Cost of changes in project work-in-progress in the nine months ended December 31, 2017 was ₹ (2,877.07) million. Project work-in-progress represents uncertified inventory valued at contract rate pending final certification.

Excise duty

Excise duty in the nine months ended December 31, 2017 was ₹ 34.03 million which comprised of excise duty on manufacture and sale of finished goods during such period. Excise duty was applicable up to June 30, 2017 post which GST was implemented.

Employee benefits expense

Employee benefits expenses in the nine months ended December 31, 2017 was ₹1,272.86 million which comprised of salaries, wages and bonus of ₹ 1,223.03 million, contribution to gratuity, provident fund and other funds of ₹ 45.65 million and staff welfare expenses of ₹ 4.18 million.

Finance costs

Finance costs in the nine months ended December 31, 2017 was ₹ 435.57 million which comprised of interest on debentures of ₹ 213.09 million, interest on borrowings of ₹ 151.08 million and other borrowing costs of ₹ 71.40 million.

Depreciation and amortisation expense

Depreciation and amortisation expense in the nine months ended December 31, 2017 was ₹ 573.25 million.

Other expenses

Other expenses in the nine months ended December 31, 2017 was ₹ 306.95 million which primarily comprised of legal and professional charges of ₹ 83.36 million, miscellaneous expenses of ₹ 67.80 million, travelling and conveyance charges of ₹ 35.24 million, rent of ₹ 34.20 million, repair and maintenance expenses of ₹ 28.20 million, net loss on account of foreign exchange fluctuations of ₹ 19.94 million and bank charges of ₹ 18.57 million.

Profit before exceptional item and tax

For the reasons discussed above, our profit before exceptional item and before tax was ₹ 3,800.29 million for the nine months ended December 31, 2017.

Exceptional items

There were no exceptional items in the nine months ended December 31, 2017.

Tax expense

Our current tax in the nine months ended December 31, 2017 was ₹ 792.68 million and deferred tax credit was ₹ 237.16 million.

Profit for the nine months ended December 31, 2017

Our profit for the nine months ended December 31, 2017, carried forward to Restated Consolidated Statement of Assets and Liabilities, was ₹ 3,244.77 million.

Fiscal 2017 compared with Fiscal 2016

Income

Total income increased by ₹ 12,640.72 million or 62.02% from ₹ 20,383.01 million in Fiscal 2016 to ₹ 33,023.73 million in Fiscal 2017, primarily due to the increase in civil construction revenue that represented 92.62% of the total income in Fiscal 2016 as compared to 93.57% in Fiscal 2017.

Civil construction revenue

Civil construction revenue increased by ₹ 12,021.04 million or 63.68%, from ₹ 18, 877.83 million in Fiscal 2016 to ₹ 30,898.87 million in Fiscal 2017, primarily driven by execution of the EPC contracts awarded to us. The contract value for the projects awarded to us in Fiscals 2015, 2016 and 2017 were ₹ 35,261.88 million, ₹ 34,453.47 million and ₹ 57,800.80 million, respectively.

Sale of products (including excise duty)

Income from sale of products (including excise duty) increased by ₹ 575.38 million or 143.08%, from ₹ 402.13 million in Fiscal 2016 to ₹ 977.51 million in Fiscal 2017, primarily on account of new customer additions for our products namely metal crash barrier and emulsion.

Finance income on service concession

Finance income on service concession decreased by ₹ 26.18 million or 5.53%, from ₹ 473.67 million in Fiscal 2016 to ₹ 447.49 million in Fiscal 2017, primarily attributable to decrease in receivables under service concession arrangement.

Other operating revenue

Other operating revenues increased by ₹ 9.09 million or 241.76% from ₹ 3.76 million in Fiscal 2016 to ₹ 12.85 million in Fiscal 2017, primarily on account of increase in scrap and other sales.

Job work income

Income from job work was ₹ 53.82 million in Fiscal 2017 as compared to ₹ nil in Fiscal 2016, due to commencement of job work operations at our crash barrier plant in Fiscal 2017.

Revenue from sale of electricity (net)

Revenue from sale of electricity increased by ₹ 1.70 million or 41.87% from ₹ 4.06 million in Fiscal 2016 to ₹ 5.76 million in Fiscal 2017, primarily attributable to an increase in the number of units of electricity generated by our windmill during such period.

Toll collection

Revenue from toll collection increased by ₹ 33.94 million or 9.10% from ₹ 372.97 million in Fiscal 2016 to ₹ 406.91 million in Fiscal 2017, primarily attributable to an increase in toll tariff and the toll collections by Jodhpur Pali Expressway Limited, that ceased to be our subsidiary in Fiscal 2017.

Revenue from sale of land

There was no income from the sale of land in Fiscal 2017 as against an income of ₹ 120.06 million in Fiscal 2016.

Other income

Other income increased by ₹ 91.99 million or 71.57% from ₹ 128.53 million in Fiscal 2016 to ₹ 220.52 million in Fiscal 2017, primarily due to an increase in interest income on fixed deposits and gain on sale of current investments.

Expenses

Total expenses increased by ₹ 9,888.98 million or 52.97% from ₹ 18,668.69 million in Fiscal 2016 to ₹ 28,557.67 million in Fiscal 2017, primarily due to an increase in civil construction costs by ₹ 7,079.98 million or 42.90%.

Cost of materials consumed

Cost of materials consumed for the sale of products increased by ₹ 646.64 million or 295.93%, from ₹ 218.51 million in Fiscal 2016 to ₹ 865.15 million in Fiscal 2017, due to an increase in the sale of our products and marginal increase in input costs.

Civil construction costs

Civil construction costs increased by ₹ 7,079.98 million or 42.90%, from ₹ 16,505.10 million in Fiscal 2016 to ₹ 23,585.08 million in Fiscal 2017.

This increase was primarily due to (i) an increase in civil sub-contract charges by ₹ 5,877.30 million or 82.68%, from ₹ 7,108.35 million in Fiscal 2016 to ₹ 12,985.65 million in Fiscal 2017, and (ii) an increase in sales tax expenses by ₹ 532.57 million or 204.66%, from ₹ 260.22 million in Fiscal 2016 to ₹ 792.79 million in Fiscal 2017, resulting from an increase in the value of projects executed by us and execution of projects in the states where the sales tax rate was higher.

Changes in inventories of finished goods and trading goods

Cost of changes in inventories of finished goods and trading goods decreased by ₹ 34.59 million or 19.18%, from ₹ (180.35) million in Fiscal 2016 to ₹ (145.76) million in Fiscal 2017, primarily on account of changes in the raw materials.

Changes in project work-in-progress

Cost of changes in project work-in-progress increased by ₹ 1,155.34 million or 171.65%, from ₹ (673.07) million in Fiscal 2016 to ₹ 482.27 million in Fiscal 2017, primarily on account of lesser uncertified project inventories in Fiscal 2017 as compared to Fiscal 2016.

Excise duty

The excise duty increased by ₹ 86.78 million or 246.88%, from ₹ 35.15 million in Fiscal 2016 to ₹121.93 million in Fiscal 2017, primarily on account of increase in the manufacturing and sale of the products.

Employee benefits expenses

Employee benefits expenses increased by ₹ 455.21 million or 53.14%, from ₹ 856.61 million in Fiscal 2016 to ₹ 1,311.82 million in Fiscal 2017, primarily on account of increase in the employee related costs owing to the increase in work force.

Finance costs

Finance costs increased by ₹ 198.20 million or 18.70%, from ₹ 1,060.15 million in Fiscal 2016 to ₹ 1,258.35 million in Fiscal 2017, primarily on account of the interest paid to banks and other lenders for financing of the projects being undertaken by us and the interest paid on the debentures.

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by ₹ 191.92 million or 38.73%, from ₹ 495.58 million in Fiscal 2016 to ₹ 687.50 million in Fiscal 2017, primarily on account of substantial increase in capital expenditure on plant and machinery, equipment and other items of property, plant and equipments.

Other expenses

Other expenses increased by ₹ 40.32 million or 11.49%, from ₹ 351.01 million in Fiscal 2016 to ₹ 391.33 million in Fiscal 2017, primarily on account of increase in repairs and maintenance, CSR expenses, travelling and conveyance expense and other miscellaneous expenses.

Profit before exceptional item and tax

For the reasons discussed above, our profit before exceptional item and before tax increased by ₹ 2,751.74 million, or 160.51%, from ₹ 1,714.32 million in Fiscal 2016 to ₹ 4,466.06 million in Fiscal 2017.

Exceptional items

The exceptional items in Fiscal 2017 were ₹ 1,356.84 million on account of sale of investments in two erstwhile subsidiaries, namely Shillong Expressway Limited and Jodhpur Pali Expressway Limited. There were no exceptional items in Fiscal 2016. Both these subsidiaries had one BOT project each.

Tax expense

Current tax increased by ₹ 943.17 million or 279.16%, from ₹ 337.86 million in Fiscal 2016 to ₹ 1,281.03 million in Fiscal 2017 and was set off by the deferred tax credit of ₹ 109.18 million in Fiscal 2016, as compared to deferred tax credit of ₹ 870.93 million in Fiscal 2017. Increase in deferred tax credit during Fiscal 2017 is on account of MAT credit entitlement arising during the year.

Profit for the year

Our profit for the year, carried forward to Restated Consolidated Statement of Assets and Liabilities, increased by ₹ 3,927.16 million or 264.34%, from ₹ 1,485.64 million in Fiscal 2016 to ₹ 5,412.80 million in Fiscal 2017.

Fiscal 2016 compared with Fiscal 2015

Income

Total income increased by ₹ 9,797.35 million or 92.55%, from ₹ 10,585.66 million in Fiscal 2015 to ₹ 20,383.01 million in Fiscal 2016, primarily due to the increase in civil construction revenue.

Civil construction revenue

Income from civil construction revenue increased by ₹ 9,240.92 million or 95.89%, from ₹ 9,636.91 million in Fiscal 2015 to ₹ 18,877.83 million in Fiscal 2016, primarily driven by execution of the EPC contracts awarded to us. The contract value for the projects awarded to us in Fiscals 2014, 2015 and 2016 were ₹ 11,192.93 million, ₹ 35,261.88 million and ₹ 34,453.47 million, respectively.

Sale of product (including excise duty)

Income from sale of product (including excise duty) increased by ₹ 192.70 million or 92.01%, from ₹ 209.43 million in Fiscal 2015 to ₹ 402.13 million in Fiscal 2016, primarily due to the income generated from the sale of metal crash barrier, manufacturing of which was commenced by us from the month of April 2015.

Finance income on service concession

Finance income on service concession decreased by ₹ 29.69 million or 5.90% from ₹ 503.36 million in Fiscal 2015 to ₹ 473.67 million in Fiscal 2016, attributable to a decrease in the receivables under service concession arrangement.

Other operating revenue

Other operating revenues decreased by ₹ 2.28 million or 37.75% from ₹ 6.04 million in Fiscal 2015 to ₹ 3.76 million in Fiscal 2016, primarily on account of decrease in other sales.

Job work income

No job work income was earned by us in Fiscal 2016 and Fiscal 2015.

Revenue from sale of electricity (net)

Revenue from sale of electricity (net) decreased by ₹ 1.04 million or 20.39%, from ₹ 5.10 million in Fiscal 2015 to ₹ 4.06 million in Fiscal 2016, primarily attributable to lower number of units of electricity generated by our windmill.

Toll collection

Revenue from toll collection increased by ₹ 236.19 million or 172.68%, from ₹ 136.78 million in Fiscal 2015 to ₹ 372.97 million in Fiscal 2016, primarily due to the toll collection for whole year by our erstwhile subsidiary namely Jodhpur Pali Expressway Limited as against toll collected for a portion of Fiscal 2015. This is also attributable to the yearly increase in the toll tariff.

Revenue from sale of land

Revenue from sale of land was ₹ 120.06 million in Fiscal 2016 as compared to no such revenue in Fiscal 2015.

Other income

Other income increased by ₹ 40.49 million or 45.99%, from ₹ 88.04 million in Fiscal 2015 to ₹ 128.53 million in Fiscal 2016, primarily due to an increase in the interest income on fixed deposits and profit generated on the sale of fixed assets.

Expenses

Total expenses increased by ₹ 8,529.34 million or 84.12%, from ₹ 10,139.35 million in Fiscal 2015 to ₹ 18,668.69 million in Fiscal 2016, primarily due to an increase in civil construction costs.

Cost of materials consumed

Cost of materials consumed for the sale of products increased by ₹ 92.03 million or 72.76%, from ₹ 126.48 million in Fiscal 2015 to ₹ 218.51 million in Fiscal 2016, due to an increase in the sale of our products and corresponding increase in the cost of the raw materials consumed.

Civil construction costs

Civil construction costs increased by ₹ 9,034.86 million or 120.94%, from ₹ 7,470.24 million in Fiscal 2015 to ₹ 16,505.10 million in Fiscal 2016.

This increase was primarily due to (i) an increase in civil sub-contract charges by ₹ 4,292.11 million or 152.41%, from ₹ 2,816.24 million in Fiscal 2015 to ₹ 7,108.35 million in Fiscal 2016, and (ii) an increase in material consumed by ₹ 3,835.49 million or 101.05%, from ₹ 3,795.54 million in Fiscal 2015 to ₹ 7,631.03 million in Fiscal 2016, due to an increase in the value of projects executed by us.

Changes in inventories of finished goods and trading goods

Cost of changes in inventories of finished goods and trading goods decreased by ₹ 153.32 million or 567.22%, from ₹ (27.03) million in Fiscal 2015 to ₹ (180.35) million in Fiscal 2016, primarily on account of changes in the raw materials.

Changes in project work-in-progress

Cost of changes in project work-in-progress decreased by ₹ 1,243.57 million or 217.98%, from ₹ 570.50 million in Fiscal 2015 to ₹ (673.07) million in Fiscal 2016, primarily on account of commencement of new projects and increase in pace of execution of our projects.

Excise duty

The excise duty increased by ₹ 14.11 million or 67.06%, from ₹ 21.04 million in Fiscal 2015 to ₹ 35.15 million in Fiscal 2016, primarily on account of increase in the manufacturing and sale of products.

Employee benefits expenses

Employee benefits expenses increased by ₹ 307.54 million or 56.01%, from ₹ 549.07 million in Fiscal 2015 to ₹ 856.61 million in Fiscal 2016, primarily on account of increase in the employee related costs owing to the increase in work force.

Finance costs

Finance costs increased by ₹ 290.03.million or 37.66%, from ₹ 770.12 million in Fiscal 2015 to ₹ 1,060.15 million in Fiscal 2016, primarily on account of the interest paid to banks and other lenders for financing of the projects being undertaken by us and the interest paid on the debentures.

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by ₹ 52.89 million or 11.95%, from ₹ 442.69 million in Fiscal 2015 to ₹ 495.58 million in Fiscal 2016, primarily on account of increase in capital expenditure on plant and machinery, equipment and other fixed assets and amortisation of intangible assets of one of the BOT projects undertaken by our erstwhile subsidiary, Jodhpur Pali Expressway Limited.

Other expenses

Other expenses increased by ₹ 134.77 million or 62.32%, from ₹ 216.24 million in Fiscal 2015 to ₹ 351.01 million in Fiscal 2016, primarily on account of legal and professional fees, rent, travelling and conveyance expense and other miscellaneous expenses.

Profit before exceptional item and tax

For the reasons discussed above, our profit before exceptional item and before tax increased by ₹ 1,268.01 million or 284.11%, from ₹ 446.31 million in Fiscal 2015 to ₹ 1,714.32 million in Fiscal 2016.

Exceptional items

There were no exceptional items in Fiscal 2016 and Fiscal 2015.

Tax expense

Our current tax increased by ₹192.83 million or 132.96%, from ₹ 145.03 million in Fiscal 2015 to ₹337.86 million in Fiscal 2016 and was set off by the deferred tax credit of ₹ 61.26 million in Fiscal 2015, as compared to deferred tax credit of ₹ 109.18 million in Fiscal 2016. The increase is in line with increase in our profit after exceptional items.

Profit for the year

Our profit for the year, carried forward to Restated Consolidated Statement of Assets and Liabilities, increased by ₹ 1,123.10 million or 309.79%, from ₹ 362.54 million in Fiscal 2015 to ₹ 1,485.64 million in Fiscal 2016.

Liquidity and Capital Resources

We operate in a capital intensive industry and our principal liquidity requirements have been to finance our working capital needs and our capital expenditures. Our business requires high levels of financing to develop, operate and maintain our projects. To fund these costs, we have historically relied on sales of equity and debt securities, short term and long term borrowings, including working capital financing, loans from related parties and others and cash generated from operating activities.

Our short-term liquidity requirements relate to servicing our debt, operating and maintaining our projects and financing working capital requirements. Our long-term liquidity requirements include construction of projects under development, financing equity contributions in Project companies and repayment of long-term debt under our facilities.

Our primary liquidity requirements have been towards our working capital requirements. We have met these requirements from cash flows from operations and borrowings. We expect to meet our working capital requirements for the next 12 months primarily from the cash flows of our business operations and other available financial means.

For the nine months ended December 31, 2017, we had cash and bank balances of ₹ 2,570.44 million. Cash and bank balances consists of cash on hand, balances with banks in current accounts and cash credit accounts and other bank balances including fixed deposits (with maturity periods of less than 12 months).

Cash Flows

Set forth below is a table of certain information from our statements of cash flows for the nine months ended December 31, 2017, Fiscals 2017, 2016 and 2015.

(*₹ million*)

Particulars	Nine months ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Net cash (used in) / generated from operating activities	(2,038.84)	6,800.85	2,373.38	1,985.42
Net cash (used in) / generated from investing activities	(1,905.24)	3,508.29	(1,663.41)	(2,821.35)
Net cash (used in) / generated from financing activities	(73.73)	(5,853.75)	(398.07)	1,625.66
Net increase / (decrease) in cash and cash equivalents	(4,017.81)	4,455.39	311.90	789.73
Cash and cash equivalents at the beginning of the period/year	5,575.85	1120.46	808.56	18.83
Cash and cash equivalents at the end of the period/year	1,558.04	5,557.85	1,120.46	808.56

Operating activities

Nine months ended December 31, 2017

Net cash used in operating activities in the nine months ended December 31, 2017 was ₹ 2,038.84 million while our operating profit before working capital changes for that period was ₹ 4,675.02 million.

The difference was primarily attributable to an increase in financial and other assets of ₹ 6,638.05 million, increase in inventories of ₹ 68.51 million, decrease in trade receivables of ₹ 1,415.66 million, decrease in trade payables of ₹ 274.46 million, decrease in provisions, financial and other liabilities of ₹ 488.53 million. We also incurred ₹ 659.97 million towards taxes (net).

Fiscal 2017

Net cash from operating activities in Fiscal 2017 was ₹ 6,800.85 million and our operating profit before working capital changes for such period was ₹ 6,417.33 million. The difference was primarily attributable to a decrease in financial and other assets of ₹ 1,896.04 million, increase in inventories of ₹ 1,446.50 million, increase in trade receivables of ₹ 1,619.09 million, increase in provisions, financial and other liabilities of ₹ 2,632.58 million. We also paid ₹ 1,156.06 million towards taxes (net).

Fiscal 2016

Net cash from operating activities in Fiscal 2016 was ₹ 2,373.38 million and our operating profit before working capital changes for that period was ₹ 3,233.92 million. The difference was primarily attributable to an increase in financials and other assets of ₹ 1,344.99 million, increase in trade receivables of ₹ 1,696.48 million, increase in trade payables of ₹ 1,060.16 million, increase in provisions, financial and other liabilities of ₹ 1,113.80 million. We also paid ₹ 499.57 million towards taxes (net).

Fiscal 2015

Net cash from operating activities in Fiscal 2015 was ₹ 1,985.42 million and our operating profit before working capital changes for that period was ₹ 1,587.18 million. The difference was primarily attributable to an increase in trade payables of ₹ 659.31 million, decrease in financial and other assets of ₹ 469.14 million, increase in inventories of ₹ 401.31 million, and increase in trade receivables of ₹ 291.45 million. We also paid ₹ 213.31 million towards taxes (net).

Investing activities

Nine months ended December 31, 2017

Net cash used in investing activities in the nine months ended December 31, 2017, was ₹ 1,905.24 million, primarily attributable to purchase of item of property, plant & equipment and other intangible assets of ₹ 1,529.00 million, purchase of term deposits and mutual funds of ₹ 11,758.90 million. This was partially offset by receipt of ₹ 11,239.31 million from maturity of term deposits and mutual funds and receipt of interest of ₹ 92.60 million.

Fiscal 2017

In Fiscal 2017, net cash from investing activities was ₹ 3,508.29 million, primarily due to maturity of term deposits and mutual funds of ₹ 9,868.33 million, proceeds from sale of item of property, plant and equipment and other intangible assets of ₹ 4,099.87 million. This was partially offset by purchase of term deposits and mutual funds of ₹ 10,473.84 million and purchase of item of property, plant and equipment and other intangible assets of ₹ 1,283.53 million.

Fiscal 2016

In Fiscal 2016, net cash used in investing activities was ₹ 1,663.41 million, primarily due to purchase of term deposits and mutual funds of ₹ 2,380.71 million, purchase of item of property, plant and equipment and other intangible assets of ₹ 1,506.47 million. This was partially offset by receipt of ₹ 2,066.36 million from maturity of term deposits and mutual funds.

Fiscal 2015

In Fiscal 2015, net cash used in investing activities was ₹ 2,821.35 million, primarily due to purchase of item of property, plant and equipment and intangible assets of ₹ 2,841.02 million, purchase of term deposits and mutual funds of ₹ 1,031.89 million. This was partially offset by receipt of ₹ 930.85 million from maturity of term deposits and mutual funds.

Financing activities

Nine months ended December 31, 2017

Net cash used in financing activities in the nine months ended December 31, 2017 was ₹ 73.73 million, primarily attributable to repayment of long term borrowings of ₹ 1,735.36 million, repayment of debentures of ₹ 500.00 million and interest paid of ₹ 484.25 million. This was partially offset by proceeds from issue of debentures of ₹ 1,352.00 million and proceeds from current borrowings (net) of ₹ 941.88 million.

Fiscal 2017

In Fiscal 2017, net cash used in financing activities was ₹ 5,853.75 million, due to repayment of long term borrowings of ₹ 5,917.98 million, interest paid of ₹ 1,176.65 million, repayments of current borrowings (net) of ₹ 278.94 million. This was partially offset by proceeds from issue of debentures of ₹ 1,500.00 million and proceeds from long term borrowings of ₹ 269.82 million.

Fiscal 2016

In Fiscal 2016, net cash used in financing activities was ₹ 398.07 million, due to interest paid of ₹ 1,048.13 million, repayment of long term borrowings of ₹ 998.37 million, repayment of current borrowings (net) of ₹ 944.08 million. This was partially offset by proceeds from issue of debentures of ₹ 1,500.00 million and proceeds from long term borrowings of ₹ 1,492.51 million.

Fiscal 2015

In Fiscal 2015, net cash generated from financing activities was ₹ 1,625.66 million, due to proceeds from long term borrowings of ₹ 3,319.84 million. This was partially offset by interest paid of ₹ 745.20 million, repayment of long term borrowings of ₹ 583.08 million and repayment of debentures of ₹ 400.00 million.

Capital Expenditure

In the nine months ended December 31, 2017, Fiscal 2017, 2016 and 2015, our capital expenditure was ₹ 1,675.64 million, ₹ 1,569.56 million, ₹ 1,635.60 million and ₹ 2,892.39 million, respectively. This primarily consists of plant and machinery, concessionaire rights and capital work in progress.

Indebtedness

As of December 31, 2017, we had long-term borrowings of ₹ 4,480.81 million and short-term borrowings of ₹ 1,187.60 million. The following table sets forth certain information relating to our outstanding indebtedness as of December 31, 2017, and our repayment obligations in the periods indicated:

(₹ million)

Particulars	**As of December 31, 2017**			
	Payment due by period			
	Total	**Not later than 1 year**	**1-5 years**	**More than 5 years**
Long term borrowings				
Secured	4,480.81	1,719.37	2,005.42	756.02
Unsecured	-	-	-	-
Total long term borrowings	**4,480.81**	**1,719.37**	**2,005.42**	**756.02**
Short Term Borrowings				
Secured	1,137.24	1,137.24	-	-
Unsecured*	50.36	50.36	-	-
Total Short Term Borrowings	**1,187.60**	**1,187.60**	**-**	**-**

**Unsecured loans are repayable on demand*

For further details regarding our indebtedness, see "*Financial Indebtedness*" and "*Financial Statements*" on pages 484 and 260**,** respectively.

Contingent Liabilities, Commitments and Other Off-balance Sheet Arrangements

Contingent Liabilities

As of December 31, 2017, the following contingent liabilities have not been provided for in our financial statements**:**

(*₹ million*)

Particulars	**Nine months ended December 31, 2017**
Claims against the Company not acknowledged as debts	
Sales tax matters	7.18
Income tax matters	7.48
Guarantees given to third parties	10,119.33
TOTAL	**10,133.99**

Commitments

As of December 31, 2017, the contracts remaining to be executed on capital account (net of advance) amount to ₹ 936.39 million.

Off Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with standalone entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Interest Service Coverage Ratio

Our interest service coverage ratio (earnings before interest and tax against interest expended) as of December 31, 2017, March 31, 2017, 2016 and 2015 was 11.04, 5.10, 3.08 and 2.15, respectively.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our affiliates and certain key management members on an arm's lengths basis. Such transactions could be for provision of services, intercompany loans, lease or purchase of assets or property, sale or purchase of equity shares or entail incurrence of indebtedness. For details of our related party transactions, see "*Restated Consolidated Financial Information – Annexure VI – Related party Disclosure*" on page 410.

Changes in Accounting Policies

We have historically prepared our financial statements in accordance with Indian GAAP. As required under applicable law, our Company transitioned from Indian GAAP to Ind AS and for the purposes of the transition to Ind AS, we have followed the guidance prescribed under Ind AS 101 – First Time Adoption of Indian Accounting Standards with April 1, 2012 being the transition date. Except as disclosed in this Draft Red Herring Prospectus, there have been no changes in our accounting policies in the last five fiscal years/ periods.

Auditor Observations

Please see below a summary of reservations, qualifications or adverse remarks of statutory auditors in the last five Fiscals and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations, qualifications or adverse remarks:

Fiscal	Qualification / Observation	Corrective steps taken by our Company
2017	**Observations in terms of the Companies (Auditors Report) Order, 2016:**	
	The Company has maintained proper records showing full particulars of fixed assets ('Property, plant and equipment'). *However, details with respect to location and quantity needs to be updated.*	The management has stated that location and quantity with respect to fixed assets has been duly updated in the system.
	The Company has a regular programme of physical verification of its fixed assets by which all items of fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by the management during the year. No material discrepancies were noticed on verification of the assets covered.*	The management has stated that the process of physical verification is duly followed by the Company on periodical basis and report is submitted to central plant and machinery department.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	Discrepancies if any on other assets can be commented only subsequent to their verification.	
	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company *except in respect of freehold land (gross and net block: ₹ 37.47 million) and building (gross block: ₹ 114.68 million and net block: ₹ 92.74 million) which are in the erstwhile name of the Company.*	The management has stated that it will take necessary steps to update the records/documents.
	According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service tax, Provident fund, Professional tax, Customs duty, Excise duty and Value added tax which have not been deposited with the appropriate authorities on account of any dispute except the following: Certain amounts are outstanding for deposit in respect of Income Tax, Entry Tax and Meghalaya Value Added Tax. For details of these amounts, please refer to section titled "*Financial Information – Annexure VII: "Restated Consolidated Statement on Adjustments to Audited Standalone financial statements*" on page 427.	The management has stated that income tax matters pertaining to year 2011 – 2012 to 2013 – 2014 are settled. The entry tax matter on motor vehicle for year 2008 - 2009 is settled under amnesty scheme and for year 2010 – 2011 is adjusted against refund. The entry tax matter for year 2013 – 2014 is settled. The Meghalaya VAT matter is settled with a demand pending. The matter pertaining to excise duty is also settled.
2016	**Qualification in the main audit report:** *As more fully explained in note 44 to the financial statements, other income includes Company's share of profit of certain joint ventures amounting to ₹ 4.79 million is based on unaudited financial statement for the year ended 31 March 2016. Pursuant to audit of those financials of joint ventures, adjustments, if any would be considered in subsequent years.*	The management has stated that on receipt of the audited financial statements of the joint ventures, no differences were found which require any adjustment in subsequent years.
	Observations in terms of the Companies (Auditors Report) Order, 2016:	
	The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity needs to be updated.*	The management has stated that location and quantity with respect to fixed assets has been duly updated in the system.
	The Company has a regular program of physical verification of its fixed assets by which all fixed assets have been verified annually. In our opinion, this periodicity of physical verification is reasonable having regards to size of company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification. *Discrepancy if any on other assets can be commented only subsequent to their verifications.*	The management has stated that the process of physical verification is duly followed by the Company on periodical basis and report is submitted to central plant and machinery department.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company *except in respect of freehold land (gross and net block: ₹ 37.47 million) and building (gross block: ₹ 114.68 million and net block: ₹ 92.74 million) which are in the erstwhile name of the Company.)*	The management states that it will take necessary steps to update the records/documents.
	According to information and explanation given to us and on basis of our examination of records of company, amount deducted/accrued in books of account in respect of undisputed statutory dues including provident fund, income tax, wealth tax, custom duty, sales tax, excise duty, professional tax, cess and other material statutory dues have been regularly deposited during the year by the company with appropriate authorities *though there have been few delays in case of value added tax, entry tax, employees state insurance contribution and service tax.* According to information and explanation given to us, no undisputed amount payable in respect of Provident fund, Professional tax, Employee state insurance contribution, Service tax, Custom duty, Excise duty, Income tax, Sales tax, entry tax, value added tax, Wealth Tax, Cess and other material dues were in arrears as at 31 March 2016 for a period more than six months from date they become payable *except for labour cess amounting ₹ 47 million and professional tax amounting to ₹ 0.04 million which are due and has not been paid for more than six months.*	The management has stated that the Company has made significant improvement in its internal control process; thereby a better management of regulatory dues has been emphasized.
	According to information and explanations given to us, there are no dues of Service Tax, Wealth Tax, Excise Duty, Customs Duty, Cess and other material statutory dues which have not been deposited with appropriate authorities on account of any dispute except the following: Certain amounts are outstanding for deposit in respect of Income Tax, Entry Tax and Meghalaya Value Added Tax. For details of these amounts, please refer to section titled "*Financial Information – Annexure VII: "Restated Consolidated Statement on Adjustments to Audited Standalone Financial Statements*" on page 334.	The management has stated that income tax matters pertaining to years 2010 – 2011 to 2012 – 2013 are settled. The entry tax matter on motor vehicle for year 2008 - 2009 is settled under amnesty scheme and for year 2010 – 2011 is adjusted against refund. The Meghalaya VAT matter is settled with a demand pending. The entry tax matter pertaining to year 2010 – 2011 to 2014 – 2015 is settled under amnesty scheme.
2015	**Observations in terms of the Companies (Auditors Report) Order, 2015:**	The management has stated that location and quantity with respect to fixed assets has been duly updated in the system.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets needs to be updated.*	
	The Company has a regular programme of physical verification of its fixed assets by which all items of fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by the management during the year.* No material discrepancies were noticed on verification. *Discrepancies if any on other assets can be commented only subsequent to their verification.*	The management has stated that the process of physical verification is duly followed by the Company on periodical basis and report is submitted to central plant and machinery department.
	According to information and explanations given to us and on basis of our examination of records of Company, amounts deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Custom duty, Sales tax, Profession tax, Cess, and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities *though there have been few delays in case of Tax deducted at source, Works contract tax, Employee State Insurance contribution, and Service tax.*	The management has stated that the Company has made significant improvement in its internal control process; thereby a better management of regulatory dues has been emphasized.
	According to information and explanation given to us, there are no dues of, Service Tax, Wealth Tax, Excise Duty, Custom Duty, Cess and other material statutory dues which have not been deposited with appropriate authorities on account of any dispute except following: Certain amounts are outstanding for deposit in respect of Income Tax, Entry Tax and Meghalaya Value Added Tax. For details of these amounts, please refer to section titled "*Financial Information – Annexure IV: Notes to the Restated Consolidated Financial Statements*" on page 357.	The management has stated that income tax matters for 2010 – 2011 are settled. The entry tax matters for the year 2012 – 2013 is settled under amnesty scheme. The entry tax matter on motor vehicle for year 2008 – 2009 is settled under amnesty scheme and for year 2010 – 2011 is adjusted against refund. The Meghalaya VAT matter is settled with a demand pending.
2014	**Qualification in the main audit report:** *As more fully explained in note 44 to the financial statements, other income includes Company's share of profit of certain joint ventures amounting to ₹ 10.06 million is based on unaudited financial statement for the year ended 31 March 2014. Pursuant to audit of*	The management has stated that on receipt of the audited financial statements of the joint ventures, no differences were found which requires any adjustments in subsequent years.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	those financials of joint ventures, adjustments, if any would be considered in subsequent years.	
	Observations in terms of the Companies (Auditors Report) Order, 2003:	
	The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets is in the process of updation.*	The management has stated that location and quantity with respect to fixed assets has been duly updated in the system.
	The Company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year. No material discrepancies were noticed on verification. Discrepancies if any on other assets can be commented only pursuant to their verification.*	The management has stated that the process of physical verification is duly followed by the Company on periodical basis and report is submitted to central plant and machinery department.
	According to information and explanations given to us and on the basis of our examination of records of the Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Customs duty, Sales tax, Profession tax, Cess and other material statutory dues have been generally regularly deposited during the year by the Company with appropriate authorities *though there have been few delays in case of Tax deducted at source, Provident fund, Works contract tax, Value added tax and service tax.* As explained to us, the Company did not have any dues on account of Employee State Insurance scheme and Investor education protection fund.	The management has stated that the Company has made significant improvement in its internal control process; thereby a better management of regulatory dues has been emphasized.
	According to the information and explanation given to us, there are no dues of, income tax, service tax, wealth tax, custom duty and cess which have not been deposited with appropriates authorities on account of any dispute except following : Certain amounts are outstanding for deposit in respect of Income Tax, Entry Tax and Meghalaya Value Added Tax. For details of these amounts, please refer to section titled "*Financial Information – Annexure VII: "Restated Consolidated Statement on Adjustments to Audited Standalone Financial Statements*" on page 427.	The management has stated that the income tax matter for 2010 – 2011 is settled. The entry tax matters for the financial year 2006 – 2007 to 2010 – 2011 are settled under amnesty scheme. The Meghalaya VAT matter is settled with a demand pending.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	Observations in terms of the Companies (Auditors Report) Order, 2003 in relation to Shillong Expressway Limited ("SEL"): The company does not have an internal audit system.	 The management of SEL has subsequently appointed a firm of chartered accountants as its internal auditors in fiscal 2015.
	Observations in terms of the Companies (Auditors Report) Order, 2003 in relation to Reengus Sikar Expressway Limited ("RSEL"): The company does not have an internal audit system.	 The management of RSEL has subsequently appointed a firm of chartered accountants as its internal auditors in fiscal 2015.
2013	**Observations in terms of the Companies (Auditors Report) Order, 2003:**	
	The Company has maintained proper records showing full particulars of fixed assets. *However, details with respect to location and quantity for all fixed assets are not maintained by company.*	The management has stated that location and quantity with respect to fixed assets has been duly updated in the system.
	The Company has a regular program of physical verification in fixed assets by which all fixed assets have been verified annually. In our opinion, this period of physical verification is reasonable having regards to size of company and nature of assets. *Fixed assets other than land, building and other significant plant and machinery has not been physically verified by management during the year.* No material discrepancies were noticed on verification.	The management has stated that the process of physical verification is duly followed by the Company on periodical basis and report is submitted to central plant and machinery department.
	The Company has not maintained cost records as required under section 209(1)(d) of the act for products manufactured and service rendered by company.	The Company is maintaining the necessary cost records as required under the Act.
	According to information and explanation given to us and on basis of our examination of records of Company, amount deducted/accrued in books of account in respect of undisputed statutory dues including Income tax, Wealth tax, Customs duty, Sales tax, Profession tax, Cess and other material statutory dues have been generally regularly deposited by the Company with appropriate authorities *though there have been few delays in case of Tax deducted at source, Provident fund, Excise duty, Works contract tax, Value added tax and service tax.* As explained to us, the Company did not have any dues on account of Employee State Insurance and Investor Education Protection Fund.	The management has stated that the Company has made significant improvement in its internal control process; thereby a better management of regulatory dues has been emphasized.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Profession tax, Service tax, Customs duty, Income tax, Works contract tax, Sales tax, Wealth tax, and other material statutory dues were in arrears as at 31 March 20 13 tor a period of more than six months from the date they became payable.	
	According to the information and explanation given to us, there are no dues of, income tax, service tax, wealth tax, custom duty and cess which have not been deposited with appropriates authorities on account of any dispute except following Certain amounts are outstanding for deposit in respect of Entry Tax and Madhya Pradesh VAT. For details of these amounts, please refer to section titled "*Financial Information – Annexure VII: "Restated Consolidated Statement on Adjustments to Audited Standalone Financial Statements*" on page 334.	The management has stated that the entry tax matter for 2006 – 2007 to 2008 – 2009 is settled under amnesty scheme. The MP VAT matter is settled.
	Observations in terms of the Companies (Auditors Report) Order, 2003 in relation to SEL:	
	According to the information and explanation provided by management, we are of the opinion that particular of the contract or arrangement referred to in section 301 of the act that need to be entered into the register maintained under section 301 have been so entered. In respect of transactions made in pursuance of such contracts and arrangements exceeding value of Rs five lakhs, because of unique and specialized nature of item involved and absence of any comparable price, we are unable to comments whether transactions were made at prevailing market at the relevant time.	The management had stated that no corrective action is required as it is an observation made by the auditors.
	The company does not have an internal audit system.	The management of SEL has subsequently appointed a firm of chartered accountants as its internal auditors in fiscal 2015.
	Observations in terms of the Companies (Auditors Report) Order, 2003 in relation to RSEL:	
	According to the information and explanation provided by management, we are of the opinion that particular of the contract or arrangement referred to in section 301 of the act that need to be entered into the register maintained under section 301 have been so entered. In respect of transactions made in pursuance of such contracts and arrangements exceeding value of Rs five lakhs, because of unique and specialized nature of item involved and absence of any comparable price,	The management of RSEL states that no corrective action is required as it is an observation made by the auditors.

Fiscal	Qualification / Observation	Corrective steps taken by our Company
	we are unable to comments whether transactions were made at prevailing market at the relevant time.	
	The company does not have an internal audit system.	The management of RSEL has subsequently appointed a firm of chartered accountants as its internal auditors in fiscal 2015.
	According to information and explanation given to us and on as overall examination of balance sheet of the company, we report that fund raised on short term amounting to ₹ 147.8 million have been used for long term investments.	The management has stated that looking at the requirements at that point of time; the company has utilized the short term funds for long term investments.

Quantitative and qualitative disclosure about market risk

Interest Rate Risk

We are exposed to interest rate risk resulting from fluctuations in interest rates. While most of our long term borrowings from banks and financial institutions are on fixed rate basis, our project specific borrowings primarily consist of floating rate obligations linked to the applicable benchmark rates, which may typically be adjusted at certain intervals in accordance with prevailing interest rates. Increases in interest rates would increase interest expenses relating to our outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect our ability to service long-term debt and to finance development of new projects, all of which in turn may adversely affect our results of operations.

Commodity price risk

We are exposed to market risk with respect to the prices of the materials used for our EPC business. These commodities include high speed diesel and fuel oil, bitumen, cement, stone, grit, sand, steel and crushed boulder. The costs for these materials are subject to fluctuation based on commodity prices.

Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Competitive Conditions

We operate in a competitive atmosphere with a number of infrastructure and EPC companies. For further details, see "*Our Business – Competition*" on page 210.

Unusual or Infrequent Events or Transactions

Except as described in "*Risk Factors*" and "*Our Business*", on pages 19 and 190, respectively, there have been no events or transactions to our knowledge which may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above under 'Factors Affecting our Results of Operations' and the uncertainties described in "*Risk Factors*" on page 19. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors, which are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationships between Costs and Income

Other than as described "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 190, 190 and 439, respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

Significant Economic Changes

Our business is substantially dependent on road projects in India undertaken or awarded by government authorities and other entities funded by governments. Any change in government policies resulting in a decrease in the amount of road and bridge projects undertaken or a decrease in private sector participation in road and bridge projects may adversely affect our business and results of operations. For further details, see "*Industry Overview*" on page 141.

Seasonality

Seasonal variations may adversely affect our businesses. For example, severe weather may require us to evacuate personnel or curtail services, may result in damage to a portion of our equipment or facilities resulting in the suspension of operations, and increase our maintenance costs. For further details see "*Risk Factors – Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.*" on page 39.

Significant Dependence on a Single or Few Customers

Our business is substantially dependent on road projects in India undertaken or awarded by governmental authorities and other entities funded by the central and/ or state governments. We derive almost all of our revenue from contracts awarded by a limited number of government entities, namely NHAI and MoRTH. Our business could be materially and adversely affected if there are adverse changes in the policies and delays in awarding contracts by these authorities, among other risks. For further details, see "*Risk Factors – Our EPC business is primarily dependent on road projects in India undertaken or awarded by governmental authorities and other entities funded by the GoI or state governments and we derive majority our revenues from contracts with a limited number of government entities. Any adverse changes in the central or state government policies may lead to our contracts being foreclosed, terminated, restructured or renegotiated.*" on page 21.

Significant Developments after December 31, 2017 that may affect our Future Results of Operations

Subsequent to December 31, 2017, our Company has been awarded the following projects:

- Construction / up-gradation of two lane with paved shoulder of NH from Raisinghnagar – Poogal under Phase-I of Bharatmala Pariyojana in Rajasthan with a contract value of ₹ 6,870.70 million pursuant to letter of award dated February 27, 2018 from NHAI;

- Four laning of Gundugolanu-Devarapalli- Kovvuru Section of NH-16 in Andhra Pradesh under Bharatmala Pariyojana on hybrid annuity model with a contract value ₹ 1,8270.00 million, pursuant to a letter of award dated March 13, 2018 from NHAI;

- Construction of roadbed, major and minor bridges, track linking, civil engineering works, S&T, OHE, TSS & general electrical works in connection with third line with railway electrification with a contract value of ₹ 6,810.38 million pursuant to letter of award dated March 22, 2018 from Rail Vikas Nigam Limited;

- Four laning of Sangli – Solapur (Package - III: Watambare to Mangalwedha) section of NH-166 in Maharashtra on hybrid annuity model having a contract value of ₹ 9,570.00 million pursuant to letter of award dated March 27, 2018 by NHAI; and

- Four laning of Akkalkot – Solapur section of NH-150E in Maharashtra on hybrid annuity model having a contract value of ₹ 8,070.00 million pursuant to letter of award dated March 27, 2018 by NHAI.

Except as disclosed above and in this section including under "*– Significant Factors Affecting Our Results of Operations and Financial Condition*", and the sections "*Our Business*" and "*History and Certain Corporate Matters*" on pages 442, 190 and 216, respectively, to our knowledge no circumstances have arisen since December

31, 2017, that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries have availed loans in the ordinary course of their business for the purposes of meeting working capital requirements and for capital expenditure.

Set forth below is a brief summary of our aggregate indebtedness, on a consolidated basis, as on February 28, 2018:

Particulars of borrowing	Sanctioned amount (in ₹ million)	Outstanding amount (in ₹ million)
Secured borrowings		
Working capital facilities	1,510.00	160.26
Term loans	26,368.59	2,194.91
NCDs	5,852.00	5,102.00
Non-fund based facilities	21,404.50	17,514.39
Total	**55,135.09**	**24,971.55**
Unsecured borrowings from:		
• JCO Components Private Limited	9.24	9.24
• Kandoi Fabrics Private Limited	28.64	28.64
• Sound Realties Private Limited	9.24	9.24
Total	**47.11**	**47.11**
GRAND TOTAL	**55,182.20**	**25,018.66**

Principal terms of the borrowings availed by our Company:

1. ***Interest:*** The interest levied on our working capital loans and terms loans varies from lender to lender and is usually a certain percentage of spread over and above the base rate or MCLR of the relevant lender.

2. ***Tenor*:** The tenor of our working capital facilities typically range from 6 months to 48 months, and the tenor of our term loans range from 24 months to 42 months. Further, the tenor of the NCDs issued by us is ranges from 45 months to 60 months.

3. ***Security:*** Under our financing arrangements for secured borrowings, we are typically required to create security by way of, amongst others, hypothecation of the current assets and moveable assets of our Company; mortgage of immoveable properties; fixed deposits, corporate and personal guarantees of some of our Promoters, Directors and certain other persons. There may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** The working capital facilities availed by our Company are repayable on demand. The repayment period for our equipment and other term loans is in stipulated monthly and quarterly instalments. The redemption of our NCDs are in the form of half yearly repayments in six instalments.

5. ***Pre-payment***: The pre-payment charges for the term loans vary among (i) a fixed amount of ₹ 5,000; (ii) a percentage of the amount being pre-paid, ranging from 4.00% to10.00%; or (iii) as may be stipulated by the lender. The pre-payment charges may be subject to further conditions imposed by the lenders based on the financing agreements entered into with them.

6. ***Penalty***: The financing arrangements of our Company stipulate various events which could result in a levy of additional rate of interest ranging from 2.00% to 3.00% or any other penal charge, as maybe applicable. The events that could attract such additional interest or penalty under our financing arrangements include:

    - delay in creation and perfection of security by our Company;
    - breach of any covenants of the financing agreements;
    - false, incorrect or misleading representations or warranties provided by our Company under the financing agreements;
    - amounts being drawn in excess of drawing power, as stipulated under the financing agreements;
    - non-submission of valid insurance of the assets secured within the stipulated period;

- non-submission of documents/information such as stock statements and financial statements within the stipulated period;
- non-utilization of minimum committed amounts under the facility agreements;
- late re-payments or pre-payments (in case of enforcement of mandatory pre-payment);
- failure to obtain credit risk rating within the stipulated time period; and
- dishonour of cheques submitted for re-payment.

7. ***Restrictive covenants***: Our financing arrangements entail various conditions and covenants restricting certain corporate actions and we are required to take the prior approval of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. For instance, certain actions prior to which our Company is required to obtain written consent of the lenders include:

- to issue any debentures, raise loans or incur any indebtedness except as permitted by the lenders;
- to enter into any compromise or arrangement or settlement with any of our secured creditors;
- to effect any change in the capital structure of our Company;
- to engage in or undertake any corporate restructuring, re-organisation and/ or re-capitalisation of any sort including but not limited to merger, spin-offs, demerger, consolidation, re-organisation, amalgamation, reconstruction, buy-back, capital reduction, liquidation or other similar transactions including those relating to a change in our shareholding pattern;
- to undertake any new project, modernisation, diversification, which are material in nature, or substantial expansion of any of its projects;
- to effect any change in management and control of our Company;
- to effect any modification or amendment to the constitutional documents of our Company;
- to sell, assign, transfer, exchange, lease, lend or otherwise dispose or grant any option with respect to or create or permit the creation of any encumbrance over the secured assets;
- to change the general nature of the business of our Company;
- to pre-pay or redeem debentures or facilities availed (or any part thereof) prior to their scheduled term.
- to undertake guarantee obligations on behalf of any other company or entity;
- to declare dividend for any year, if any amounts remain unpaid on its due date, as stipulated under the financing arrangements;
- to sell, transfer or assign any or all of their rights in, or title to, or interest under the financing arrangements;
- to vary, rescind, terminate or cancel any insurance policy with respect to the secured assets;
- to settle litigation for such amount which may cause a material adverse effect on our Company;
- to induct or continue with a director/promoter who is on the board of a company that has been declared as a wilful defaulter as per the RBI guidelines;
- to pay any consideration to the guarantors of the financing arrangement for the guarantees provided by them;
- to invest or place deposits with any other concerns, except in the normal course of business;
- to grant loans to promoter/associates or other companies;
- to re-pay loans or otherwise discharge liabilities, except as shown in the funds flow statements;
- to withdraw any funds brought in by the promoters, directors and their associates.
- to change the accounting method or policies currently followed by our Company, unless required by law;
- to recognise or register any transfer of shares in our Company's capital made to or to be made by the promoters and their associates;
- to (i) acquire any ownership interest in any other entity or person; or (ii) enter into any profit sharing or royalty agreement, whereby our Company's income or profits may be shared with any other entity or person; and
- to enter into any management contract or similar arrangement whereby its business or operations are managed by any other person.

While our Company has notified the relevant lenders as required under the relevant loan documentation for undertaking activities, such as change in its shareholding pattern, which would adversely affect the interest of the lender and material change in the information provided by our Company to the lenders, consents have not yet been received from all our lenders. See "*Risk Factors*" on page 19.

8. ***Events of Default:*** Our financing arrangements specify the occurrence of certain events as events of default, some of which are listed below. In case of the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown to the Company, declare all parts of the loan, together with accrued interest to be immediately due and payable and enforce their rights over the security, as the case may be-

- default in payment of principal sums, interests or any other monies with respect to the loan availed;
- defaults in performance of covenants and conditions of the respective loan agreements;
- misrepresentation of information by our Company during application for the loans;
- inadequacy of insurance with respect to the assets forming part of the security of the loan;
- cessation or change in business of our Company;
- any creditor of our Company being entitled to declare any financial indebtedness of our Company or any of the Subsidiaries due and payable prior to its specified maturity as a result of an event of default;
- any legal proceedings or other procedure or step taken in relation to a composition or arrangement with any creditor of our Company or Subsidiaries;
- any expropriation, sequestration, distress or execution affecting any secured assets of our Company;
- failure to provide additional security in case of depreciation of the secured assets;
- inability or lack of willingness of the lenders to continue a facility;
- certification by an accountant/firm of accountants appointed by the lenders that the liabilities of our Company exceed our Company's assets or that our Company is carrying on its business at a loss;
- failure to pay any tax, imposts, duties, levies, other taxes and impositions in relation to the secured assets, as applicable;
- occurrence of any circumstance or event that may adversely affect our Company's ability to repay its loans;
- occurrence of any circumstance or event that may adversely affect the security provided under the financing arrangements;
- utilisation of the proceeds from the financing arrangements for a purpose other than for which it was availed;
- failure to submit documents/information to the lenders, as applicable;
- seizure, nationalisation, expropriation or compulsory acquisition by the authority or GoI of all or substantially all of the undertaking, assets or properties of our Company or its interest therein;
- initiation of legal proceedings for winding up, insolvency, dissolution or reconstitution of our Company;
- failure of our Company to get the facilities provided by the lenders, rated by a credit rating agency at such intervals as stipulated under the facility agreements, or if there is deterioration in such credit rating of our Company;
- accusation, charge, arrest or conviction of our Promoters and/or Directors in a criminal offence involving moral turpitude, dishonesty, bribery or which otherwise impinges on the integrity of such Promoter and/or Director;
- cessation or suspension of the listing or trading of the NCDs at any point of time prior to redemption of such NCDs;
- any deterioration or impairment of the security or any part thereof which causes said securities or any part thereof to become unsatisfactory as to character or value;
- if any governmental or other regulatory license, approval, permission, is withdrawn or modified is such a way that it becomes unlawful for the borrower to perform any of its obligation under agreement; and
- a moratorium, standstill or suspension of payments in respect of the indebtedness of Borrower by government or central bank or any other government agency.

The lists of restrictive covenants and events of default mentioned above are indicative and there are additional terms that may amount to an event of default under the various financing arrangements entered into by us.

For further details in relation to the financial indebtedness of our Company and our Subsidiaries, see "*Financial Statements – Restated Standalone Financial Statements*" and "*Financial Statements – Restated Consolidated Financial Statements*" on pages 261 and 346 respectively.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) Material Litigation (as detailed hereinafter), in each case involving our Company, our Subsidiaries, our Promoters, our Directors or our Group Companies, (iv) any litigation involving our Company, our Promoters, our Directors, our Subsidiaries or our Group Companies or any other person whose outcome could have a material adverse effect on the position of our Company; (v) outstanding claims involving our Company, Subsidiaries, Directors or Promoters for any direct or indirect tax liabilities; (vi) outstanding dues to creditors of our Company as determined to be material by our Board in accordance with the SEBI ICDR Regulations; and (vii) dues to small scale undertakings and other creditors.

For the purpose of 'Material Litigation' in (iii) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed in this Draft Red Herring Prospectus:

(a) Pre-litigation notices: Notices received by our Company, our Subsidiaries, our Promoters, our Directors, or our Group Companies, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that our Company, our Subsidiaries, our Promoters, our Directors, or our Group Companies are impleaded as defendants in litigation proceedings before any judicial forum; and

(b) Monetary threshold for civil litigation: Civil litigation against our Company, our Subsidiaries, our Promoters, our Directors, or our Group Companies or having any bearing on the Company or any of our Subsidiaries before any judicial forum and involving an amount not exceeding 0.50 % of the profit after tax of our Company on a standalone basis as at the end of March 31 of the last full financial year, shall not be considered material. Accordingly, civil litigation involving an amount not exceeding ₹ 26.85 million have not been disclosed in this section. However, in the event of civil litigation wherein a monetary liability is not quantifiable, such litigation shall be considered as material only in the event that the outcome of such litigation has a bearing on the operations or performance of our Company or any of our Subsidiaries. Our Board considers dues owed by our Company to small scale undertakings and other creditors exceeding 2% of our total trade payables (on a standalone basis) i.e. ₹ 45.13 million, as per the restated standalone financial statements of the Company for the last full financial year, as material dues for our Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution dated April 18, 2018.

Further, except as stated in this section, there are no (i) inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company or Subsidiaries in the preceding five years the date of this Draft Red Herring Prospectus, (ii) fines imposed or compounding of offences against our Company or Subsidiaries, in the five years preceding the date of this Draft Red Herring Prospectus (iii) material frauds committed against our Company in the preceding five years from the date of this Draft Red Herring Prospectus; (iv) proceedings initiated against our Company for economic offences, (v) defaults in respect of dues payable; and (vi) litigation or legal actions against our Promoters by any ministry or government department or statutory authority during the five years immediately preceding the date of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR COMPANY

I. Litigation against our Company

Criminal Proceedings

1. Our Company filed a complaint dated July 5, 2017 against one of our former employees ("**Accused Employee**") alleging that the Accused had fraudulently benefitted B R Constructions, in connivance with the proprietor of B R Constructions (together with the Accused Employee, the "**Accused Persons**"). The Company filed a complaint dated July 5, 2017 with the Superintendent of Police, Udaipur ("**SP**") in relation to the alleged fraud and misappropriation of funds praying that the SP take appropriate action against the Accused Persons. The FIR bearing 403/2017 dated November 16, 2017 ("**FIR**") under sections 408 and 420 of the IPC was filed against the Accused Persons, at the Govardhan Vilas Police Station, Udaipur, reporting an alleged fraud and misappropriation of funds of ₹ 11.1 million from our Company's bank account. The Accused Persons filed two applications before High Court, Jodhpur bench, under Section 482

of Code of Criminal Procedure Act, 1973 bearing number 4517 of 2017 and bearing number 4467 of 2017 (together the "**Quashing Petitions**") seeking quashing of the FIR. The Accused Persons had applied for a stay application on their arrest and the High Court, Jodhpur bench had allowed for stay of proceedings under the FIR. The matter is currently pending.

Civil Proceedings

1. A civil writ petition (the "**Writ Petition**") bearing number 2015 of 2014 has been filed before the High Court of Rajasthan at Jodhpur (the "**High Court**") by Sharwan Kumar Kothari and others (collectively the "**Petitioners**"), against the State of Rajasthan, our Company and others, under Article 226 of the Constitution of India, alleging that the excavation of sand for development of the Jodhpur – Pali Highway, being carried out by our Company pursuant to a short term mining license granted to our Company by the Mines and Geology Department, Jodhpur, on the plot of land situated at Khasra No. 870 in village Kankani in tehsil Luni, Jodhpur (the "**Mined Land**") situated near a plot of agricultural land owned by the Petitioners (the "**Petitioners' Property**"), may cause damage to the Petitioners' Property as a consequence of bank erosion due to the proximity of the Mined Land to the Luni river. The Petitioners have also alleged that our Company failed to seek the permission of the Petitioners for using their property as an approach road to the Mined Land. The Petitioners, vide the Writ Petition have prayed that the High Court issue a writ or pass an order for quashing of the mining license issued to our Company and further direct our Company to restore the land to the position it was in prior to excavation. Our Company has filed a reply to the Writ Petition seeking dismissal of the same. The matter is currently pending.

2. A civil miscellaneous writ petition (the "**Writ Petition**") bearing number 231 of 2016 has been filed before the High Court of Rajasthan at Jodhpur, by Noratmal Joshi (the "**Petitioner**") against our Company and others (collectively, the "**Respondents**") under Article 226 of the Constitution of India, wherein it has been alleged that our Company had constructed a toll 'naka' on land that was in excess of the land acquired by them, and was in fact land owned by Petitioner. Moreover, due to the said construction, the passage to the Petitioner's land has been blocked. Accordingly, the Petitioner, vide the Writ Petition has prayed that the Respondents be directed (by way of writ order or direction) to free the land belonging to the Petitioner, to remove the boundary walls and poles of the toll 'naka' that has been constructed on the land of the Petitioner, and to ensure that the Petitioner's access to his properties is not blocked in any manner by the Respondents. The Petitioner has also filed a stay application before the High Court, praying that pending disposal of the Writ Petition, entry into the land of the Petitioner not be impeded in any manner. The matter is currently pending.

3. A civil writ petition bearing number 8351 of 2016 has been filed by Rukshana and others (collectively, the "**Petitioners**") in 2016 against our Company and others ("**Respondents**") before the High Court of Judicature for Rajasthan at Jodhpur praying for, inter alia, issue of a writ of certiorari and quashing of the order dated June 10, 2016 passed by the Additional District Judge, Jaitran, alleging that acquisition of land in relation to one of the projects awarded to our Company was not carried out in accordance with applicable laws, along with an application for temporary injunction restraining the Respondents from carrying out further construction work at the site. The matter is currently pending.

4. A civil miscellaneous writ petition (the "**Writ Petition**") bearing number 12637 of 2016 has been filed before the High Court of Rajasthan at Jodhpur "**High Court**"), by Jwala Pratap and others (the "**Petitioners**") against the Union of India, through Ministry of Road Transport and Highways, the National Highways Authority of India, our Company and others (collectively, the "**Respondents**"). The Petitioners had filed a civil suit before the Civil Judge, Barr requesting for injunction on the alleged unlawful encroachment by the Respondents of the Petitioner's residential plot. The Petitioners in the Writ Petition had challenged the order dated June 10, 2016 passed by the Additional District Judge, Jaitaran ("**Order**") wherein the Respondents were allowed to carry on with the construction on the Petitioner's residential plot, for the widening of National Highway No. 458. Accordingly, the Petitioners, vide the Writ Petition has prayed that the Order be set aside and that the Respondents be directed to free the land belonging to the Petitioners and to ensure that the Petitioners' access to his properties is not blocked in any manner by the Respondents. The Petitioners have also filed a stay application before the High Court against the Order. The matter is currently pending.

5. Our Company received a notice of appearance from the High Court, Shimla ("**High Court**") to appear as a respondent in a writ petition filed by Kuldeep Singh against the NHAI and others, wherein he raised

certain issues in relation to, *inter alia,* handing over of land acquired, removal of unauthorised occupation pursuant to the work being conducted by us at Parwanoo to Solan Road. The High Court impleaded us as a party vide its order dated June 2, 2017 as our Company is the principle contractor at Parwanoo-solan site. The matter is currently pending.

6. A civil writ petition bearing number 4660 of 2018 has been filed by Dheeraj Singla (the "**Petitioner**") against our Company and others ("**Respondents**") before the High Court of Rajasthan at Jodhpur praying for, *inter alia,* (i) issue of the appropriate writ for quashing of the order dated September 1, 2017 (the "**Impugned Order**") passed by the Competent Authority (NH) and Land acquisition officer, Suratgarh, alleging that the Impugned order was passed without determining appropriate compensation payable to the Petitioner and certain others; and (ii) that the Respondents vacate and remove their possession from the land of the Petitioner, except to the extent allegedly acquired. The matter is currently pending.

7. B R Construction, a proprietary concern of Piyush Pareek ("**Petitioner**") had filed a petition (the "**Petition**") before the NCLT, Ahmedabad Bench ("**NCLT Bench**") with a request to initiate corporate insolvency proceedings in respect of our Company, claiming that it was a corporate debtor of the Company, claiming an aggregate amount of ₹ 52.27 million. The NCLT Bench had, vide its order dated January 24, 2018 (the "**Order**"), dismissed the Petition, in light of the pre-existing dispute between the Petitioner and our Company. Pursuant to the Order, the Petitioner has filed appeal against the Order before the National Company Law Appellate Tribunal, New Delhi praying that, *inter alia,* the Order is quashed and set aside; and that corporate insolvency resolution proceedings be initiated against our Company. The matter is currently pending.

8. A civil writ petition bearing number 5498 of 2018 has been filed by Bhanwar Singh, (the "**Petitioner**") against our Company and others ("**Respondents**") before the High Court of Rajasthan at Jodhpur against the proposed construction of a bye-pass road on land owned by the Petitioner ("**Land**"), alleging that the Petitioner was afforded the opportunity of a public hearing as required under law in respect of the acquisition of the Land for the proposed construction. The Petitioner has, inter alia, prayed that the proposed construction be declared illegal and consequently, the Respondents be directed to not take possession of the Land. The matter is currently pending.

Appeals against Arbitration Awards

1. The State of Rajasthan and the project director, Rajasthan Urban Infrastructure Development Project ("**Project Director**") (collectively, "**the Respondents**") have filed an application bearing number 1352 of 2010 before the Court of District Judge, Jaipur in 2010 praying that the award of ₹ 37.89 million, along with interest at 18 per cent per annum awarded in favour of our Company be rejected and the counter claim amounting to ₹ 9.76 million, filed by the Respondents in the arbitration proceedings be admitted. The matter is currently pending.

   For further details of this matter, please refer to "*Outstanding Litigation and Material Developments – Litigation involving our Company - Litigation filed by our Company*" on page 491.

Notices from Statutory Authority

1. Our Company is in receipt of a show cause notice dated November 20, 2017 ("**SCN**") issued by Assistant Geological-cum-mining officer, Solan for unlawful operation of stone crusher unit near Samlech, Himachal Pradesh along the under construction Parwanoo-Solan National Highway. Our Company filed a reply letter dated February 9, 2018 clarifying to the Mining Officer, Mining Department, Solan ("**Mining Officer**") that pursuant to discussions with the Mining Officer, the Company had paid ₹ 0.13 million as compounding fee and requested that the matter be closed by issuing a 'No dues Certificate' in favour of the Company. Our Company in the meanwhile also procured the consent to operate certificate dated January 1, 2018, from the Himachal Pradesh State Pollution Control Board for purposes of operating a stone crusher at village Samlech.

2. An application was filed by the Patwari Halka No. 405, village Barkheda Hada before Tehsildar, **Neemuch** ("**Tehsildar**") alleging that Ashoka Buildcon Limited and our Company were illegaly excavating soil and operation on Government land situated at survey no. 403 rakba. On basis of such an application the Tehsildar registered a case bearing number 23/B-21/2008-2009 against our Company before the mining officer, Madhya Pradesh ("**Mining Officer**") On receipt of report from the Mining Officer, case bearing

number 07/A-67/2010-11 was initiated against Ashoka Buildcon Limited and our Company, before Sub divisional Magistrate, Department of Revenue, Neemuch ("**SDM**"). Tehesildar issued a show cause notice dated January 19, 2011 ("**SCN**") against our Company, as under the Madhya Pradesh Land Revenue Code, 1959 and ordered to pay a penalty for a sum of ₹ 5.13 million as under section 53 of the Minor Mineral Rules, 1996 ("**Rules**"). Our Company filed a reply to the SCN, however the SDM, vide order dated July 31,2017 passed an order ("**Impugned Order**") of penalty of ₹ 5.13 million against our Company towards mining royalty. Our Company, has filed an appeal bearing number 135/2017 ("**Appeal**") before the Director, Mines Mineral Department, Bhopal, Madhya Pradesh ("**Authority**") against the said order of the SDM and has submitted that the Impugned Order was passed without giving reasonable opportunity to our Company and that it is also violative of the set provisions of the Rules. The Authority has called for the record and the Appeal is pending.

II. Tax proceedings

Direct Tax

S. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)
1.	Income Tax	5	206.84

Indirect Tax

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)
1.	Entry Tax	3	28.45
2.	Customs, Excise duty and Service Tax	5	43.30
3.	VAT	6	26.29

III. Litigation filed by our Company

Complaints/FIR filed by our Company

1. Our Company, through its Assistant Manager - Legal, filed two complaints dated December 25, 2017 ("**Complaints**") against one of our former employees and two of our vendors (collectively, the "**Accused**") under sections 406, 408, 420, 467, 468, 471 and 120(B) of the IPC and Section 65 of Information and Technology Act, 2000, at the Bavla Police Station, Bavla, Ahmedabad, reporting alleged fraud, forgery and misappropriation of funds. The investigation is ongoing on the Complaints and the FIR is yet to be registered.

Criminal Proceedings

1. Our Company has filed a complaint (the "**Complaint**") before the Special Judicial Magistrate (N.I. Act), Udaipur bearing number 1233 of 2009 against Khubi Construction Company ("**KCC**") and its partners Narendra Kumar and Vimal Kumar (collectively, the "**Defendants**") under Section 138 of the Negotiable Instruments Act,1881, in 2012 alleging that KCC had purchases emulsified bitumen from our Company and accordingly submitted a cheque for ₹ 0.26 million (the "**Cheque**") as payment, which on being submitted to the bank on multiple occasions, was returned on account of insufficient funds. Our Company has requested, vide the Complaint that the Defendants be punished rigorously and orders be issued to direct the Defendants to pay our Company twice the amount of the Cheque.

2. Our Company has filed a complaint (the "**Complaint**") before the Special Judicial Magistrate (N.I. Act), Udaipur against M/s. Naveen Construction Company ("**NCC**") and its proprietor Shambu Singh Chauhan the (together with NCC, the "**Defendants**") under Section 138 of the Negotiable Instruments Act,1881. Our Company has alleged that NCC had purchases emulsified bitumen from our Company and accordingly submitted a cheque for ₹ 0.02 million (the "**Cheque**") as payment, which on being submitted to the bank on multiple occasions, was returned due to closure of the Defendants' bank account. Our Company has requested, vide the Complaint that the Defendants be punished rigorously and orders be issued to direct the Defendants to pay our Company twice the amount of the Cheque.

Civil Proceedings

1. Our Company has filed rectification applications against Bitchem Ashplat Private limited (**'Bitchem'**) for rectification of register or removal of trademark, 'COLDMIX' bearing number 1798798, trademark 'PMB' in class 19, bearing number 1983358 and trademark 'CRMB' bearing number 1983357 from trademark register. In the two rectification applications dated February 3, 2017 our Company has alleged that Bitchem cannot claim registered trade mark over generic industry term like Polymer Modified Bitumen ("**PMB**") and Crumbed Rubber Modified Bitumen ("**CRMB**") as it is not capable of acquiring distinctiveness and cannot be registered under Section 9 of the Trademark Act, 1999 ("**Act**"). The Company has made an application under Section 57 of the Act, claiming that such registration is violative of the Act. Bitchem filed a counter statement dated September 20, 2017 submitting that they have been rightfully using the trademark 'PMB' and 'CRMB' since July 12, 2005. The matters are pending for hearing before Registrar of Trademarks, Kolkata.

Arbitration Proceedings

1. Our erstwhile subsidiary, SEL filed an arbitration proceeding, against NHAI ("**Respondent**"), over claims of violation of the terms of the Concession Agreement dated June 14, 2010 executed between SEL and NHAI ("**Concession Agreement**"), before an arbitral tribunal instituted according to the Concession Agreement (**"Tribunal**"). The dispute concerns the two laning of Shillong by- pass connecting National Highway 20 and National Highway 44. SEL has made claims including, inter alia, loss of interest on first and subsequent annuities due to deferment of provisional certificate, interest for delay in payment for change in scope of items executed at site, reimbursement of payment to local farmer for crop damage, interest for delay in payment of invoice for first annuity, interest for delay in payment of bonus, interest for delay in additional bonus accounting for delay in completion due to delays attributable to authority, aggregating to a total claim of ₹ 173.31 million (along with applicable interest) against the Respondent, which if awarded in favour of SEL, will be payable to our Company.

2. Our Company has initiated arbitration proceeding, against Public Works Department, Uttar Pradesh ("**PWD**" or "**Respondent**"), over claims of violation of the terms of an EPC agreement dated April 28, 2014 executed between our Company and PWD ("**EPC Agreement**") for rehabilitation and up-gradation of Bahraich to Rupaidiha section of National Highway 28C for a project length of 51.20 kms, before an arbitral tribunal instituted according to the EPC Agreement ("**Tribunal**"). In its statement of claim dated August 18, 2017 submitted before the Tribunal, the Company has brought claim of ₹ 226.83 million, which includes claims towards, inter alia, amount receivable towards full reconstruction of pavement from sub-grade layer instead of from WMM layer, construction of additional box culvert at 102.667 km ,construction of additional length of 26.2 m project Highway from 152 plus 847 km to 152 plus 895 km ,construction of four additional bus bays and drains at three locations, construction of additional span of 24m of ROB at 135.055 km, damage for delay in approval of GAD, opportunity loss for delay in approval of GAD, non-receipt of bonus entitlement, amount receivable due to change in law, interest on unpaid amount, declaration of a revised contract price, non-receipt of maintenance payment statement, pendent lite and future interest and arbitration cost before the Tribunal.

3. Our Company had initiated arbitration proceedings (the "**Arbitration Proceedings**") in 2009 before a sole arbitrator against the State of Rajasthan and the project director, Rajasthan Urban Infrastructure Development Project ("**Project Director**") (collectively the "**Respondents**") in relation to the contract entered between our Company and the Project Director on January 10, 2003 (the "**Contract**"), due to various reasons which inter alia, consisted of delay in handing over possession of the project site, increase in cost of work, idling of resources of our Company during execution of the Contract and loss of profit on account of certain works being deleted from the scope of the Contract. The sole arbitrator vide award dated September 13, 2009 ("**Award**"), awarded ₹ 37.89 million in favour of our Company and ₹ 7.79 million against our Company. The Respondents filed an application bearing arbitration application before the Court of District Judge, Jaipur under Section 34 of the Arbitration and Conciliation Act, 1996 praying that the Award be rejected and the counter claim amounting to ₹ 9.76 million, filed by the Respondents in the Arbitration Proceedings be admitted. Additionally, our Company has filed an objection petition against the Award (the "**Petition**") before the Court of District and Session Judge, Jodhpur, against the Respondents, under Section 34 of the Arbitration and Conciliation Act, 1996, praying that (i) RUIDP be ordered to pay ₹ 7.42 million towards certain amounts claimed by our Company under the Arbitration Proceedings that did not form part of the Award, and costs incurred towards the Petition, and (ii) certain parts of the Award, that were awarded in favour of RUIDP (which included liquidated damages and costs amounting to ₹ 7.79

million) be quashed. The matter has thereafter been transferred to Commercial Court, Jaipur and is currently pending.

IV. Details of dues to creditors and small scale undertakings

Our Company had outstanding trade payables amounting to ₹ 1,818.48 million as on December 31, 2017. Our Board considers outstanding dues exceeding 2% of our outstanding trade payables (on a standalone basis, as of March 31 of the previous financial year), to small scale undertakings and other creditors, as material dues for our Company.

As per the policy of our Board, our Company owed ₹ 798.49 million to six creditors who were considered material as of December 31, 2017. Further, there are no outstanding dues owed by our Company to medium and small enterprises as on December 31, 2017.

The details pertaining to the outstanding dues towards such creditors exceeding ₹ 45.13 million as on December 31, 2017, are available on the website of our Company at http://grinfra.com/wp-content/uploads/2018/04/Details-of-Materials-Creditors.pdf. The details in relation to the material creditors available on the website of our Company do not form a part of this Draft Red Herring Prospectus.

V. Inquiries, investigations etc. instituted under the Companies Act

Except as disclosed below, there have been no inquiries, inspections or investigations initiated or conducted against our Company under the Companies Act, prosecutions filed (whether pending or not) in the last five years immediately preceding the year of issue of this Draft Red Herring Prospectus:

1. The RoC Rajasthan had passed an adjudication order dated September 1, 2016 ("**Adjudication Order**") imposing penalties of ₹ 250.00 million on our Company, ₹ 50.00 million on Vinod Kumar Agarwal and ₹ 10.00 million on each of Purshottam Agarwal, Ajendra Agarwal, Anil Bijayraj Bhandari, Praveen Sethia and Shweta Mehta on account of delayed filing of Form PAS 4 and Form PAS 5 in relation to 1,500 non - convertible debentures issued by our Company in August 2015. Additionally, the RoC Rajasthan has directed our Company to refund the subscription amount of ₹ 1,500.00 million raised against the non convertible debentures, along with interest, if any, to the subscribers within a period of 30 days from the date of the Adjudication Order. Our Company had filed an appeal before the Regional Director, Ministry of Corporate Affairs at Ahmedabad ("**Regional Director**") on September 29, 2016 in response to the above Adjudication Order, in which it was submitted to also consider the said appeal on behalf of other parties named in the Adjudication Order ("**Appeal**"). Subsequently, the Regional Director, pursuant to its order dated November 22, 2016, disposed off the Adjudication Order. The matter accordingly has been closed.

VI. Fines imposed or compounding of offences

Except as disclosed below, there have no fines have been imposed on our Company or compounding of offences committed by our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus:

1. Our Company has filed an application dated September 24, 2016 with the Secretary, Ministry of Corporate Affairs, Government of India under Section 460 of the Companies Act, 2013 for condonation of delay in the filing of Form MGT-14, in relation to the Board resolution dated July 31, 2015 for issue of certain NCDs on a private placement basis, with the RoC Rajasthan. Our Company had prayed that for condonation of the delay in filing, which was granted vide order dated March 27, 2017 issued by the Assistant Director, RoC Rajasthan.

VII. Material Fraud against our Company in the last five years

Except as disclosed in this section, there have been no material frauds committed against our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus.

VIII. Pending proceedings initiated against our Company for economic offences

There are no proceedings initiated against our Company for any economic offences.

IX. Non-payment of statutory dues

Other than as disclosed in the restated standalone financial statements of our Company as on December 31, 2017 there are no outstanding defaults in relation to statutory dues payable, dues payable to holders of any debentures (including interest) or dues in respect of deposits (including interest) or any defaults in repayment of loans from any bank or financials institution (including interest).

X. Material Developments

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 439**,** there have not arisen, since the date of the last Restated Financial Statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

LITIGATION INVOLVING OUR DIRECTORS

Other than as stated below and elsewhere in this section, our Directors are not involved in any criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation:

I. Litigation against our Directors

A. Vinod Kumar Agarwal

Nil

B. Ajendra Agarwal

Nil

C. Anand Bordia

1. A criminal complaint has been filed by Rameshwara Jute Mills Limited (the "**Complainant**") against some of the directors of Birla Corporation Limited ("**BCL**"), including Anand Bordia (collectively, the "**Accused**"), before the Chief Metropolitan Magistrate, Bankshall Court, Kolkata in 2010. The Complainant is a shareholder of BCL and has alleged that the carrying on of the business of money market / treasury operations and trading in finance through BCL by the Accused is beyond the scope of the objects clause of the memorandum of association of BCL. Further, the Complainant has prayed that action be taken against the Accused in respect of this ultra vires act under various provisions of the Companies Act, 1956 and the Indian Penal Code, 1860. The matter is currently pending.

2. A company petition has been filed by Birla Education Trust and others (the "**Petitioners**") against Birla Corporation Limited ("**BCL**") and the directors of BCL, including Anand Bordia, before the Principal Bench of the Company Law Board, New Delhi (collectively, the "**Respondents**") in 2010. The Petitioners are shareholders of BCL and have alleged gross mismanagement, oppression, malfeasance and dereliction of duty on the part of the directors of BCL, further alleging that the directors of BCL have acted in breach of their fiduciary duties to BCL. The Petitioners have prayed for inter alia the reconstitution of the board of directors of BCL, and an injunction preventing the Respondent directors of BCL from interfering in the running of BCL. The matter is currently pending.

3. An FIR bearing number 0841 of 2017 has been filed before Police Station, New Agra, Utter Pradesh against inter alia, Jaypee Infrateck Limited, Jaypee Associates Limited ("**Developers**") and the directors of Jaypee Infrateck Limited at the time, including Anand Bordia, wherein it has been alleged there has been extraordinary delay in handing over possession of certain property allotted to the complainant by the Developers. The FIR has been registered under Section(s) 420, 406 and 120 B of the Indian Penal Code, 1860. The matter is currently pending.

4. An FIR bearing number 162 of 2017 has been filed before Police Station, Knowledge Park, District Gautam Budh Nagar (U.P.) against inter alia, Jaypee Infrateck Limited, Jaypee Associates Limited

("**Developers**") and the directors of Jaypee Infrateck Limited at the time, including Anand Bordia, wherein it has been alleged there has been extraordinary delay in handing over possession of certain property allotted to the complainant by the Developers. The FIR has been registered under Section(s) 420, 406, 467, 468, 471, read with 120 (b) of the Indian Penal Code, 1860. The matter is currently pending.

5. An FIR bearing number 33 of 2018 is filed before Police Station, Greater Kailash, District South Delhi (New Delhi) against inter alia, Jaypee Infrateck Limited, Jaypee Associates Limited ("**Developers**") and the directors of Jaypee Infrateck Limited at the time, including Anand Bordia, wherein it has been alleged that certain illegal sums of money were demanded from the complainant on various accounts in respect of the property allotted to her by the Developers. The FIR has been registered under Section 420 read with Section 34 of the Indian Penal Code, 1860. The matter is currently pending.

D. Desh Raj Dogra

Nil

E. Maya Swaminathan Sinha

1. Multiple cases have been filed against Core Education & Technologies Limited ("**CETL**") in 2015, under Sections 138 and 141 of the Negotiable Instruments Act, 1881 as a result of dishonour of several cheques which were issued by CETL towards repayment of the loan availed from Home Interiors Export Parks Limited. Maya Swaminathan Sinha was made party to these complaint cases by virtue of her being the executive director of CETL. She has ceased to be the executive director of CETL with effect from June 18, 2013 and has been granted permanent exemption from personal appearance in all the cases. The cases are currently pending.

2. Small Industries Development Bank of India ("**SIDBI**") has filed a case against Core Education & Technologies Limited ("**CETL**") under Section 138 and 141 of the Negotiable Instruments Act, 1881, as a result of dishonour of cheque issued by CETL towards repayment of a loan availed from SIDBI. Maya Swaminathan Sinha was made party to this complaint case by virtue of her being the executive director of CETL at the time. She has ceased to be the executive director of CETL with effect from June 18, 2013 and has been granted permanent exemption from personal appearance in this case. The case is currently pending.

3. Dhanlaxmi Bank Limited ("**Bank**") has filed a case against Core Education & Technologies Limited ("CETL") under Sections 138 and 141 of the Negotiable Instruments Act, 1881 as a result of dishonour of the cheque which was issued by CETL towards repayment of the loan availed from the Bank. Maya Swaminathan Sinha was made party to this complaint case by virtue of her being the executive director of CETL. She has ceased to be the executive director of CETL with effect from June 18, 2013 and has been granted permanent exemption from personal appearance in this case. The case is currently pending.

F. Chander Khamesra

Nil

II. Litigation by our Directors

A. Vinod Kumar Agarwal

Nil

B. Ajendra Agarwal

Nil

C. Anand Bordia

Nil

D. Desh Raj Dogra

Nil

E. Maya Swaminathan Sinha

Nil

F. Chander Khamesra

Nil

III. Tax Proceedings

Except as stated elsewhere in this section, our Directors are not involved in any tax proceedings.

LITIGATION INVOLVING OUR PROMOTERS

Other than as stated below and elsewhere in this section, our Promoters are not involved in any criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation:

I. Litigation against our Promoters

A. **Vinod Kumar Agarwal**

Nil

B. **Ajendra Agarwal**

Nil

C. **Purshottam Agarwal**

Nil

D. **Lokesh Builders Private Limited**

Nil

II. Litigation by our Promoters

A. **Vinod Kumar Agarwal**

Nil

B. **Ajendra Agarwal**

Nil

C. **Purshottam Agarwal**

Nil

D. **Lokesh Builders Private Limited**

Nil

III. Tax Proceedings

Except as disclosed elsewhere in this section, our Promoters are not involved in any tax proceedings.

IV. Litigation or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last five years.

Other than as disclosed below, there are no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any of our Promoters during the last five years immediately preceding the year of the issue of this Draft Red Herring Prospectus and no directions have been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action:

1. An income tax appeal (the "**Appeal**") was filed by the CIT – Central, Jaipur (the "**Appellant**") before the High Court of Rajasthan at Jodhpur (the "**High Court**") against Ajendra Agarwal challenging the order dated July 9, 2010, (the "**ITAT Order**") passed by the ITAT, Jodhpur Bench (the "**ITAT**") wherein the ITAT had cancelled a penalty amounting to ₹ 0.51 million (which was levied by the assessing officer through its order dated May 13, 2009 (the "**Penalty Order**") for alleged concealment of income during the AY 2006. The High Court vide its order dated January 28, 2016 dismissed the Appeal. The matter accordingly has been closed.

2. An income tax appeal (the "**Appeal**") was filed by the CIT – Central, Jaipur (the "**Appellant**") before the High Court of Rajasthan at Jodhpur (the "**High Court**") against Purshottam Agarwal challenging the order dated August 10, 2010, passed by the ITAT, Jodhpur Bench (the "**ITAT**") wherein the ITAT had overruled the determination of the Commissioner of Income Tax (Appeal), through the order dated May 13, 2009, and the assessing officer, through the assessment order dated December 29, 2008, that Purshottam Agarwal had allegedly concealed income of ₹ 3.77 million during the AY 2008, and that the assessment of income tax should consequently be made on an income of ₹ 5.64 million, as against an income of ₹ 1.87 million. The High Court vide its order dated January 28, 2016 dismissed the Appeal. The matter accordingly has been closed.

3. The Regional Labour Commissioner (Central), Ajmer, had filed a complaint against Vinod Kumar Agarwal, in his capacity as Director of our Company, before the Judicial Magistrate, Rajsamund, (the "**Magistrate**") in 2014 alleging various violations under the Contract Labour (Regulation and Abolition) Act, 1970 and Contract Labour (Regulation & Abolition) Central Rules, 1971 with respect to the project involving the development and operation of the Beawar-Gomti road. The Magistrate vide order dated August 1, 2016 directed Vinod Kumar Agarwal to pay a pecuniary penalty of ₹ 250 which has been paid. The matter accordingly has been closed.

4. The RoC Rajasthan had passed an adjudication order dated September 1, 2016 ("**Adjudication Order**") imposing penalties of ₹ 250.00 million on our Company, ₹ 50.00 million on Vinod Kumar Agarwal and ₹ 10.00 million on each of Purshottam Agarwal, Ajendra Agarwal, Anil Bijayraj Bhandari, Praveen Sethia and Shweta Mehta on account of delayed filing of Form PAS 4 and Form PAS 5 in relation to 1,500 non -convertible debentures issued by our Company in August 2015. Additionally, the RoC Rajasthan has directed our Company to refund the subscription amount of ₹ 1,500.00 million raised against the non convertible debentures, along with interest, if any, to the subscribers within a period of 30 days from the date of the Adjudication Order. Our Company had filed an appeal before the Regional Director, Ministry of Corporate Affairs at Ahmedabad ("**Regional Director**") on September 29, 2016 in response to the above Adjudication Order, in which it was submitted to also consider the said appeal on behalf of other parties named in the Adjudication Order ("**Appeal**"). Subsequently, the Regional Director, pursuant to its order dated November 22, 2016, disposed off the Adjudication Order. The matter accordingly has been closed.

LITIGATION INVOLVING OUR SUBSIDIARIES

I. Except as disclosed below, there are no litigation including criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation involving our Subsidiaries:

1. Our subsidiary, RSEL filed an arbitration proceeding, against NHAI ("**Respondent**"), over claims of violation of the terms of the Concession Agreement dated April 26, 2011 executed between RSEL and NHAI ("**Concession Agreement**"), before an arbitral tribunal instituted according to the Concession

Agreement. In its statement of claim dated January 11, 2017, the Company has brought a claim of total ₹ 1,003.65 million (along with applicable interest) against NHAI, which includes claims towards, inter alia, loss of bonus, interest on loss of bonus, deduction from payment of first annuity for 21 days for deferment of effective date of provisional certificate ("**COD**") , interest on delay in payment of additional first annuity, change in scope of work, interest for non-payment against change in scope, payment for maintenance of existing road, interest on payment for maintenance of existing road, damages payable to RSEL for delay in handing over ROW, loss of annuity due to delay in handing over the land, interest on damages payable to RSEL due to delay in handing over land. The matter is currently pending.

2. The Sub Registrar, Palsana, Sikar has served a notice dated August 24, 2016 on RSEL, seeking payment of stamp duty of ₹ 10.00 million and a surcharge of ₹ 2.00 million in relation to the concession agreement executed with the NHAI for the Reengus Sikar Project. The matter is currently pending

II. Inquiries, investigations etc. instituted under the Companies Act

There have been no inquiries, inspections or investigations initiated or conducted against our Subsidiaries under the Companies Act, prosecutions filed (whether pending or not) in the last five years immediately preceding the year of issue of this Draft Red Herring Prospectus.

III. Fines imposed or compounding of offences

There are no fines that have been imposed on our Subsidiaries or compounding of offences done by our Subsidiaries in the last five years immediately preceding the year of issue of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR GROUP COMPANIES

Our Group Companies are not involved in any criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation.

LITIGATION INVOLVING ANY OTHER PERSONS THAT MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR COMPANY

There is no pending litigation involving any other persons that may have a material adverse effect on our Company.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and, except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Offer and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake the Offer or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal frame work applicable to us, see "Key Regulations and Policies" beginning on page 212.

A. Approvals in relation to the Fresh Issue and Offer for Sale

1. The Board, pursuant to its resolution dated March 17, 2018, authorised the Fresh Issue subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

2. The Shareholders of our Company have, pursuant to their resolution dated March 24, 2018 under Section 62(1)(c) of the Companies Act, 2013, approved the Fresh Issue.

3. The Offer for Sale has been authorised by the Selling Shareholders. For details, see "*Other Regulatory and Statutory Disclosures*" on page 502.

4. The Board has taken on record the approval of the Offer for Sale by the Selling Shareholders in their meeting held on April 26, 2018.

5. In-principle approval from NSE dated [●].

6. In-principle approval from BSE dated [●].

7. Central Depository Services (India) Limited vide their letter dated December 21, 2015 intimated our Company about the activation of the ISIN for the purpose of availing depository services. The ISIN allotted to us is INE20P01014.

8. National Securities Depository Limited vide its letter dated September 1, 2015 intimated our Company about the activation of ISIN for the purpose of availing depository services with NSDL. The ISIN allotted to us by NSDL is INE20P01014.

B. Approvals for the business and operations of our Company

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities which include, approvals for operating as a contractor for road construction or civil works, approvals for carrying out mining related activities, registration under the Shops and Establishments Act, 1948, approval for the design of the projects undertaken by us, registration of contract labour employed at our project sites, registration of employees, factories, establishments under the Employees State Insurance Act, 1948, registration under the Building and Other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996, environmental approvals including consent to operate under the Air (Prevention and Control of Pollution) Act, 1981, consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and environmental clearances, tax related approvals. There are certain non-material consents, licenses, registrations, permissions and approvals that we obtain for our business, which include, approval for setting up a batching plant, approvals for our diesel generator sets, which we obtain from time to time. The requirement for such approvals for a particular project undertaken by us may vary based on factors such as the legal requirement in the state in which the project is being undertaken, the size of the projects undertaken and the type of project. Further, as the obligation to obtain such approvals arises at various stages in our projects and related assets, applications are filed and the necessary approvals are obtained at the appropriate stage.

We have obtained necessary consents, licenses, registrations, permissions and approvals from the governmental and regulatory authorities that are required for carrying on our present business. In the event, that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we apply for their renewal from time to time. Additionally, some of these consents, licenses, registrations, permissions and approvals from the governmental and regulatory authorities that are required for carrying on our present business are obtained by the concessioning authorities or entities, the terms and conditions of which, we are required to comply with. Our Company has received all the crucial clearances, licenses, permissions and approvals from required competent authority which are necessary for commencement of the activity for which the Net Proceeds are proposed to be utilised.

C. Pending approvals

Our Company has made applications to the relevant central or state government authorities for grant of certain material approvals, licenses, registrations and permits that are required to be obtained by our Company for undertaking its business or is in the process of making such applications.

The consents, licenses, registrations, permissions and approvals for which applications have been made by our Company are:

1. Application dated January 31, 2018 to the Member Secretary, Meghalaya Pollution Control Board, Shillong for renewal of consent to operate of Hot mix plant, Batching Plant, Mobile Hot Mix Plant and WMM plant along with the DG sets under Water (Prevention & Control of Pollution) Act, 1974 and under Air (Prevention & Control of Pollution) Act, 1981 for the project involving rehabilitation and upgradation of existing road to 2-lane with paved shoulders configuration in Jowai-Meghalaya/Assam Border section of NH-44 from Km 69.200 to Km 173.200 in the state of Meghalaya.

2. Application dated December 8, 2016 to the Assistant Labour Commissioner/Licensing Officer, Guwahati for ISMW license for employment under Contract Labour (Regulation & Abolition) Central Rules, 1970 for the project involving rehabilitation and upgradation of existing road to 2-lane with paved shoulders configuration in Jowai-Meghalaya/Assam Border section of NH-44 from Km 69.200 to Km 173.200 in the state of Meghalaya.

3. Application dated January 8, 2018 to the District Collector, Khambaliya, Devbhumi Dwarka for No Objection Certificate for establishing diesel consumer pump with storage facility at Khata No. 1822, Khasra No. 758, Village: Lamba, Tehsil: Kalyanpur, District: Devbhumi Dwarka (Gujarat) under Petroleum Rules, 2002 for the project involving four laning with paved shoulder of Porbandar – Dwarka section of NH-8E (Ext.) from Km 356.766 (design chainage Km 379.100) to Km 473.000 (design chainage Km 496.848) in the state of Gujarat.

4. Application dated March 9, 2018 to the District Magistrate/Collector, Porbandar District, Gujarat for No Objection Certificate for establishing storage facility with consumer pump of HSD (CL-B) 40 KL at Survey No. 1169, Khata No. 904, Village: Kuchadi, Tehsil: Porbandar, District: Porbandar (Gujarat) under Petroleum Rules, 2002 for the project involving four laning with paved shoulder of Porbandar – Dwarka section of NH-8E (Ext.) from Km 356.766 (design chainage Km 379.100) to Km 473.000 (design chainage Km 496.848) in the state of Gujarat.

5. Application dated February 12, 2018 to the Assistant Labour Commissioner for issue of labour license under Contract Labour (R&A) Act, 1970 for the project involving two laning with paved shoulders of Chhapara Gopalganj Section of NH-85 from km 0.00 to Km 94.258 (Design Chainage) [Total Design Length: 94.258 Kms] in the State of Bihar on EPC mode.

6. Application dated December 19, 2017 to the Assistant Director, Mines and Geology, Nalanda for permission for storage of minerals for the project involving two laning with paved shoulders of Biharsharif – Barbigha – Mokama Section of NH-82 from Design Chainage km 94.478 (Existing Chainage Km 119.320 of NH-31) to Km 149.053 (Exiting Chainage Km 149.020 of NH-82) [Total Design Length – 54.575 Km] in the State of Bihar on EPC mode.

7. Application dated April 20, 2018 to the Pollution Control Board, Assam for the renewal of the consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 for our manufacturing facility in Assam.

8. Application dated April 20, 2018 to the Director General, Bureau of India Standards for the renewal of the license under the Bureau of Indian Standards Act, 1986 and the Bureau of Indian Standards (Certification) Regulations, 1988, for the manufacturing facility of our Company in Assam.

9. Application dated February 15, 2018 to the Chief Inspector of Factories, Ahmedabad for the renewal of the licence under the Factories Act, 1948 for the manufacturing facility of our Company in Rajasthan.

10. Application dated April 25, 2018 to the Labour Department, Haryana for the license under the Punjab Shops and Commercial Establishments Act, 1958 for the Corporate Office of the Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by a resolution of the Board passed at their meeting held on March 17, 2018 and the Shareholders have approved the Fresh Issue by a special resolution passed in accordance with section 62 of the Companies Act, 2013, at the EGM held on March 24, 2018.

The Selling Shareholders are offering up to 11,225,343 Equity Shares as a part of the Offer for Sale. The Selling Shareholders have also confirmed that they are the legal and beneficial owners of the Equity Shares being offered under the Offer for Sale.

The Offer for Sale has been authorised by the Selling Shareholders as follows:

Sl. No.	Name of the Selling Shareholder	Date of board resolution/ Consent letter	Number of Equity Shares offered
1.	IBEF I	Board resolution dated April 25, 2018 and consent letter dated April 25, 2018	6,597,080
2.	IBEF	Board resolution dated January 23, 2018 and consent letter (from MOPE Investment Advisors Private Limited, it's investment manager) dated April 25, 2018	2,144,543
3.	LBPL	Board resolution dated April 26, 2018 and consent letter dated April 26, 2018	745,860
4.	Vinod Kumar Agarwal	Consent letter dated April 26, 2018	745,860
5.	Pradeep Kumar Agarwal	Consent letter dated April 25, 2018	500,000
6.	Kandoi Fabrics Private Limited	Board resolution dated April 25, 2018 and consent letter dated April 25, 2018	492,000

The Board has taken on record the approval of the Offer for Sale by the Selling Shareholders in their meeting held on April 26, 2018.

The Equity Shares offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the date of this Draft Red Herring Prospectus. The Selling Shareholders confirm that the Equity Shares being offered as part of the Offer for Sale have been held in compliance with Regulation 26(6) of the SEBI ICDR Regulations.

Our Company received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, our Group Companies or the persons in control of our corporate Promoter have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Each of the Investor Selling Shareholders severally and not jointly confirms that such Investor Selling Shareholder, has not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoters, our Directors or persons in control of our Company are or were associated as promoters, directors or persons in control have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of the entities that our Directors are associated with are engaged in securities market related business or are registered with SEBI.

There has been no action taken by the SEBI against our Directors or any entity in which our Directors are involved in as promoters or directors.

The listing of any securities of our Company or any of our Subsidiaries has never been refused at any time by any of the stock exchanges in India or abroad.

Prohibition by RBI

Neither our Company, nor our Promoters, relatives of our Promoters, Directors, Group Companies, nor the Selling Shareholders have been categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past and no such proceedings are currently pending against any of them.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations, as set forth below:

- Our Company has net tangible assets, as restated, of at least ₹ 30.00 million in each of the preceding three full years (of 12 months each), based on Restated Standalone Financial Statements. As a percentage of net tangible assets, the monetary assets, as restated, are not more than 50% based on Restated Standalone Financial Information for the full years ended March 31, 2015, March 31, 2016 and for the nine months period ended 31 December 2017;

- Our Company has a minimum average pre-tax operating profit of ₹ 150.00 million, calculated on a restated and consolidated basis, during the three most profitable years (being financial years ended March 31, 2017, March 31, 2016 and March 31, 2015) out of the immediately preceding five years being financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013;

- Our Company has a net worth, as restated, of at least ₹ 10 million in each of the three preceding full years (of 12 months each) being financial years ended March 31, 2017, March 31, 2016 and March 31, 2015 based on Restated Standalone Financial Statements;

- The aggregate of the proposed Offer size and all previous issues made in the same financial year is not expected to exceed five times the pre - Offer net worth of our Company as per the audited balance sheet of the preceding financial year on a standalone basis; and

- Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, pre-tax operating profit and net worth, derived from the Restated Standalone Financial Statements included in this Draft Red Herring Prospectus as at and for the last five Financial Years and the nine months ended December 31, 2017 are set forth below:

(*₹ in million*)

Particulars	**Nine months ended Deceber 31, 2017**	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2014**	**Fiscal 2013**
Standalone net tangible assets, as restated(1)	14,467.41	11,298.45	5,823.54	4,395.32	4,009.43	3,692.40
Standalone monetary assets, as restated(2)	3,360.12	6,735.12	1,233.31	725.16	289.17	478.06
Monetary assets, as restated as a % of net tangible assets, as restated	23.23%	59.61%	21.18%	16.50%	7.21%	12.95%
Standalone pre-tax operating profit, as restated(3)	3,768.97	4,827.97	1,856.45	526.02	551.36	846.06
Consolidated pre-tax operating profit, as restated(3)	3,971.72	5,503.89	2,645.94	1,128.39	979.09	1,038.50
Standalone net worth, as restated(4)	4,494.39	11,325.82	5,855.88	4,430.65	4,052.91	3,747.25

Consolidated net worth, as restated[4]	14,541.12	11,246.72	5,803.32	4,339.93	4,013.82	3,712.08

[(1)] *Restated 'net tangible assets' are defined as sum of the total assets of our Company excluding deferred tax assets (net) and intangible assets as defined in Ind AS 38 'Intangible Assets' deducted by total non-current liabilities and current liabilities excluding deferred tax liabilities (net), each on a restated basis.*

[(2)] *Restated 'monetary assets' include cash and cash equivalents, other bank balances including non-current portion of fixed deposits with banks and interest accrued thereon and quoted investments, each on a restated basis.*

[(3)] *Restated 'pre-tax operating profit' has been calculated as restated net profit before tax excluding exceptional items, other income and finance costs, each on a restated basis.*

[(4)] *Restated 'net worth' means the aggregate of the paid up share capital and other equity, each on a restated basis.*

** The monetary assets as at March 31, 2017 are more than 50% of the net tangible assets. However, our Company had utilized the monetary assets by December 31, 2017, towards firm commitments made prior to March 31, 2017.*

Our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 failing which the entire application monies shall be refunded forthwith in terms of Companies Act 2013, SEBI ICDR Regulations and any applicable laws.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, HDFC BANK LIMITED, IDFC BANK LIMITED, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND YES SECURITIES (INDIA) LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THEIR RESPECTIVE PROPORTION OF THE EQUITY SHARES OFFERED BY WAY OF THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 30, 2018 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE**

FINALISATION OF THE DRAFT RED HERRING PROSPECTUS DATED APRIL 30, 2018 PERTAINING TO THE SAID OFFER.

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

    a. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

    b. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

    c. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED (THE "SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID. - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER**

CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKER TO THE OFFER AND THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION OF THE EQUITY SHARES OF THE COMPANY; AND**

    b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE OFFER. - NOTED FOR COMPLIANCE**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC. - COMPLIED WITH**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. - COMPLIED WITH**

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR. - COMPLIED WITH

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, REPORTED IN ACCORDANCE WITH IND AS 24, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS, AS CERTIFIED BY M/S K. L. VYAS & COMPANY, CHARTERED ACCOUNTANTS, PURSUANT TO ITS CERTIFICATE DATED APRIL 30, 2018.

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. (IF APPLICABLE). – NOT APPLICABLE

In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in marketing of the Offer.

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Offer. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

The filing of this Draft Red Herring Prospectus does not absolve any of the Selling Shareholders from any liabilities to the extent of the statements made by each of them in respect of their proportion of the Equity Shares offered by such Selling Shareholders, as part of the Offer for Sale, under Section 34 or Section 36 of the Companies Act, 2013.

All legal requirements pertaining to the Offer have been complied with by the respective parties at the time of filing of this Draft Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with by the respective parties at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 32 of the Companies Act, 2013.

Caution - Disclaimer from our Company, the Selling Shareholders, our Directors and the BRLMs

Our Company, our Directors, the Promoter Selling Shareholder and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.grinfra.com, would be doing so at his or her own risk.

Each of the Investor Selling Shareholders, their respective directors and officers accept/ undertake no responsibility for any statements made by any other Investor Selling Shareholder other than those made in relation to them and to the Equity Shares offered by them respectively, by way of the Offer for Sale in the Offer.

Each of the Other Selling Shareholders accept/undertake no responsibility for any statements made by any Other Selling Shareholder other than those made in relation to them and to the Equity Shares offered by them respectively, by way of the Offer for Sale in the Offer.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders (in respect of themselves and the Equity Shares offered by such Selling Shareholders in the Offer for Sale) and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter, Promoter Group and the Selling Shareholders and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter, Promoter Group and the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Price information of past issues handled by the BRLMs

A. HDFC Bank Limited

1. Price information of past issues during current financial year and two financial years preceding the current financial year handled by HDFC Bank Limited:

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark] – 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar day from listing
1.	H.G. Infra Engineering Limited	4,620	270	March 9, 2018	270.00	+22.96% [+1.49%]	-	-
2.	HDFC Standard Life Insurance Company Limited	86,950.07	290	November 17, 2017	310.00	+30.16%[+1.02%]	+48.93% [+2.11%]	-
3.	AU Small Finance Bank Limited	19,125.14	358	July 10, 2017	525.00	+58.76%[+2.12%]	+65.20% [+2.23%]	+95.38% [+8.06%]
4.	Shankara Building Products Limited	3,450.01	460	April 5, 2017	555.05	+51.04% [+1.02%]	+80.91%[+3.78%]	+214.86% [+6.41%]
5.	Avenue Supermarts Limited	18,700.00	299	March 21, 2017	600.00	+145.08% [-0.20%]	+166.35%[+5.88%]	+264.38%[+11.31%]
6.	RBL Bank Limited	12,129.67	225	August 31, 2016	274.20	+27.07% [-2.22%]	+56.98% [-7.50%]	+107.91% [+1.26%]

Source: www.nseindia.com for price information and prospectus for issue details

1. *Opening price information as disclosed on the website of NSE*
2. *Change in closing price over the issue/offer price as disclosed on NSE*
3. *Change in closing price over the closing price as on the listing date for benchmark index i.e. NIFTY 50*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately after the trading holiday have been considered*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days*

2. Summary statement of price information of past public issues handled by HDFC Bank Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. Of IPOs trading at discount - 30th calendar day from			No. Of IPOs trading at premium - 30th calendar day from listing			No. Of IPOs trading at discount - 180th calendar day from listing			No. Of IPOs trading at premium - 180th calendar day from listing		
			Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%
2018 - 19*	NIL	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
2017 - 18	4	114,145.22	-	-	-	2	1	1	-	-	-	2	-	-
2016 - 2017	2	30,829.67	-	-	-	1	1	-	-	-	-	2	-	-

**The information is as on the date of this Draft Red Herring Prospectus*

B. IDFC Bank Limited

1. Price information of past issues during current financial year and two financial years preceding the current financial year handled by IDFC Bank Limited:

Sr. No.	Issuer Name	Issue Size (₹ Million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar day from listing
1.	HPL Electric & Power Limited	3,610.00	202.00	October 04, 2016	190.00	-14.75% [-2.91%]	-51.19% [-6.72%]	-37.77% [5.34%]
2.	Shankara Building Products Limited	3,450.01	460.00	April 05, 2017	545.00	51.25% [0.51%]	81.25% [4.16%]	214.30% [5.08%]
3.	Dixon Technologies (India) Limited	5,992.79	1,766.00	September 18, 2017	2,725.00	50.07% [0.57%]	97.90% [3.63%]	95.41% [2.32%]
4.	The New India Assurance Company Limited	95,858.23	800.00*	November 13, 2017	748.90	-27.66% [0.59%]	-8.29% [3.84%]	Not Available
5.	Khadim India Limited	5,430.57	750.00	November 14, 2017	730.00	-10.40% [0.06%]	-6.47% [3.47%]	Not Available
6.	HDFC Standard Life Insurance Company Limited	86,950.00	290.00	November 17, 2017	310.00	30.16% [1.02%]	48.93% [2.11%]	Not Available
7.	Shalby Limited	5,048.00	248.00	December 15, 2017	239.70	-3.57% [3.95%]	-11.51% [0.75%]	Not Available
8.	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	674.00	3.26% [3.48%]	4.65% [-2.02%]	Not Available

9.	Newgen Software Technologies Ltd	4,246.21	245.00	January 29, 2018	253.00	-0.29% [-5.34%]	Not Available	Not Available
10.	Amber Enterprises India Ltd	5,995.74	859.00**	January 30, 2018	1,180.00	27.40% [-5.31%]	Not Available	Not Available

** The offer price was 770.00 per equity share after a discount of ₹ 30 per equity share to retail individual bidders and eligible employees.*
*** The offer price was 774.00 per equity share after a discount of ₹ 85 per equity share to eligible employees.*

Notes:

i. *Source: www.nseindia.com and www.bseindia.com for the price information and prospectus/finalised basis of allotment for issue details.*
ii. *NSE was the designated stock exchange for the IPOs listed as item 1,5,6 & 7 and BSE was the designated stock exchange for the IPOs listed as item 2,3,4,8,9 & 10. Therefore, price information and benchmark index values have been/will be shown only for designated stock exchange. NIFTY and SENSEX have been used as the benchmark indices.*
iii. *In case of reporting dates falling on a trading holiday, values for the trading day, immediately following the trading holiday have been considered.*
iv. *Since 30, 90 and 180 calendar days, from listing date has not elapsed for certain IPOs, data for the same is not available.*

2. Summary statement of price information of past public issues handled by IDFC Bank Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Million)	No. of IPOs trading at discount - 30th calendar day from listing			No. of IPOs trading at premium - 30th calendar day from listing			No. of IPOs trading at discount - 180th calendar day from listing			No. of IPOs trading at premium - 180th calendar day from listing		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2018-2019*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-2018	9	219,468.50	-	1	3	2	2	1	-	-	-	2	-	-
2016-2017	1	3,610.00	-	-	1	-	-	-	-	1	-	-	-	-

**As on April 27, 2018*

Notes:

i. *Date of listing of equity shares has been considered for calculating total no. of IPOs in a particular financial year.*
ii. *The discount/premium has been/will be calculated based on the closing stock price.*
iii. *Since 30 and 180 calendar days, from listing date has not elapsed for certain IPOs, data for the same is not available.*

C. Motilal Oswal Investment Advisors Limited

1. Price information of past public issues during current financial year and two financial years preceding the current financial year handled by Motilal Oswal Investment Advisors Limited:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	MAS Financial Services Limited	4,600.42	459.00	October 18, 2017	660.00	28.45% [+0.71%]	35.80% [+4.79%]	31.55% [+3.11%]
2.	Dixon Technologies (India) Limited	5,992.79	1766.00	September 18, 2017	2,725.00	50.78% [+0.57%]	80.93% [+1.77%]	95.22% [+0.41%]
3.	AU Small Finance Bank Limited	19,125.14	358.00	July 10, 2017	530.00	53.60% [+1.40%]	71.80% [+2.14%]	95.38% [+8.06%]
4.	GTPL Hathway Limited	4,848.00	170.00	July 4, 2017	170.00	-13.32% [+4.16%]	-19.90% [+1.82%]	-2.94% [+9.54%]
5.	PSP Projects Limited	2,116.80	210.00	May 29, 2017	190.00	21.67% [-1.18%]	68.37% [+2.63%]	103.21% [+8.17%]
6.	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	152.94% [+0.16%]	166.35% [+5.88%]	263.80% [+10.57%]
7.	BSE Limited	12,434.32	806.00	February 3, 2017	1,085.00	10.51% [+1.79%]	24.21% [+7.08%]	32.41% [+15.34%]
8.	S.P. Apparels Limited	2,391.20	268.00	August 12, 2016	275.00	27.33% [+2.24%]	17.09% [-0.54%]	51.94% [+1.11%]
9.	Parag Milk Foods Limited	7,505.37	215.00	May 19, 2016	217.50	17.07% [+4.97%]	48.67% [+11.04%]	38.93% [+6.59%]

Source: www.nseindia.com

Notes:

i. *The S&P CNX NIFTY is considered as the Benchmark Index.*

ii. *Price on NSE is considered for all of the above calculations.*

iii. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*

iv. *In Parag Milk Foods Limited, the issue price to retail individual investor and employees was ₹ 203 per equity share after a discount of ₹ 12 per equity share. The Anchor Investor Issue price was ₹ 227 per equity share.*

2. Summary statement of price information of past public issues handled by Motilal Oswal Investment Advisors Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date	Nos. of IPOs trading at premium as on 30th calendar day from listing date	Nos. of IPOs trading at discount as on 180th calendar day from listing date	Nos. of IPOs trading at premium as on 180th calendar day from listing date

			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2018 – date*	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
2017-2018	5	36,683.15	NA	NA	1	2	1	1	NA	NA	1	3	1	NA
2016-2017	4	41,000.89	NA	NA	NA	1	1	2	NA	NA	NA	2	2	NA

Source: www.nseindia.com
** The information is as on the date of this Draft Red Herring Prospectus*
The information for each of the financial years is based on issues listed during such financial year.

D. YES Securities (India) Limited

1. Price information of past public issues during current financial year and two financial years preceding the current financial year handled by YES Securities:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% - change in closing price; +5.84% - change in closing benchmark	+128.62% - change in closing price; +2.61% - change in closing benchmark	+139.03% - change in closing price; +10.19% - change in closing benchmark
2	GTPL Hathway Limited	4,848.00	170.00	July 4, 2017	170.00	-13.32% - change in closing price; +4.16% - change in closing benchmark	-18.88% - change in closing price; +2.56% - change in closing benchmark	-3.68% - change in closing price; +8.55% - change in closing benchmark
3	Security and Intelligence Services (India) Limited	7,795.80	815.00	August 10, 2017	879.80	-1.88% - change in closing price; +1.89% - change in closing benchmark	+3.14% - change in closing price; +4.92% - change in closing benchmark	+45.54% - change in closing price; +6.90% - change in closing benchmark
4	Dixon Technologies (India) Limited	5,992.79	1,766	September 18, 2017	2,725.00	+50.78% - change in closing price; +0.57% - change in closing benchmark	+98.26% - change in closing price; +2.32% - change in closing benchmark	+92.73% - change in closing price; -0.58% - change in closing benchmark

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
5	Reliance Nippon Life Asset Management Company Limited	15,422.40	252.00	November 06, 2017	295.90	+1.21% - change in closing price; -3.90% - change in closing benchmark	+8.12% - change in closing price; +2.05% - change in closing benchmark	-
6	The New India Assurance Company Limited	96,000.00	800.00	November 13, 2017	750.00	-29.83% - change in closing price; -0.31% - change in closing benchmark	-7.81% - change in closing price; +3.08% - change in closing benchmark	-
7	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	+4.09% - change in closing price; +3.85% - change in closing benchmark	+6.27% - change in closing price; -2.83% - change in closing benchmark	-
8	Aster DM Healthcare Limited	9,801.37	190.00	February 26, 2018	183.00	-10.63% - change in closing price; -4.43% - change in closing benchmark	-	-
9	Bharat Dynamics Limited	9,609.44	428.00	March 23, 2018	370.00	-4.65% - change in closing price; +5.87% - change in closing benchmark	-	-
10	Lemon Tree Hotels Limited	10,386.85	56.00	April 9, 2018	61.60	-	-	-

Notes:

1. *Benchmark Index taken as CNX NIFTY*
2. *Price on NSE is considered for all of the above calculations*
3. *% change taken against the Issue Price in case of the Issuer. % change taken against closing CNX NIFTY Index on the day of the listing date.*
4. *The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day has been considered for the computation.*

2. Summary statement of price information of past issues handled by YES Securities:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-2019	1	10,386.85	-	-	-	-	-	-	-	-	-	-	-	-
2017-2018	9	161,206.66	-	1	4	2	-	2	-	-	1	2	1	-
2016-2017	2	15,125.00	-	-	1	1	-	-	-	-	-	1	-	1

Notes:

Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date.

The information for the financial year is based on issue listed during such financial year.

Track record of past issues handled by BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs, as set forth in the table below:

S. No.	Name of the BRLM	Website
1.	HDFC Bank Limited	www.hdfcbank.com
2.	IDFC Bank Limited	https://www.idfcbank.com/wholesale-banking/investment-banking/track-record-disclaimer.html
3.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
4.	Yes Securities (India) Limited	www.yesinvest.in

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, Systemically Important Non-Banking Financial Companies, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and to eligible non-residents including Eligible NRIs and FPIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to purchase Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, its Subsidiaries or the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act, "Rule 144A") in reliance on the exemption from registration requirements of the Securities Act provided by Rule 144A, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Prospective purchasers are hereby notified that the seller of the Equity Shares may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at the Office of the Registrar of Companies, Gujarat located at ROC Bhawan, Opp. Rupal Park Society, behind Ankur Bus stop, Naranpura, Ahmedabad, 380013, Gujarat.

Listing

Applications shall be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Selling Shareholders may forthwith repay (in proportion to the Equity Shares offered by each of them respectively, in the Offer), all monies received from the applicants in pursuance of this Draft Red Herring Prospectus as required by applicable law. If such money is not repaid within the prescribed time after our Company and the Selling Shareholders become liable to repay it, then our Company and every Director of our Company who is an officer in default shall, on and from the expiry of such period, be liable to repay the money, with interest as prescribed under the applicable laws. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent such delay has been caused solely by such Selling Shareholder.

Our Company and the Promoter Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within six Working Days of the Bid/Offer Closing Date. The Investor Selling Shareholders confirm that they shall provide assistance to our Company and the BRLMs, as may be reasonably required and necessary, for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.*"

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal advisors, lenders to our Company, Bankers to our Company; (b) Selling Shareholders; and (c) the BRLMs, the Syndicate Members, the Public Offer Bank(s), the Escrow Collection Bank(s), Refund Banker and the Registrar to the Offer to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with RoC.

Our Company has received written consent dated April 30, 2018 from the statutory auditors of our Company, namely, B S R & Associates LLP, Chartered Accountants to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports dated April 26, 2018 of the Statutory Auditor on the Restated Standalone Financial Statements and Restated Consolidated Financial Statements and Statement of Possible Tax Benefits Available to the Company and its Shareholders dated April 25, 2018 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has received written consent dated April 30, 2018 from our Statutory Auditor, namely, B S R & Associates LLP, Chartered Accountants, to include its name as required under section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to its examination reports, dated April 26, 2018 on the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements and the Statement of Possible Tax Benefits Available to the Company and its Shareholders dated April 25, 2018 and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

The term 'expert' and consent thereof, does not represent an expert or consent within the meaning under the Securities Act.

Offer Expenses

The expenses of the Offer include, among others, underwriting and management fees, selling commissions, bidding charges, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees, filing, auditor's fees and listing fees. For further details of Offer related expenses, see "*Objects of the Offer*" on page 129.

The Offer related expenses will be shared between our Company and the Selling Shareholders on a pro-rata basis in proportion of the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Selling Shareholders in the Offer for Sale.

Fees Payable to Syndicate

The total fees payable to Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the Syndicate Agreement, a copy of which will be available for inspection at the Registered Office. For details, see "*Objects of the Offer*" on page 129.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, see "*Objects of the Offer*" on page 129.

Fees Payable to the Registrar to the Offer

The fees payable by our Company and the Selling Shareholders to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated September 27, 2016 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer, a copy of which is available for inspection at the Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to Registrar to the Offer to enable it to send refund in any of the modes described in the Red Herring Prospectus or Allotment advice by registered post/speed post. For details, see "*Objects of the Offer*" on page 129.

Each Selling Shareholder will reimburse our Company for the expenses incurred in proportion to the Equity Shares sold by such Selling Shareholders in the Offer for Sale.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is an initial public offering of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any Equity Shares since inception of our Company.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Draft Red Herring Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is an initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Previous issues of the Equity Shares otherwise than for cash

Except as disclosed in "*Capital Structure*" on page 104, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Previous capital issue during the previous three years by listed group companies and subsidiaries of our Company

None of our Subsidiaries and Group Companies are listed on any stock exchange nor have they undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed group companies and subsidiaries of our Company

Our Company, Subsidiaries and Group Companies have not undertaken any previous public or rights issue. Our Subsidiaries have not undertaken any public or rights issue in the last ten years preceding the date of this Draft Red Herring Prospectus.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Outstanding Debentures or Bonds

Other than the NCDs issued by our Company, details of which have been disclosed in "*Financial Indebtedness*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 484 and 439 respectively, our Company does not have any outstanding debentures or bonds as of the date of this Draft Red Herring Prospectus.

Outstanding Preference Shares

Our Company does not have any outstanding preference shares as on date of this Draft Red Herring Prospectus.

Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of Investor Grievances

The agreement amongst the Registrar to the Offer, our Company and the Selling Shareholders provides for the retention of records with Registrar to the Offer for a period of at least three years from the last date of despatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant SCSBs or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations or the relevant Registered Broker if the Bid was submitted through Registered Brokers, as the case may be, giving full details such as name and address of the sole or the First Bidder, the Bid cum Application Form number, Bidders‘ DP ID, Client ID, PAN, number of the Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Registered Broker or the Designated Branch, as the case may be, where the ASBA Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs, Syndicate Members, RTA, CDPs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Bidder, Anchor Investor Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Anchor Investor, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Our Company estimates that the average time required by our Company or Registrar to the Offer or SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

For details of the Stakeholders' Relationship Committee, see "*Our Management*" on page 231.

Our Company has also appointed Sudhir Mutha, the Company Secretary of our Company, as the Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

G R Infraprojects Limited
GR House, Hiran Magri
Sector 11, Udaipur
Rajasthan – 313 002
India
Tel: +91 294 248 7370
Fax: +91 294 248 7749
Email: cs@grinfra.com

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Changes in auditors

There have been no changes in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the five years preceding the date of this Draft Red Herring Prospectus, except for the purposes of the bonus issue of Equity Shares as disclosed in "*Capital Structure*" on page 104.

Revaluation of Assets

Our Company has not re-valued its assets at any time during the five years preceding the date of this Draft Red Herring Prospectus.

SECTION VII: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the Memorandum of Association and Articles of Association, the SEBI Listing Regulations and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividend. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of Articles of Association*" on page 576.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum of Association and Articles of Association and provisions of the SEBI Listing Regulations. For further details in relation to dividends, see "*Our Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 259 and 576, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹ 5 and the Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs and will be advertised in [●] edition of the English national daily newspaper [●], [●] edition of the Hindi national daily newspaper [●] and [●] edition of Gujarati daily newspaper [●], Gujarati being the regional language of Gujarat, whsere our Registered Office is located, each with wide circulation, at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and the Memorandum of Association and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provisions of Articles of Association*" on page 576.

Option to receive Equity Shares in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated July 5, 2013 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated August 25, 2015 between CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [•] Equity Shares.

Period of operation of subscription list

See "*Terms of the Offer – Bid/Offer Programme*" on page 524.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, reserve the right not to proceed with the Offer at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a fresh issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/Offer Programme

BID/OFFER OPENS ON	**[●]***
BID/OFFER CLOSES ON	**[●]****

* *Our Company and the Investor Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid / Offer Opening Date in accordance with the SEBI ICDR Regulations.*

** *Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

The above timetable, other than the Bid/Offer Closing Date is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs.

While our Company and the Selling Shareholders (each, in respect of themselves and the Offer for Sale by them respectively) shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Investor Selling Shareholders, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend all support and co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares (offered by each such Selling Shareholder in the Offer for Sale) at all Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders, and and Eligible Employees bidding under the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in physical Bid cum Application Form, for a particular Bidder the details of the Bid file received from Stock Exchanges may be taken as final data for purposes of Allotment.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members.

Minimum Subscription

If our Company (i) does not receive the minimum subscription of 90% of the Fresh Issue, including through the devolvement to the Underwriters, as applicable our Company shall forthwith refund the entire subscription amount received within the timelines prescribed under applicable laws, failing which, the directors of our Company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of 15% per annum. This is further subject to the compliance with Rule 19(2)(b)(iii) of the SCRR. Further in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer will be not less than 1,000.

The requirement for minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. In case of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b)(iii) of the SCRR, our Company and the BRLMs shall first ensure Allotment of Equity Shares in the Fresh Issue followed by Allotment of Equity Shares offered by the Selling Shareholders in the following order of priority (i) Investor Selling Shareholders (ii) Kandoi Fabrics Private Limited; (iii) Pradeep Kumar Agarwal (iv) the Promoter Selling Shareholders. In case of any reduction in the size of the Offer for Sale by the Investor Selling Shareholders on account of under-subscription, the Equity Shares offered by IBEF I shall be in preference over and in priority to the Equity Shares offered by IBEF. The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with this Draft Red Herring Prospectus and SEBI ICDR Regulations.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, Promoter's Contribution and the Anchor Investor lock-in of Equity Shares as provided in "*Capital Structure*" on page 104 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of the Equity Shares of our Company and on their consolidation/ or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" on page 576.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A) in reliance on the exemption from registration requirements of the Securities Act provided by Rule 144A, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Prospective purchasers are hereby notified that the seller of the Equity Shares may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the Securities Act.

OFFER STRUCTURE

Offer of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating to ₹ 5,000 million by our Company and the Offer for Sale of up to 11,225,343 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders. The Offer comprises a Net Offer to the public of up to [●] Equity Shares and an Employee Reservation Portion of [●] Equity Shares (which shall not exceed 5% of the post-Offer Equity Share capital of our Company). In terms of Rule 19(2)(b)(iii) of the SCRR, the Net Offer will constitute at least 10% of the post-Offer paid up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion (5)
Number of Equity Shares available for Allotment(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders	[●] Equity Shares
Percentage of Offer size available for Allotment/allocation	Not more than 50% of the Net Offer size At least 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation to domestic Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs.	Not less than 15% of the Net Offer size or Net Offer less allocation to QIB Bidders (including Anchor Investors) and Retail Individual Bidders	Not less than 35% of the Net Offer size or Net Offer less allocation to QIB Bidders (including Anchor Investors) and Non-Institutional Bidders	Approximately [●]% of the Offer size
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares shall be allocated on a proportionate basis. For details, see "*Offer Procedure – Part B-Allotment Procedure and Basis of Allotment – Allotment to RIBs*" on page 566.(5)	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for

Particulars	QIBs[1]	Non Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion [5]
				value exceeding ₹ 200,000 up to ₹ 500,000 each.
Minimum Bid	Such number of Equity Shares, in multiple of [●] Equity Shares, that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares, in multiple of [●] Equity Shares, that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Offer size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Offer size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares, so that the Bid Amount does not exceed ₹ 500,000
Mode of Bidding	ASBA only (except for Anchor Investors)	ASBA only	ASBA only	ASBA only
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply[3]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FPIs other than Category III FPIs, VCFs, AIFs registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III FPIs	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)	Eligible Employees such that the Bid Amount does not exceed ₹ 500,000

Particulars	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion [(5)]
Terms of Payment [(4)]	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form			

* *Assuming full subscription in the Offer*

(1) *Our Company and Investor Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For details, see "Offer Procedure" on page* 530*.*

(2) *This Offer is being made in accordance with Rule 19(2)(b)(iii) of the SCRR, through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer will allocated to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Portion would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Non-residents such as FVCIs, multilateral and bilateral development financial institutions are not permitted to participate in the Offer.*

(4) *The Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment applicable to Anchor Investors, see "Offer Procedure – Part B - Section 7: Allotment Procedure and Basis of Allotment" on page 565.*

(5) *In case of oversubscription in Retail Category, maximum number of Retail Individual Bidders who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Bidders by the minimum Bid Lot ("Retail – Bid Lot Allottees"). The Allotment to Retail Individual Bidders will then be made in the following manner:*

(i) *In the event the number of Retail Individual Bidders who have submitted valid Bids in the Net Offer is equal to or less than Retail – Bid Lot Allottees, (i) all such Retail Individual Bidders shall be Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to those Retail Individual Bidders who have applied for more than the minimum Bid Lot, for the balance demand of the Equity Shares Bid by them (i.e. the difference between the Equity Shares Bid and the minimum Bid Lot).*

(ii) *In the event number of Retail Individual Bidders who have submitted valid Bids in the Net Offer is more than the Retail – Bid Lot Allottees, those Retail Individual Bidders, who will be Allotted the minimum Bid Lot shall be determined the basis of draw of lots. In the event of a draw of lots, Allotment will only be made to such Retail Individual Bidders who are successful pursuant to such draw of lots.*

Under subscription, if any, in any category except in the QIB Portion would be met with spill-over from the other categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") and CIR/CFD/POLICYCELL/11/2015 notified by SEBI (the "General Information Document") read with SEBI circular bearing number CIR/CFD/POLICYCELL/11/ 2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under section "Offer Procedure - Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and/or the accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process wherein not more than 50% of the Offer shall be Allotted on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Up to [●] Equity Shares shall be offered for allocation and Allotment on a proportionate basis to Eligible Employees in the Employee Reservation Portion. Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 500,000 (net basis). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (which shall be less the Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹ 200,000 and up to ₹ 500,000), shall be added to the Net Offer. All Bidders shall participate in the Offer mandatorily through the ASBA process, providing the details of their respective bank accounts, which will be blocked by SCSBs.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not

have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus will be available with the BRLMs, Syndicate Members and sub-syndicate members at the Bidding Centres, and Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians and Eligible NRIs applying on a non-repatriation basis^	White
Eligible NRIs, VCFs and FPIs, applying on a repatriation basis^	Blue
Anchor Investors**	White
Eligible Employee applying in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Form*

***Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs*

^ *Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSBs, where the Bidder has the ASBA account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by Promoters, Promoter Group, the BRLMs, the Syndicate Members and persons related to the Promoters/Promoter Group/BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for the Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

Our Promoter and members of our Promoter Group will not participate in the Offer except to the extent of the offered Equity Shares forming part of the Offer.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see "*Offer Procedure – Part B – General Information Document for Investing in Public Issues*" on page 544.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the first Bidder shall be an Eligible Employee;
(b) Made only in the prescribed Bid cum Application Form;
(c) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The maximum Bid in this category by an Eligible Employee cannot exceed ₹ 500,000;
(d) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form;
(e) Bid by Eligible Employees (subject to Bid Amount being up to ₹ 500,000) in the Employee Reservation Portion and in the Retail Portion shall not be treated as multiple Bids. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids. Our Company and the Selling Shareholders reserve the right to reject in their absolute discretion, all or any multiple Bids, in any or all portions;
(f) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand;
(g) The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000;
(h) Eligible Employees have the option to bid at Cut-off Price indicating their agreement to Bid and purchase at the Offer Price; and
(i) Eligible Employees can place their Bids by only using the ASBA process.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the BRLMs, Syndicate Members and sub-syndicate members at select locations as specified in the Bid cum Application Form. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-

Residents (blue in colour).

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III FPIs and unregulated broad based funds, which are classified as Category II FPI by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) such offshore derivate instruments shall not be issued to or transferred to persons who are resident Indians or NRIs or to entities beneficially owned by resident Indians or NRIs. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to the following conditions:

(a) offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

Bids by SEBI registered VCFs and AIFs

The SEBI AIF Regulations, *inter alia*, prescribe the investment restrictions on the VCFs and AIFs registered with SEBI.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up, and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Further, according to the SEBI Regulations, the shareholding of VCFs and Category I AIFs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing a draft offer document with SEBI.

Any application received from such category of investor(s) or application wherein a foreign address is provided by the depositories would be rejected.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs and FPIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which, our Company reserves the right to reject any Bid without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company, including overseas investments, cannot exceed 20% of the investee company's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with BRLM(s), may deem fit.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI (including in relation to investment limits) from time to time.

Restriction on Foreign Ownership of Equity Shares

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the FIPB and the RBI.

The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), issued the Consolidated FDI Policy Circular of 2017 ("**FDI Circular 2017**"), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) within India, to Indian institutional, non-institutional and retail investors in offshore transactions, as defined in and in reliance on Regulation S ("Regulation S") under the United States Securities Act of 1933, as amended (the "Securities Act"); and (ii) outside the United States of America and India, to institutional investors in offshore transactions in reliance on Regulation S under the Securities Act.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;

5. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

8. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum

Application Form;

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

11. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that you submit the revised Bids to the same Designated Intermediary through whom the original Bid was placed and obtain a revised acknowledgment;

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts, for investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same;

14. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

19. Ensure that the depository account is active, the correct DP ID, the Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name DP ID, Client ID and PAN available in the Depository database; and

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

22. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

23. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB

where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in); and

24. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not submit the Bid cum Application Forms to the Escrow Collection Bank (assuming that such bank is not a SCSB), our Company, the Selling Shareholder or the Registrar to the Offer (assuming that the Registrar to the Offer is not one of the RTAs);
7. Do not submit more than five Bid cum Application Forms per ASBA account;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law (including if you are a FVCI or, multilateral or bilateral development financial institution) or your relevant constitutional documents or otherwise;
13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per Demographic Details provided by the depository);
14. Do not Bid for shares more than specified by respective Stock Exchanges for each category;
15. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Draft Red Herring Prospectus;
16. Do not submit Bids to a Designated Intermediary unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Designated Intermediary to deposit the Bid cum Application Forms;
17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
18. If you are a QIB, do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date for QIBs;

19. Do not submit the General Index Register (GIR) number instead of the PAN;

20. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer

21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"
(b) In case of Non-Resident Anchor Investors: "[●]"

Pre – Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of English national newspaper [●], [●] editions of the Hindi national newspaper [●] and and [●] edition of the Gujarati daily newspaper [●] (Gujarati being the regional language of the State where our Registered Office is located), each with wide circulation. In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with the applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

***(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertakings by our Company

Our Company undertakes the following that:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- if our Company or Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges;
- if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, the Stock Exchanges and the RoC, as applicable, in the event our Company and/or any Selling Shareholder subsequently decides to proceed with the Offer;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Offer Closing Date will be taken;
- if Allotment is not made application money will be refunded/unblocked in ASBA Account within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15% per annum for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- promoters' contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees
- the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time; and
- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholders

The Promoter Selling Shareholders severally and not jointly undertake that:

- the Equity Shares being sold by them pursuant to the Offer for Sale, have been held by it in accordance with Regulation 26(6) of the SEBI ICDR Regulations, or issued pursuant to a bonus issue or issued pursuant to conversion of preference shares are fully paid-up and are in dematerialised form;

- the Equity Shares proposed to be sold/transferred by the Promoter Selling Shareholders pursuant to the Offer for Sale, is held by them or their trustee(s) for the benefit of and on behalf of the Promoter Selling Shareholder, as the case may be;
- they are the legal and beneficial owner of, and has full title to, the Equity Shares proposed to be sold/transferred by them pursuant to the Offer for Sale;
- the Equity Shares being sold by them pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the investors within the time specified under applicable law;
- they shall not offer, lend, pledge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;
- they shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares;
- they shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
- they shall deliver the Equity Shares being offered by it in the Offer into an escrow account two days prior to the filing of the Red Herring Prospectus with the RoC;
- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;
- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;
- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and
- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Undertakings by the Investor Selling Shareholders

Each Investor Selling Shareholder severally and not jointly undertakes that:

- the Equity Shares being sold by it pursuant to the Offer for Sale, have been held by it in accordance with Regulation 26(6) of the SEBI ICDR Regulations, or issued pursuant to a bonus issue or issued pursuant to conversion of preference shares are fully paid-up and are in dematerialised form;
- the Equity Shares proposed to be sold/transferred by each Selling Shareholder pursuant to the Offer for Sale, is held by it or its respective trustee for the benefit of and on behalf of such Selling Shareholder, as the case may be;
- it is the legal and beneficial owner of, and has full title to, the Equity Shares proposed to be sold/transferred by it pursuant to the Offer for Sale;

- the Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the investors within the time specified under applicable law;
- it shall not offer, lend, pledge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;
- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares;
- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
- it shall deliver the Equity Shares being offered by it in the Offer into an escrow account two days prior to the filing of the Red Herring Prospectus with the RoC;
- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;
- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;
- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and
- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Undertakings by the Other Selling Shareholders

Each Other Selling Shareholder severally and not jointly undertakes that:

- the Equity Shares being sold by it pursuant to the Offer for Sale, have been held by it in accordance with Regulation 26(6) of the SEBI ICDR Regulations, or issued pursuant to a bonus issue or issued pursuant to conversion of preference shares are fully paid-up and are in dematerialised form;
- the Equity Shares proposed to be sold/transferred by each Selling Shareholder pursuant to the Offer for Sale, is held by it or its respective trustee for the benefit of and on behalf of such Selling Shareholder, as the case may be;
- it is the legal and beneficial owner of, and has full title to, the Equity Shares proposed to be sold/transferred by it pursuant to the Offer for Sale;
- the Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the investors within the time specified under applicable law;
- it shall not offer, lend, pledge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;
- it shall provide such reasonable support and extend such reasonable co-operation as may be required by

our Company for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares;

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
- it shall deliver the Equity Shares being offered by it in the Offer into an escrow account two days prior to the filing of the Red Herring Prospectus with the RoC;
- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;
- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;
- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and
- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Utilisation of Offer proceeds

The Board of Directors certify that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;
- the utilisation of monies received under the Promoters' contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- the details of all unutilised monies out of the funds received under the Promoters' contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009**")

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is inter-alia required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

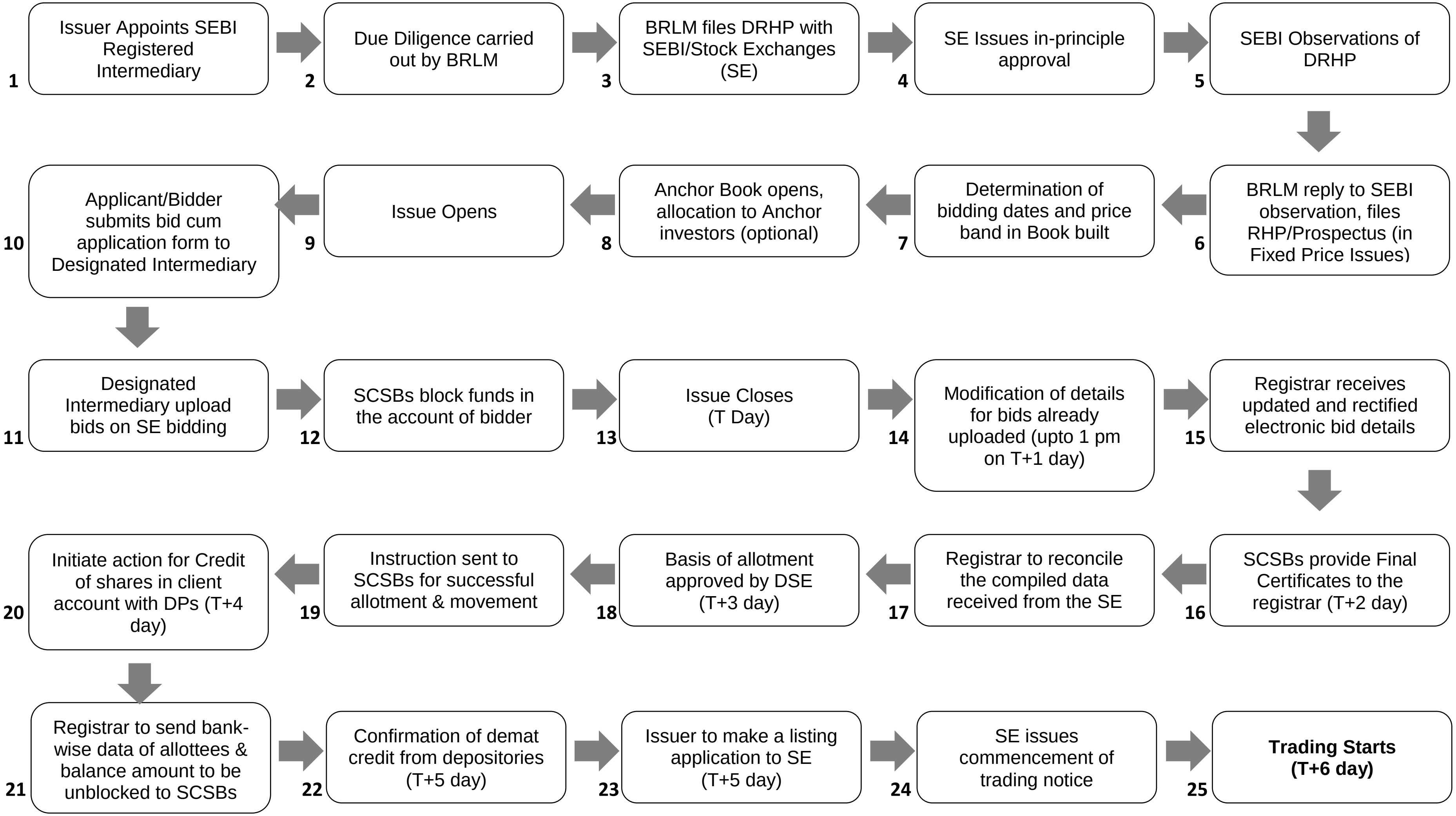
The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. [Bidders/Applicants may note that this is not applicable for Fast Track FPOs.]:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
    i. Step 7: Determination of Issue Date and Price
    ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE
18 Basis of allotment approved by DSE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIBs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Book Running and Lead Managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs or foreign individuals bidding under the QIB), FPIs, on a repatriation basis	Blue
Eligible Employees	[●]

Category	Colour of the Bid cum Application Form
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	White

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

*HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

ASBA Bank A/c No.
Bank & Branch

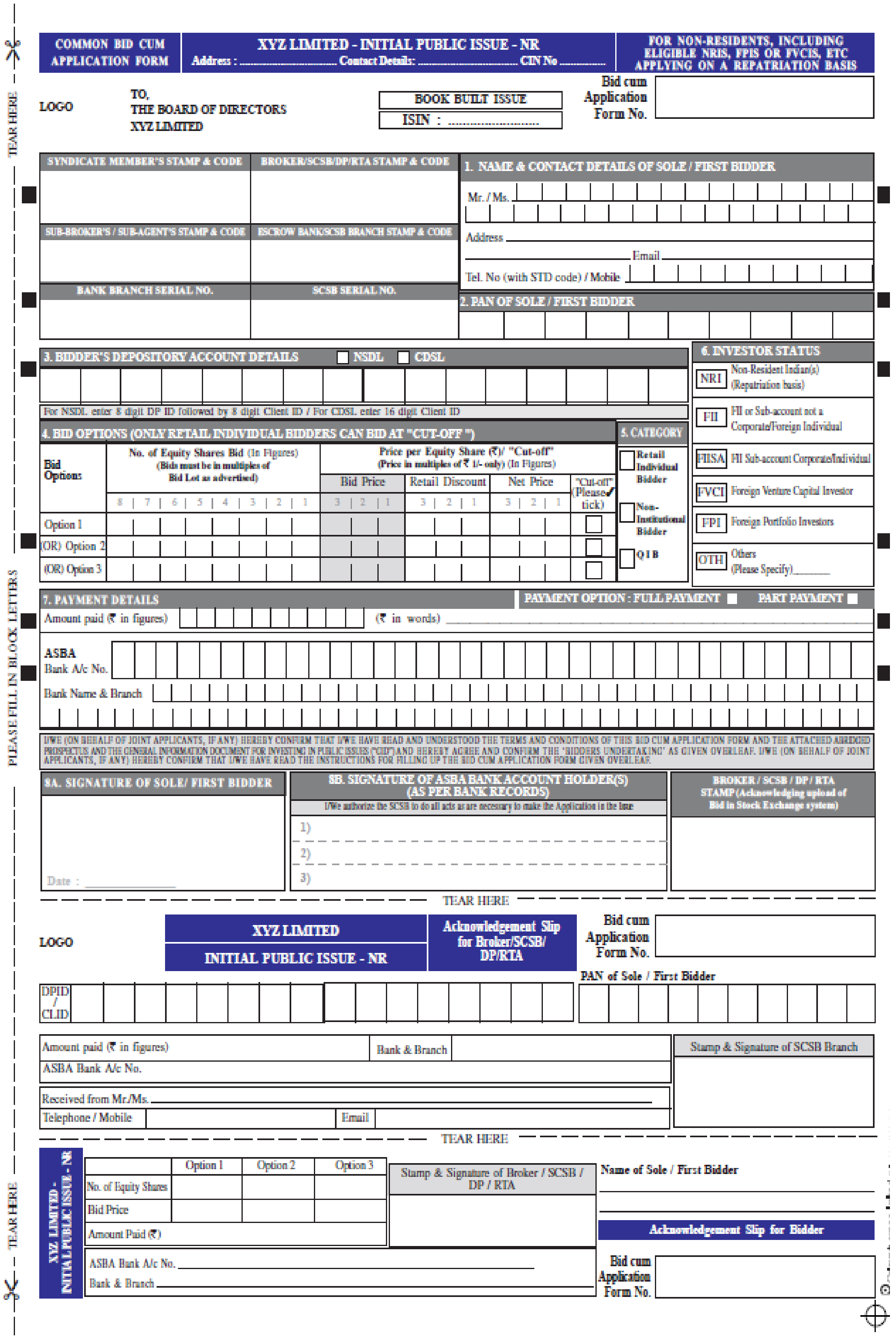
Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE


COMMON BID CUM APPLICATION FORM
XYZ LIMITED - INITIAL PUBLIC ISSUE - NR
Address : .... Contact Details: .... CIN No ....
FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS
LOGO
TO,
THE BOARD OF DIRECTORS
XYZ LIMITED
BOOK BUILT ISSUE
ISIN : ....
Bid cum Application Form No.
SYNDICATE MEMBER'S STAMP & CODE
BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.
SCSB SERIAL NO.
1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr. / Ms.
Address
Email
Tel. No (with STD code) / Mobile
2. PAN OF SOLE / FIRST BIDDER
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY
Retail Individual Bidder
Non-Institutional Bidder
QIB
6. INVESTOR STATUS
NRI Non-Resident Indian(s) (Repatriation basis)
FII FII or Sub-account not a Corporate/Foreign Individual
FIISA FII Sub-account Corporate/Individual
FVCI Foreign Venture Capital Investor
FPI Foreign Portfolio Investors
OTH Others (Please Specify)
7. PAYMENT DETAILS
PAYMENT OPTION : FULL PAYMENT PART PAYMENT
Amount paid (₹ in figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.
8A. SIGNATURE OF SOLE/ FIRST BIDDER
Date :
8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue
1)
2)
3)
BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
TEAR HERE
LOGO
XYZ LIMITED
INITIAL PUBLIC ISSUE - NR
Acknowledgement Slip for Broker/SCSB/ DP/RTA
Bid cum Application Form No.
PAN of Sole / First Bidder
DPID / CLID
Amount paid (₹ in figures)
Bank & Branch
Stamp & Signature of SCSB Branch
ASBA Bank A/c No.
Received from Mr./Ms.
Telephone / Mobile
Email
TEAR HERE
XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA
Name of Sole / First Bidder
Acknowledgement Slip for Bidder
ASBA Bank A/c No.
Bank & Branch
Bid cum Application Form No.
TEAR HERE
PLEASE FILL IN BLOCK LETTERS
TEAR HERE

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic. Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: **"*Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders/Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic

Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for other correspondence(s) related to an Issue.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (for further details Bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.

In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(e) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 100 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, NIBs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with the SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If Discount is applicable in the Issue, the RIBs should indicate the full Bid Amount in the Bid cum Application Form and funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, *i.e.* Bid price less Discount offered, if any.

(b) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) have to participate in the Issue only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by direct credit, RTGS, NECS or NEFT.

(c) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) Bidders may submit the ASBA Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centres, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.

(l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.

4.1.7.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the

Designated Intermediary, as applicable, for submission of the ASBA Form.

(b) All communications in connection with Bids made in the Issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip duly received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

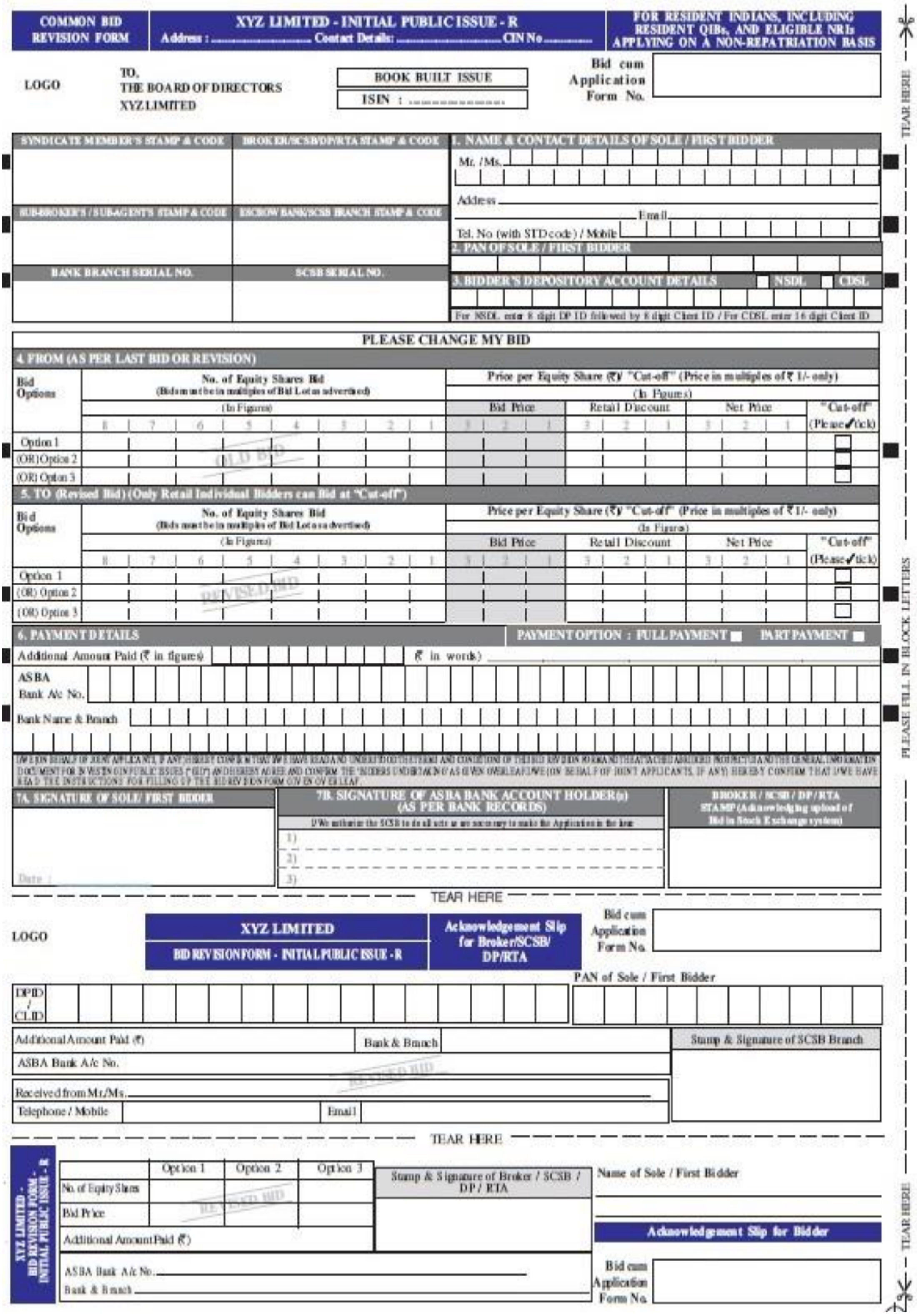
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RIB may revise their bids or withdraw their Bids till the Bid/Issue Closing Date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No............

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					
(OR) Option 2	OLD BID				
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					
(OR) Option 2	REVISED BID				
(OR) Option 3					

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANTS, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY**

ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIBs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (*i.e.*, original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid, shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIBs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the allotment is finalised.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, *i.e.* Bid price less discount offered, if any.

(b) Bidder/Applicants may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (*i.e.*, original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of basis of allotment.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Issue Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIBs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, individual applicants other than RIB's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue.
(b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.3 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.4 **Discount** (if applicable)

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ APPLICATION FORM/ REVISION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form	
Anchor Investors Application Form	1)	To the Book Running Lead Managers at the locations mentioned in the Anchor Investors Application Form
ASBA Form	(a)	To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location
	(b)	To the Designated Branches of the SCSBs

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of the SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

(b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1 p.m. on next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIBs can withdraw their Bids until Bid/Issue Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the Designated Intermediary,
ii. the Bids uploaded by the Designated Intermediary, and
iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIBs & RIBs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, *inter alia*, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications by OCBs;

(c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form;

(e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) PAN not mentioned in the Bid cum Application Form/Application Forms except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(h) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(i) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(j) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap

Price;

(k) Bids/Applications at Cut-off Price by NIBs and QIBs;

(l) The amounts mentioned in the Bid cum Application Form/Application Forms does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(m) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(n) Submission of more than five ASBA Forms/Application Forms as per ASBA Account;

(o) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares as specified in the RHP;

(p) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(q) Bids not uploaded in the Stock Exchanges bidding system.

(r) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(s) In case of Anchor Investors Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;

(t) In case of Bids by ASBA Bidders, where no confirmation is received from SCSB for blocking of Funds;

(u) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(v) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Issue;

(w) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(x) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from Bids received from various investors.

Bid quantity	Bid amount (₹)	Cumulative quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to

RHP/Prospectus. No Retail Individual Bidders is will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot ("Maximum RIB Allottees"). The Allotment to the RIBs will then be made in the following manner:

(a) In the event the number of RIBs who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (*i.e.* who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIBs who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBs

Bids received from NIBs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;

- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 5 crores per such Anchor Investor; and

- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.

(b) An Anchor Investor shall make an application of a value of at least ₹ 100 million in the Issue.

(c) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(d) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(e) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the

Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Cash Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may initiate corporate action for credit of Equity Shares to the beneficiary account with DPs, Depositories and within six Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the

Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 500,000 million but which may extend to ₹ 5 million and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 300,000, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders /Applicants.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue involving a Fresh Issue and an Offer for Sale, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b)(iii) of the SCRR, the Company and the BRLMs shall first ensure Allotment of Equity Shares in the Fresh Issue followed by Allotment of Equity Shares offered by the Selling Shareholders. The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with the Red Herring Prospectus and SEBI ICDR Regulations, 2009.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI ICDR Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(a) **NACH**—National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Bidders/Applicants having an account at any of the centres specified by the RBI where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Bidders/Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where the Bidder/Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

(b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **RTGS**— Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.and

(d) **Direct Credit**— Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the 15 days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, *act or regulation as amended from time to time.*

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations, 2009 and the Red Herring Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by ASBA Bidders/Applicants, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form /ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidder	All Bidders/Applicants except Anchor Investors
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid /Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective ASBA Bidders/Applicants can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/ Issue Period
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant

Term	Description
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under the SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated SCSB Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms submitted by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http:// www.sebi.gov.in/ cms/ sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or where instructions which are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by the SCSBs, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue and/or may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	BSE Limited
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band

Term	Description
Employees	Employees of an Issuer as defined under the SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may transfer money through NECS/NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under the SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer, in consultation with the Book Running Lead Manager(s)
Maximum RIB Allottees	The maximum number of ribs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Bidders or NIBs	All Bidders/Applicants registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIBs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the IT Act, 1961

Term	Description
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	A Bank account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under the SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Red Herring and Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Bidders/ RIBs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum bid lot, subject to availability in RIB category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)

Term	Description
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	"Working Day", with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The Articles of Association of our Company comprise of two parts, Part I and Part II (consisting of Part A and Part B), which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part I and Part II, the provisions of Part II shall be applicable.

However, Part II of the Articles shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares on the Stock Exchanges without any further action by our Company or the Shareholders.

PART I

Article		Particulars	
4	**Share capital**	(a)	The authorized Share Capital of the Company shall be as stated under clause V of the Memorandum from time to time.
		(b)	The Paid up Share Capital shall be at all times be as required under the Act.
		(c)	The Company has power, from time to time, to increase its authorized or issued and Paid up Share Capital.
		(d)	The Share Capital of the Company may be classified into Equity shares with differential rights as to Dividend, voting or otherwise in accordance with applicable provisions of the Act, Rules, and Law, from time to time.
		(e)	Subject to Article 4(d) all the Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to Dividends, voting rights and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
		(f)	The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which maybe so allotted maybe issued as fully/partly Paid up shares and if so issued shall be deemed as fully/partly Paid up shares. However, the aforesaid shall be subject to the approval of Shareholders under the relevant provisions of the Act and Rules.
		(g)	The amount payable on application on each share shall not be less than 5% of the nominal value of the share or, as maybe specified by SEBI.
		(h)	Nothing herein contained shall prevent the Directors from issuing fully Paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.
		(i)	Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity shares shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, Transfer and transmission, voting and otherwise.
		(j)	All of the provisions of these Articles shall apply to the Shareholders.
		(k)	Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every Person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of the Articles be a Shareholder.
		(l)	The money, (if any) which the Board shall, on the allotment of, any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allotee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Article		Particulars
5	**Branch offices**	The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places as the Board may deem fit.
6	**Preference shares**	(a) **Redeemable Preference Shares** The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit. (b) **Convertible Redeemable Preference Shares** The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.
7	**Provisions in case of preference shares**	Upon the issue of preference shares pursuant to Article 6, above, the following provisions shall apply: (a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of fresh issue of shares made for the purposes of the redemption; (b) No such shares shall be redeemed unless they are fully paid; (c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed; (d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits be Transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "**Capital Redemption Reserve Account"** and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by section 55 of the Act apply as if the Capital Redemption Reserve Account were the Paid up Share Capital of the Company. (e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital; (f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and (g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by section 64 of the Act.
8	**Share equivalent**	The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.
9	**ADRs/GDRs**	The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.
10	**Alteration of share capital**	Subject to these Articles and the applicable provisions of the Act (including section 61 of the Act), the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows that is to say it may:

Article		Particulars
		(a) increase its Share Capital by such amount as it thinks expedient; (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares; Provided that, no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner. (c) convert all or any of its fully Paid-up shares into stock and reconvert that stock into fully Paid-up shares of any denomination. (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and (e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.
11	**Reduction of share capital**	The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.
12	**Power of company to purchase its own securities**	Notwithstanding anything contained in these Articles, pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities as may be specified by the MCA, by way of a buy-back arrangement, in accordance with sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.
13	**Power to modify rights**	Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of section 48 of the Companies Act, 2013 and Law, whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of the class. Subject to section 107(2) of the Companies Act, 1956 and Law, all provisions hereafter contain as to General Meetings (including the provisions relating to quorum, at such meetings) shall mutatis mutandis apply to every such meeting.
14	**Registers to be maintained by the company**	(a) The Company shall, in terms of provisions of the section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act. (i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India; (ii) A register of Debenture holders; (iii) A register of any other security holders. (b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or Beneficial Owners residing outside India. (c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.
15	**Shares and share certificates**	(a) The Company shall issue, re-issue share certificates and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debenture) Rules, 2014.

Article		Particulars
		(b) A duplicate certificate of shares may be issued, if such certificate: (i) is proved to have been lost or destroyed; or (ii) has been defaced, mutilated or torn and is surrendered to the Company. (c) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the Depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any. (d) A certificate, issued under the Seal, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of the Depository shall be prima facie evidence of the interest of the Beneficial Owner. (e) If any certificate be worn out, defaced, mutilated or torn or there be no further space on the back thereof for endorsement of Transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof, to the satisfaction of the Company and on execution of such indemnity as the Company deems accurate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of Transfer. Provided that notwithstanding that what is stated above, the Directors shall comply with the applicable provisions of the Act and Law. (f) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company. (g) When a new certificate has been issued in pursuance sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debenture) Rules, 2014. (h) Where a new share certificate has been issued in pursuance of sub-articles (e) and (f) of this Article, particulars of every such share certificate shall be entered in a register of renewed and duplicate certificates maintained in the form and manner specified under the Companies (Share Capital and Debenture) Rules, 2014. (i) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other Person as the Board may authorize for the purpose and the Secretary or the other Person aforesaid shall be responsible for rendering an account of these forms to the Board. (j) The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article. (k) All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debenture) Rules, 2014. (l) The details in relation to any renewal or duplicate share certificate shall be entered in the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debenture) Rules, 2014. (m) If any Share stands in the name of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except

Article		Particulars	
			voting at meetings and the Transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.
		(n)	Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as a Beneficial Owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.
16	**Shares at the disposal of the directors**	(a)	Subject to the provisions of section 62, other applicable provisions of the Act and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time think fit.
		(b)	If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the Person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator.
		(c)	Every Shareholder, or his heirs, Executors or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.
		(d)	In accordance with section 56 and other applicable provisions of the Act and the Rules:
			(i) Every Shareholder or allotee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favor it is issued, the shares to which it relates and the amount Paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Provided however, no Shareholder shall be entitled to sub-divide/consolidate share certificates without the prior permission from the Company. Every such certificate shall specify the shares to which it relates and the amount paid thereon be issued under the Seal which shall be affixed in the presence of 2 (two) Directors or Persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other Person appointed by the Board for that purpose and the 2 (two) Directors and their attorneys the Secretary or some other Person shall sign the share certificate(s), provided if the composition of the Board permits at least 1 (one) of the aforesaid 2 (two) directors shall be a Person other than a Managing Director(s), or an executive Director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two;
			(ii) Every Shareholder shall be entitled without payment, to one or more certificates, in marketable slots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon

Article		Particulars
		paying such fees as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of Transfer, transmission, sub-division, consolidation, or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner specified in Article 15 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders; (iii) The Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of Law or at a request from a Shareholder or to convert holding of odd lot into transferrable/marketable lot; (iv) A Director may sign a share certificate by affixing his signature thereon by means of a machine, equipment or other mechanical or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for that purpose.
17	**Underwriting and brokerage**	(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any Person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014. (b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.
18	**Calls**	(a) Subject to the provisions of section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any Person except with the sanction of the Company in the General Meeting. (b) A 30 (thirty) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the Person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same. (c) The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board. (d) The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.

Article		Particulars	
		(e)	The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.
		(f)	If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.
		(g)	Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.
		(h)	On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.
		(i)	Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
		(j)	The Board may, if it thinks fit (subject to the provisions of section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls on any share may carry interest but shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced.
		(k)	No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.
		(l)	The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.
19	**Company's lien**	A.	ON SHARES**:**
		(a)	The Company shall have a first and paramount lien:

Article		Particulars
		(i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share; (ii) on all shares (not being fully paid shares) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company. Provided that, the Board may at any time, declare any shares wholly or in part to be exempt from the provisions of this Article. (b) The Company's lien, if any, on the shares, shall extend to all the Dividends payable and bonuses declared from time to time in respect of such shares. (c) Unless otherwise agreed, the registration of the Transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares. (d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and may authorize one of their Shareholders to execute and register the Transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. Provided that no sale shall be made: (i) Unless a sum in respect of which the lien exists is presently payable; or (ii) Until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the Person entitled thereto by reason of his death or insolvency. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale. (e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
		B. ON DEBENTURES**:** (a) The Company shall have a first and paramount lien: (i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture; (ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company. Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article. (b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

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		(c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully Paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures. (d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the Debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale. Provided that no sale shall be made: (i) unless a sum in respect of which the lien exists is presently payable; or (ii) until the expiration of 14(fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the Person entitled thereto by reason of his death or insolvency. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale. (e) No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
20	**Forfeiture of shares**	(a) If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. (b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited. (c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law. (d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or

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			if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forth-with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
		(e)	Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.
		(f)	Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.
		(g)	The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.
		(h)	A duly verified declaration in writing that the declarant is a Director, the manager or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.
		(i)	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of Transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any Person and the remedy of any Person aggrieved by the sale shall be in damages only and against the Company exclusively.
		(j)	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the Person or Persons entitled thereto.
		(k)	The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
21	**Further issue of share capital**	(a)	Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered— (i) to Persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:- a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

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		b. the offer aforesaid shall be deemed-to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right; c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company; (ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under the Law; or (iii) to any Persons, if it is authorized by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules. (b) the notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue. (c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company: Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting. (d) The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 2013.
22	**Transfer and transmission of shares**	(a) The Company shall maintain a register of Transfers and shall have recorded therein fairly and distinctly particulars of every Transfer or transmission of any Share, Debenture or other Security held in a material form. (b) In accordance with section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of Transfer of shares held in physical form shall be in writing. In case of Transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply. (c) An application for the registration of a Transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act. (d) Where the application is made by the transferor and relates to partly paid shares, the Transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the Transfer within 2 (two) weeks from the receipt of the notice. (e) Every such instrument of Transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof. (f) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office is situated, and publishing the notice on the website as may be notified by the Central Government

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		and on the website of the Company, to close the transfer books, the Register of Members and/or register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient. (g) Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the Transfer of, or the transmission by operation of Law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of Transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for such refusal. Provided that, registration of a Transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever. (h) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary Transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien. (i) Subject to the provisions of these Articles, any Transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for Transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse Transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number. (j) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person. (k) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder. (l) The Board shall not knowingly issue or register a Transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian. (m) Subject to the provisions of the Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a Transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any

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			obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
		(n)	A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to the meetings of the Company. Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to Transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.
		(o)	Every instrument of Transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to Transfer the shares. Every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board.
		(p)	Where any instrument of Transfer of shares has been received by the Company for registration and the Transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.
		(q)	In case of Transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.
		(r)	Before the registration of a Transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of Transfer in accordance with the provisions of section 56 of the Act.
		(s)	No fee shall be payable to the Company, in respect of the registration of Transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and Debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.
		(t)	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any Transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such Transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered

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		or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think-fit. (u) There shall be a common form of Transfer in accordance with the Act and Rules. (v) The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the Transfer or transmission by operation of Law to other Securities of the Company.
23	**Dematerialization of securities**	(a) Dematerialization: Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any. (b) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the Securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act. (c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct the respective Depository participants not to accept any instruction slip or delivery slip or other authorization for Transfer in contravention of these Articles. (d) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment or the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities. (e) Securities in Depositories to be in fungible form: All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners. (f) Rights of Depositories & Beneficial Owners: (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner; (ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it; (iii) Every Person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder; (iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository. (g) Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act, the Company shall be

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			entitled to treat the Person whose name appears in the register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more Persons or the survivor or survivors of them.
		(h)	Register and Index of Beneficial Owners: The Company shall cause to keep a register and index of members with details of shares and Debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media. The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.
		(i)	Cancellation of Certificates upon surrender by Person: Upon receipt of certificate of Securities on surrender by a Person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.
		(j)	Service of Documents: Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by electronic mode or by delivery of floppies or discs.
		(k)	Transfer of Securities: (i) Nothing contained in section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository; (ii) In the case of Transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
		(l)	Allotment of Securities dealt within a Depository: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.
		(m)	Certificate Number and other details of Securities in Depository: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
		(n)	Register and Index of Beneficial Owners: The register and index of beneficial owners maintained by a Depository under the Depositories Act, shall be deemed to be the register and index (if applicable) of Shareholders and Security-holders for the purposes of these Articles.

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		(o) <u>Provisions of Articles to apply to Shares held in Depository:</u> Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and Transfer and transmission of shares shall be applicable to shares held in the Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act. (p) <u>Depository to furnish information</u>: Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf. (q) <u>Option to opt out in respect of any such Security</u>: If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of Securities to the Beneficial Owner or the transferee as the case may be. (r) <u>Overriding, effect of this Article</u>: Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Article.
24	**Nomination by securities holders**	(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death. (b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders. (c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014. (d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority. (e) The transmission of Securities of the Company by the holders of such Securities and Transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.
25	**Nomination for fixed deposits**	A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.
26	**Nomination in certain other cases**	Subject to the applicable provisions of the Act and these Articles, any Person becoming entitled to the Securities in consequence of death, lunacy, bankruptcy or insolvency of

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		any holder of the Securities, or by any lawful means other than by a Transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.
27	**Copies of memorandum and articles to be sent to members**	Copies of the Memorandum and Articles and other documents referred to in section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.
28	**Borrowing powers**	(a) Subject to the provisions of sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board: (i) accept or renew deposits from Shareholders; (ii) borrow money by way of issuance of Debentures; (iii) borrow money otherwise than on Debentures; (iv) accept deposits from Shareholders either in advance of calls or otherwise; and (v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting. (b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in the General Meeting, mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued. (c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in a General Meeting accorded by a Special Resolution. (d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other Security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or Security is executed, or if permitted by the Act, may by instrument under Seal authorize

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			the Person in whose favour such mortgage or Security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.
		(e)	The Board shall cause a proper Register to be kept in accordance with the provisions of section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.
		(f)	Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.
		(g)	The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.
29	**Share warrants**	(a)	The Company may issue share warrants subject to, and in accordance with, the provisions of sections 114 and 115 of the Companies Act, 1956; and accordingly the Board may in its discretion, with respect to any Share which is fully Paid-up, on application in writing signed by the Persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the Person signing the application, and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.
		(b)	The bearer of a share warrant may at any time deposit the warrant at the Office, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of 2 (two) clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposited warrant.
			(i) Not more than one Person shall be recognized as depositor of the share warrant;
			(ii) The Company shall, on 2 (two) day's written notice, return the deposited share warrant to the depositor.
		(c)	Subject as herein otherwise expressly provided, no Person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company.
			(i) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the Shareholder included in the warrant, and he shall be a Shareholder.
		(d)	The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
		(e)	The provisions contained under this Article shall cease to have effect post the notification of section 465 of the Act which shall repeal the provisions of Companies Act, 1956.

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30	**Conversion of shares into stock and reconversion**	(a) The Company in the General Meeting may, by an Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose. (b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
31	**Annual general meeting**	In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than the Annual General Meetings shall be the Extraordinary General Meetings.
32	**When annual general meeting to be held**	Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.
33	**Venue, day and time for holding annual general meeting**	(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office or at some other place within the city, town or village in which the Office is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. (b) Every Shareholder shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as the Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the directors' report and audited statement of accounts, auditors' report, (if not already incorporated in the audited statement of accounts), the proxy register with proxies and the register of directors' shareholdings which latter register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar, in accordance with sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.
34	**Notice of general meetings**	(a) Number of day's notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. The notice of every meeting shall be given to: (i) Every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company; (ii) Auditor or Auditors of the Company; and (iii) All Directors.

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		(b)	Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under section 102 of the Act.
		(c)	Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.
		(d)	Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the Paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in section 102 of the Act shall be deemed to be special.
		(e)	Resolutions requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by section 115 of the Act.
		(f)	Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.
		(g)	Notice when not necessary: Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
		(h)	The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.
35	**Requisition of extraordinary general meeting**	(a)	The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.
		(b)	Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.
		(c)	Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

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		(d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board. (e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting. (f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened. (g) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.
36	**No business to be transacted in general meeting if quorum is not present**	The quorum for the Shareholder's Meeting shall be in accordance with section 103 of the Act. Subject to the provisions of section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholder's Meeting, the General Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholder's Meeting shall remain the same. If at such an adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.
37	**Chairman of the general meeting**	The Chairman of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the chair, then the Shareholders present shall elect one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.
38	**Chairman can adjourn tile general meeting**	The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
39	**Questions at general meeting how decided**	(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise. (b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder. (c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office is situated and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand. (d) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Shareholder, (not being an

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			officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.
		(e)	Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.
		(f)	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
		(g)	No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or section 118 of the Act to be contained in the minutes of the proceedings of such meeting.
		(h)	The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.
40	**Passing resolutions by postal ballot**	(a)	Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
		(b)	Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under section 110 of the Act and the companies (Management and Administration) Rules, 2014, as amended from time.
41	**Votes of members**	(a)	No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
		(b)	No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.
		(c)	Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid up Share Capital of the Company held alone or jointly with any other Person or Persons. Provided however, if any Shareholder holding preference shares be present at any meeting of the Company, save as provided in section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.
		(d)	On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

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		(e)	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute), by the Chairman of the meeting.
		(f)	If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint-holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.
		(g)	Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorized in accordance with section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.
		(h)	Any Person entitled to Transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may he, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
		(i)	Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation or be signed by an officer or an attorney duly authorized by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.
		(j)	An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument); or (ii) for any adjournment thereof; or (iii) it may appoint a proxy for the purposes of every meeting of the Company; or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.
		(k)	A Shareholder present by proxy shall be entitled to vote only on a poll.
		(l)	An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any), under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney

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		shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit. (m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014. (n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company. (o) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or Transfer shall have been received at the Office before the meeting. (p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever. (q) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll. (i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered; (ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for that purpose; (iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise; (iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat; (v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting; (vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any Person; or (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds; (vii) Any such minutes shall be evidence of the proceedings recorded therein; (viii) The book containing the minutes of proceedings of the General Meetings shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge;

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		(ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: - a. the names of the Directors and alternate Directors present at each General Meeting; b. all resolutions and proceedings of the General Meeting. (r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under sections 152 and 164(l) of the Act in accordance with these Articles. (s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles. (t) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any shall be decided by a majority vote. (u) The Shareholders shall exercise their voting rights to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles. (v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorize such Person as it thinks fit to act as its representative at any meeting of the Company and the said Person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy). (w) The Company shall also provide e-voting facility to the Shareholders in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.
41	**Directors**	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with atleast 1 (one) woman Director, as may be prescribed by Law from time to time.
43	**Chairman of the board of directors**	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.
44	**Appointment of alternate directors**	Subject to section 161 of the Act, any Director (hereinafter called "**the Original Director**") shall be entitled to nominate an alternate director (subject to such Person being acceptable to the Chairman) (the "**Alternate Director**") to act for him during his absence for a period of not less than 3 (three) months from India. The Board may appoint such a Person as an Alternate Director to act for a Director during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the state, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

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45	**Casual vacancy and additional directors**	Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 42. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.
46	**Debenture directors**	If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as the Debenture Director. The Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.
47	**Independent directors**	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.
48	**Equal power to director**	Except as, otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.
49	**Nominee directors**	(a) Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders. (b) The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to the other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders. Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders. (c) Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company. (d) The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders. (e) The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all the General Meetings and the Board Meetings and meetings of any

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		committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting. (f) If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.
50	**No qualification shares for directors**	A Director shall not be required to hold any qualification shares of the Company.
51	**Remuneration of directors**	(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, the Managing Director and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act. (b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him. (c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to section 197 of the Act. (d) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any Financial Year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of central government. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.
52	**Special remuneration for extra services rendered by a director**	If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed-sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.
53	**Travel expenses of directors**	The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.
54	**Continuing directors**	The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 42 hereof, the continuing Directors not being less than 2(two) may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.
55	**Vacation of office by director**	(a) Subject to relevant provisions of sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if: (i) he is found to be of unsound mind by a court of competent jurisdiction; or (ii) he applies to be adjudicated an insolvent; or

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		(iii) he is adjudged an insolvent; or (iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or (v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or (vi) he absents himself from 3 (three) consecutive meetings of the Board or from all Meetings of the Board for a continuous period of 3 (three) months, whichever is longer, without obtaining leave of absence from the Board; or (vii) he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of section 185 of the Act; or (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or (ix) he acts in contravention of section 184 of the Act; or (x) he becomes disqualified by an order of the court under section 203 of the Companies Act, 1956; or (xi) he is removed in pursuance of section 169 of the Act; or (xii) he is disqualified under section 164 of the Act. Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.
56	**Related party transactions**	(a) Except with the consent of the Board and as may be required in terms of the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to: (i) Sale, purchase or supply of any goods or materials; (ii) Selling or otherwise disposing of, or buying, property of any kind; (iii) Leasing property of any kind; (iv) Availing or rendering of any services; (v) Appointment of any agent for purchase or sale of goods, materials, services or property; (vi) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and (vii) Underwriting the subscription of any Securities or derivates thereof, of the Company: Without the consent of the Shareholders by way of a Special Resolution in accordance with section 188 of the Act.

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		(b) no Shareholder shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party. (c) Nothing in this Article shall apply to any transactions entered into by the Company in its ordinary-course of business other than transactions which are not on an arm's length basis. (d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation thereby established. (e) The terms 'office of profit' and 'arm's length basis' shall have the meaning ascribed to them under section 188 of the Act. (f) The term related party shall have the same meaning as ascribed to it under the Companies Act, 2013. (g) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements
57	**Disclosure of interest**	(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the paid-up share capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. (b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to he entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:- (i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely, a. in his being — i. director of such company; and ii. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a

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		Director thereof, he having been nominated as such Director by this Company; or b. in his being a member holding not more than 2 (two) per cent of its paid-up share capital. Subject to the provisions of section 188 of the Act and other applicable provisions, if any, of the Act, any Director, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company. (c) The Company shall keep a register in accordance with section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 57(a). The Register shall be kept at the Office and shall be open to inspection at the Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of section 94 of the Act shall apply accordingly. (d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as section 188 or section 197 of the Act as may be applicable.
58	**One-third of directors to retire every year**	At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under the Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.
59	**Procedure, if place of retiring directors is not filled up**	(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place. (b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:- (i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost; (ii) retiring Director has, by a notice in writing addressed to the Company or the Board expressed his unwillingness to be so reappointed; (iii) he is not qualified or is disqualified for appointment; or (iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.
60	**Company may increase or reduce the number of directors**	Subject to Article 42 and sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of section 169 of the Act), remove any Director before the expiration of his period of' office and appoint another qualified in his stead. The Person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

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61	**Register of directors etc**	The Company shall keep at its Office, a register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in section 170 of the Act and shall otherwise comply with the provisions of the said section in all respects.
62	**Disclosure by director of appointment to any other body corporate.**	Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.
63	**Managing director(s)/ whole time director(s) / executive director(s)/ manager**	Subject to the provisions of section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.
64	**Provisions to which managing director(s)/ whole time director(s) / executive director(s)/ manager are subject**	Notwithstanding anything contained herein, the Managing Director(s)/whole time director(s)/executive director(s)/ manager(s) shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.
65	**Remuneration of managing director(s)/ whole time director(s) / executive director(s)/ manager**	The remuneration of the Managing Director(s)/whole time director(s)/executive director(s)/ manager shall (subject to sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.
66	**Power and duties of managing director(s)/ whole time director(s) / executive director(s)/ manager**	Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s)/executive director(s)/manager(s) in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/whole time director(s)/ executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
67	**Power to be exercised by the board only by meeting**	(a) The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: (i) to make calls on the Shareholders in respect of money unpaid on their shares; (ii) to authorize buy-back of the Securities under section 68 of the Act; (iii) to issue the Securities whether in or outside India; (iv) to borrow money(ies); (v) to invest the funds of the Company; (vi) to grant loans or give guarantee or provide security in respect of loans; (vii) to approve financial statements and the Board's report; (viii) to diversify the business of the Company;

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		(ix) to approve amalgamation, merger or reconstruction; (x) to take over a company or acquire a controlling or substantial stake in another company; (xi) fees/compensation payable to non-executive directors including independent directors of the Company; and (xii) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations. (b) The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any Person permitted by Law the powers specified in sub clauses(iv) to (vi) above. (c) The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act. (d) In terms of section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution: (i) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company; (ii) to borrow money; and (iii) any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.
68	**Making liability of directors unlimited**	The Company may, by Special Resolution in a General Meeting, alter its Memorandum so as to render unlimited the liability of its Directors or of any Director or manager, in accordance with section 323 of the Companies Act, 1956.
69	**Proceedings of the board of directors**	(a) The Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held in Udaipur, or such a place as may be decided by the Board. (b) The participation of Directors in a meeting of the Board may be either in Person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the Directors and of recording and storing the proceedings of such meetings along with the date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014. (c) The Secretary or any Director shall, as and when directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014. (d) The Board may meet either at the Office, or at any other location in India or outside India as the Chairman may determine. (e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the executive director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting

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		shall be circulated to all the Directors and shall be final only upon ratification by one Independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances. (f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.
70	**Quorum for board meeting**	(a) Quorum for Board Meetings Subject to the provisions of section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum. If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days, alter the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act. (b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.
71	**Questions at the board meetings how decided**	(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. (b) No regulation made by the Company in the General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.
72	**Election of chairman of board**	(a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office. (b) If no such Chairman is elected, or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the meeting.
73	**Powers of the board**	Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: (a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorized to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles. (b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company. (c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:- (i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of tie whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning prescribed to them under the provisions of section 180 of the Act; (ii) Remit, or give time for repayment of, any debt due by a Director; (iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and (iv) Borrow money (ies) where the money (ies) to be borrowed together with the money (ies) already borrowed by the Company (apart from temporary loans

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		obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the Paid up Capital of the Company and its free reserves.
74	**Committees and delegation by the board**	(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of section 179 of the Act, delegate any of its powers to the Managing Director, the executive director (s) or manager or the chief executive officer of the Company. The Managing Director, the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board. (b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to Persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. (c) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article. (d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.
75	**Acts of board or committee valid notwithstanding informal appointment**	All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any Person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or Persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such Person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
76	**Passing of resolution by circulation**	No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.
77	**Minutes of the proceedings of the meeting of the board**	(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting. (b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

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		(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise. (e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: - (i) all appointments of Officers; (ii) the names of the Directors present at each meeting of the Board; (iii) all resolutions and proceedings of the meetings of the Board; (iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board. (f) Nothing contained in sub-articles (a) to (c) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: - (i) is or could reasonably be regarded as defamatory of any Person; (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. (g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub-article (f) above. (h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein. (i) The minutes kept and recorded under this Article shall also comply with the provisions of secretarial standard 3 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the central government and applicable provisions of the Act and Law.
78	**Register of charges**	The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.
79	**Charge of uncalled capital**	Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the Person in whose favour such charge is executed.
80	**Subsequent assigns of uncalled capital**	Where, any uncalled capital of the Company is charged, all Persons taking any subsequent charge thereon shall take the same, subject to such prior charges and shall not be entitled to obtain priority over such prior charge.
81	**Charge in favour of director for indemnity**	If the Director or any Person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other Persons so becoming liable as aforesaid from any loss in respect of such liability.
82	**Officers**	(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board. (b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

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		(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory Laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company. (d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company. (e) The Board shall appoint with the approval of the Chairman, the president and/or chief executive officer and/or chief operating officer of the Company, as well as Persons who will be appointed to the posts of senior executive management.
83	**The secretary**	(a) Subject to the provisions of section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Secretary and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company. (b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.
84	**Director's & officer's liability insurance**	Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under section 197 of the Act: - (a) on terms approved by the Board; (b) which includes each Director as a policyholder; (c) is from a reputed insurer approved by the Board; and (d) such amount as may be decided by the Board, from time to time.
85	**Seal**	(a) The Board shall provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given. (b) The Company shall also be at the liberty to have an official Seal in accordance with the Act for use in any territory, district or place outside India. (c) Every deed or other instrument to which the Seal of the Company shall be affixed shall be signed by at least one Authorized Person as the Board may appoint for the purpose; and such Authorized Person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence
86	**Accounts**	(a) The Company shall prepare and keep at the Office, books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. (b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

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		(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year. (d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid. (e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law. (f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a Board's report which shall include: (i) the extract of the annual return as provided under sub-section (3) of section 92 of the Act; (ii) number of meetings of the Board; (iii) Directors' responsibility statement as per the provisions of section 134 (5) of the Act; (iv) a statement on declaration given by the Independent Directors under sub-section (6) of section 149 of the Act; (v) in the event applicable, as specified under sub-section (1) of section 178 of the Act, Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 of the Act; (vi) Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made- a. by the auditor in his report; and b. by the Secretary in practice in his secretarial audit report; (vii) Particulars of loans, guarantees or investments under section 186 of the Act; (viii) Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form; (ix) the state of the Company's affairs; (x) the amounts, if any, which it proposes to carry to any reserves; (xi) the amount, if any, which it recommends should be paid by way of Dividends; (xii) material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report; (xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed; (xiv) a statement indicating development and implementation of a risk management policy for the Company including identification therein of

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		elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company; (xv) the details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year; (xvi) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and (xvii) such other matters as may be prescribed under the Law, from time to time. (g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.
87	**Audit and auditors**	(a) The Auditors shall be appointed and their rights and duties shall be regulated in accordance with sections 139 to 147 of the Act and as specified under Law. (b) Every account of the Company when audited shall be approved by the General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive. (c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out. (d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days. (e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a Person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services. (f) The Company shall within 7 (seven) days of the central government's power under sub clause (b) becoming exercisable, give notice of that fact to the government. (g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining Auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in the General Meeting. (h) A Person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that Person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of section 115 of the Act and all the other provision of section 140 of the Act shall apply in the matter. The provisions of this sub-article shall also apply to a resolution that a retiring auditor shall not be re-appointed. (i) The Persons qualified for appointment as Auditors shall be only those referred to in section 141 of the Act. (j) None of the Persons mentioned in section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.
88	**Audit of branch offices**	The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

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89	**Remuneration of auditors**	The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.
90	**Documents and notices**	(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address. (b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course. (c) A document or notice may be given or served by the Company to or on the joint-holders of a share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the share. (d) Every Person, who by operation of Law, Transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such share. (e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorized by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed. (f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office. (g) Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.
91	**Shareholders to notify address in India**	Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.
92	**Service on members having no registered address**	If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served to him on the day on which the advertisement appears.
93	**Service on persons acquiring shares on death or insolvency of shareholders**	A document may be served by the Company on the Persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

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94	**Persons entitled to notice of general meetings**	Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given: (a) To the Shareholders as provided by these Articles. (b) To the Persons entitled to a share in consequence of the death or insolvency of a Shareholder. (c) To the Auditors for the time being of the Company in the manner authorized by as in the case of any Shareholder.
95	**Notice by advertisement**	Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.
96	**Dividend policy**	(a) The profits of the Company subject to any special rights relating thereto being created or authorized to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such share to an apportioned amount of such Dividend as from the date of payment. (b) Subject to the provisions of section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to the Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof. (c) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: - (i) if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years; and (ii) if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of section 123 of the Act or against both; (iii) The declaration of the Board as to the amount of the net profits shall be conclusive. (d) The Board may, from time to time, pay to the Shareholders such interim dividend as in their judgment the position of the Company justifies. (e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend. (f) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so

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			long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares. (i) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares; (ii) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.
		(g)	Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.
		(h)	Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money (ies) payable in respect of such shares.
		(i)	Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his share(s), whilst any money may be due or owing from him to the Company in respect of such share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
		(j)	Subject to section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.
		(k)	Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any share stands shall for the purposes of this Article be deemed to the joint-holders thereof.
		(l)	No unpaid Dividend shall bear interest as against the Company.
		(m)	Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.
		(n)	Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.
		(o)	The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with section 51 of the Act.
97	**Unpaid or unclaimed dividend**	(a)	If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of Dividend, which

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		remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of G R Infraprojects Limited". (b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of section 125 of the Act, viz. "Investors Education and Protection Fund". (c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.
98	**Capitalization of profits**	The Company in the General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions. (c) The sum aforesaid shall not be paid in cash but shall he applied either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively; (ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or (iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii). (d) A share premium account may be applied as per section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders as fully paid bonus shares.

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99	**Resolution for capitalisation of reserves and issue of fractional certificate**	(a) The Board shall give effect to a resolution passed by the Company in pursuance of this regulation. (b) Whenever such a resolution as aforesaid shall have been passed, the Board shall: (i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and (ii) generally do all acts and things required to give effect thereto. (c) The Board shall have full power: (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or Debentures becoming distributable in fraction; and (ii) to authorize any Person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or Debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any parts of the amounts remaining unpaid on the shares. (d) Any agreement made under such authority shall be effective and binding on all such Shareholders.
100	**Distribution of assets in specie or kind upon winding up**	(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall he carried out as between the Shareholders or different classes of Shareholders. (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other Securities whereon there is any liability.
101	**Director's and other's rights to indemnity**	Subject to the provisions of section 197 of the Act, every Director, manager and other officer or employee of the Company shall be indemnified by the Company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the Company all costs, losses and expenses which any Director, manager, officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, manager, Officer or employee in defending any proceedings whether civil or criminal in which judgment is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Shareholders over all the claims.

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102	**Director's etc. not liable for certain acts**	Subject to the provision of section 197 of the Act, no Director, manager, Officer or employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of any Security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any monies, Securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality of the foregoing, it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the Company.
103	**Inspection by shareholders**	The register of charges, register of investments, Register of Members, books of accounts and the minutes or the meeting of the board and Shareholders shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any Shareholder without charge. In the event such Shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.
104	**Amendment to memorandum and articles of association**	(a) The Shareholders shall vote for all the Equity Shares owned or held on record by such Shareholders at any Annual or Extraordinary General Meeting of the company in accordance with these Articles. (b) The Shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles. (c) The Articles shall be amended in accordance with the applicable provisions under the Act.
105	**Secrecy**	No Shareholder shall he entitled to inspect the Company's work without permission of the Managing Director/Directors or to require discovery of any information respectively any details of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Shareholders to communicate to the public.
106	**Duties of the officer to observe secrecy**	Every Director, Managing Director, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the General Meeting or by a court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the central government or any officer appointed by the government to require or to hold an investigation into the Company's affair.
107	**Provisions of the companies act, 1956 shall cease to have effect**	Notwithstanding anything contained in these Articles, the provisions of the Companies Act, 1956, as are mentioned under these Articles shall cease to have any effect once the said provisions are repealed upon notification of the corresponding provisions under the Act.

PART II

The main provisions of the Articles are set out below.

Table 'A' not to apply but the company to be governed by these Articles

The regulations contained in the Table 'A' in Scheduled-1 of the Companies Act, 1956 shall not apply to this Company but these regulations are for the management of the company and for observance of the members and their representatives shall, subject to any exercise of the statutory powers of company in reference to the repeal or alterations of or additions to its regulations by special resolution as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

Article		Particulars
		PART A
4	**Capital**	The Authorised Share Capital of the Company will be as stated in clause V of the Memorandum of Association of the Company. The Company shall have power to increase, reduce, sub-divide or to repay the same or to divide the same into several classes and to attach there to any rights to consolidate or sub-divide the shares and to vary such rights as may be determined in accordance with the regulations of the Company.
5	**Preference shares**	Subject to the provision of Section 80 of the Act, the Board shall be empowered to issue and allot redeemable preference shares carrying a right to redemption out of profit or out of the proceeds of fresh issue of shares.
8	**Commission**	The Directors may at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock in the company, but so that if the commission in respect of share, shall be paid or repayable out of capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate percent of commission shall not exceed 5 percent on the shares and 2.5 percent on debentures or debenture· stock in each case subscribed. The commission may be paid in or satisfied in cash on shares, debenture stock of the Company
12 (ii)	**Liability of members**	Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his shares which may for the time being, remain unpaid thereon in such amounts, at such times and in such manner, as the board shall, from time to time in accordance with the Company's regulations require or fix for the payment there of.
13	**Certificates**	The certificate of title to shares and duplicate there of when necessary shall be issued under the seal of the Company, subject to section 113 of the Act
18	**Calls**	The Directors may, from time to time, subject to the terms on which any shares may be issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotments thereof made payable at fixed times and each members shall pay the amount of every calls so made on him to the person and at the time and place appointed by the Directors. A call may be made by instalment.
19	**When call deemed to have been made and notice to call**	A call shall be deemed to have been made at the time when the resolution of the directors authorising such call was passed. Not less than fourteen days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid
20	**Extension of time for payment of calls**	The Board may, from time to time, at its discretion extend the time fixed for the payments of any call and may extend such time as to call of any of the members who from residence at distance or other cause the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour
21	**Calls to carry interest**	If any members fails to pay any call, due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member and the Board shall be at liberty to waive payment of such interest either wholly or in part

Article		Particulars
22	**Amount payable at fixed times or by instalments payable as calls**	If by the terms of issue of any shares or otherwise any amounts is made payable on allotment or at any fixed date or instalments at times, whether on account of the amount of the share or by way of premium every such amount or instalment shall be payable as if it was a call duly made and provisions here in contained in respect of calls shall relate to such amount or instalment accordingly
23	**Evidence in actions by company against shareholders**	On the trial hearing of any action or suit brought by the Company against any shareholder or his representatives to recover and debt or money claimed to be due to the Company in respect his shares, it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the Register of Shareholder of the Company as a holder of the holders of the number of shares in respect of which such claims is made that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the directors who made any call nor that the quorum of directors was present at the Board at which any call was made or that the meeting at which any call was made duly convened on constituted nor any other matter whatsoever but the proof of matters aforesaid shall be conclusive evidence of the debt
24	**Payment of calls in advance**	The Directors may, if they think fit, receive from any member willing to advance the same, all or part of the moneys due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof as from time to exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the members paying such sum in advance and the Directors agree upon Moneys so paid in excess of the amount of calls shall not rank for dividends or participate in profits. The directors may at any time repay the amount so advanced upon giving to such member three months notice in writing.
26	**If call or instalment not paid notice must be given**	If any member fails to pay any call or instalment on or before the day appointed for the payment of the same the directors may at any time there after during such time as the call or instalment remains unpaid serve a notice on such member requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment
29	**Notice after forfeiture**	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any commission or neglect to give such notice or to make such entry as aforesaid
30	**Forfeited share to become property of the company**	Any share so forfeited shall be deemed to be property of the Company and the directors may re-allot or otherwise dispose of the same in such manner as they think fit
31	**Power to annual forfeited**	The Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise dispose off annul the forfeiture thereof on such conditions as they think fit
32	**Arrears to be paid notwithstanding forfeiture**	Any member-whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses, owing upon or in respect of such shares at the time of the forfeiture together with the interest thereon from the time of forfeiture until payment at 12 percent per annum and the Directors may enforce the payment thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so
33	**Effect of forfeiture**	The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the share and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved
34	**Evidence of forfeiture**	A duly verified declaration in writing that the declarant is a director or secretary of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence on the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on this sale or disposal thereof shall constitute good title to such shares and the person to whom the shares or sold be registered as the holder of such shares and shall not be bound to see to the application of the purchase money not shall his title to such shares

Article		Particulars
		be affected by any irregularity or invalidity in the proceeding in reference to such forfeiture, sale or disposal
35	**Company's lien on shares**	The Company shall have first and paramount lien upon all the shares (not being fully paid up) registered in the name of each member (whether solely or jointly With others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such shares solely or jointly with any other person to the company whether the period for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 11 hereof is to have full effect and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares
36	**As to enforcing lien by sale**	For the purpose of enforcing such lien, the directors may sell the shares subject there to in such manner as they think fit, but no sale shall be made until such period as aforesaid sale shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee curators, bonis or other legal curator and default shall have been made by him or them in the payment of moneys called in respect of such shares for seven days after such notice.
37	**Application of proceeds of sale**	The net proceeds of any such sale be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and residue, if any, shall (subject to like lien for sums not presently payable, as existed upon the share before the sale) be paid to the person entitled to the shares at the date of the sale
38	**Validity of sales upon forfeiture**	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the directors may appoint some persons to execute an instrument of transfer of the shares sold and cause the purchaser's to be entered in the register in respect of the shares sold and the .purchaser shall not be bound to see to the regularity of the proceedings not to the application of the purchase money and after his name has been entered in the register in respect of such share, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damage only and against the company exclusively
40	**Execution of transfer**	The instruments of transfer shall be in writing and all the provisions of Section 108 of the Companies Act and any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and the registration thereof
41 (a)	**Application by transferor**	Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that where such application is made by the tranferor on registration shall, in the case of a partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 101 of the Act, and subject to provisions of these Articles of the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the 'same conditions as if the application for registration of the transfer was made by the transferee.
41 (b)	**Form of transfer**	The instrument of transfer shall be in the form prescribed by the Act or the rules framed thereunder or where no such form is prescribed in the usual common form or any other form approved by the stock exchange in India or as near thereto as circumstances will admit.
42	**Notice of Refusal of Transfer**	Subject to the provisions of Section 111 of the Act, the Directors may at their absolute and uncalled discretion and without assigning any reason .refuse to register any transfer of shares or the transmission by operation of law of the right to a share whether fully paid or not (notwithstanding that the proposed transferee by already a member) but in all such cases, it shall with in two month from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was delivered to the Company, send to the transferee and transferor or to the person giving intimation of such transmission as the case may be, notice of refusal to register such transfer giving reasons for such refusal provided that registration of a transfer shall not be refused on the· ground of the transferor being either alone or jointly with any other person(s) indebted to the company on any account whatsoever, except a lien of the shares
43		The Directors may from time to time fix a fair value for the shares of the company at which the shares may be transferred. The said· value shall not in any way be less than the intrinsic value of a share as shown by the last Balance Sheet of the Company

	Article	Particulars
45	**No fees for transfer or transmission**	No fee shall be payable to the Company in respect of the transfer or transmission of any shares in the Company
48	**Power of Borrow**	Subject to the provision of the Act and these Articles, the Board may from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members, either in advance of calls or otherwise and raise or borrow or secure the payment of any sum or sum of money for the Company.
49	**The payment or repayment of money & borrowed**	The payment or repayment of money so borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit and in particular by a resolution passed at meeting of the Board or by a circular resolution by the issue of debentures or debenture-stock of the Company (both present and future) including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and person to whom the same may be issued
50	**Terms of issue of debenture**	Any debentures, debenture-stock or other securities may be issue at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of denomination and with any privileges or conditions as to redemption, surrender, drawing allotment of shares and attending (but not voting) at General Meetings, appointment of directors and otherwise
56	**When annual general meeting to be held**	In addition to any other meetings, general meetings of the Company shall be held at such intervals and at such times and places as may be determined by the Board as required under section 166 and 167 of the Act
57	**Distinction between ordinary meetings and extra ordinary meeting**	All other meetings of the company other then those referred to in the preceding Article shall be called Extra-Ordinary General meetings
58	**When extraordinary meeting to be called**	The directors may, whenever they think fit and they shall, on the requisitions of the holders of not less than one-tenth of the paid up capital of the company as at the date entitled to vote in regard to the matter in respect of which the requisition is made, forth with proceed to convene an Extra-Ordinary General Meeting of the Company
59	**Notice of meeting**	Twenty-one days notice at least of every General Meeting, annual or extra-Ordinary and by whatsoever name called, specifying day, place and hours of meeting and the general nature of the business to be transacted thereat shall be given in the manner hereinafter provided to such persons as are under these Articles or the act entitled to receive notice from the company provided that, in the case of an annual general meeting with consent in writing of all the members entitled to vote thereat and in the case of any other meeting with consent of the members holding not less than 95 percent (95%) of such part of the paid up capital of the company as gives a right to vote at the meeting a meeting may be convened by a shorter notice. In the case of an Annual General Meeting if any business other than, (i) the consideration of the accounts, balance sheet and reports of the Board and Auditors, (ii) the declaration of dividend, (iii) the appointment of directors in place of those retiring, (iv) the appointment of and fixing of the remuneration of the Auditors is to be transacted and in the case of any other meeting, all business shall be deemed special business and in any event, there shall be annexed to the notice of the meeting a statement setting out all the material facts concerning each such item of business, including in particular the nature or extent of the interest, if any, therein of every director and the manager (if any) Where any such item of business relates to or affects any other company the extent of shareholding interest in that other company of every director and manager, if any, of the Company shall also be set out in the statement if the extent of such shareholding interest is not less than ‘twenty percent of the paid-up share capital of that other company. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
60	**As to omission to give notice**	The accidental omission to give any such notice to or the non receipt of notice by any of the members or persons entitled to receive the same shall not invalidate the proceedings at any such meeting
61	**Quorum at**	Five members present in person shall be a quorum for a General Meeting. A

	Article	Particulars
	General Meeting	corporation being a member shall be deemed to be personally present if it is represented, in accordance, with Section 187 of the Act. The President of India or the Governor of a State shall be deemed to be personally present if he is represented in accordance with Section 187- A of the act
62	**Questions at general Meeting how to decide**	At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) ordered by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares, in the Company which confer a power to vote on the resolution, not being less than one-tenth of the total voting power in respect of the resolution, or on which aggregate sum of not less than fifty thousands rupees has been paid up, and unless a poll is so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by particular majority or lost, and an entry to that effect in the minutes book of Company shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against the resolution
63	**Chairman's casting vote**	In the case of an equality of votes the Chairman shall both on a show of hands and at poll (if any) have a casting vote in addition to the vote or votes which he may be entitled to as a member
64	**Poll to be taken if demanded**	If poll is demanded as aforesaid the same shall subject to Article 72 be taken at such time (not later than forty-eight hours from the time when demand was made) and place and either by open voting or by ballot as the Chairman shall direct and either at once or after an interval of adjournment or otherwise and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons or the persons who made the demand.
68	**Voting rights of members**	On a show of hands, every holder of equity shares entitled to vote and present in person or by proxy shall have one vote and on a poll the voting right of every holder of equity shares whether present in person or by proxy, shall be in proportion to his share of the paid up equity capital of the Company
71 (i)	**Voting in person or by proxy**	Subject to the provisions of these Articles votes may be given either personally or by proxy. A corporation being a member may vote by representative duly authorised in accordance with Section 187 of the Act, and such representative shall be entitled to speak, demand a poll, vote, appoint a proxy and in all other matters reckoned as a member for all purposes
71 (ii)	**Appointment of Proxy**	Every proxy (whether a member or not) shall be appointed in writing under the hand of appointer of his attorney, or if such appointer is a corporation under the Common seal of such corporation or the hand of its officer or an attorney, duly authorised by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings
71 (iii)	**Deposit of instrument of appointment**	The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the office not less than forty-eight hours before the time or holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution
71 (iv)	**Form of proxy**	Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit, be in either of the forms set out in Schedule IX of the Act
71 (v)	**Validity of vote given by proxy notwithstanding death of member**	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer shall have been received at the office before the meeting
72 (ii)	**Chairman of any meeting to be the judge of validity of any vote**	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

	Article	Particulars
73	**Minutes of general meetings and inspection thereof by member**	The Company shall cause to be kept minutes of all proceedings of general meeting which shall contain a fair and correct summary of the proceedings thereat and a book containing such minutes shall be kept at the registered office of the Company and shall be open during business hours for such period not being less than two hours in the aggregate In each day as the directors may determine for Inspection of member without charge. The minutes aforesaid shall be kept In accordance with the provisions of section 193 of the Act
74	**Number of Directors**	Until otherwise determined by a General Meeting and subject to Section 252 and 259 of the Act the number of Directors shall not be less than three and more than twelve excluding any Directors appointed under Articles 79 and 80
76	**Appointment of alternate directors**	The Board of Directors of the Company may appoint an alternate director to act for a director (hereinafter In this Article called "the original director") during the absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible of the original director in whose place he has been appointed and shall vacate office if and when the original director returns to the State
77	**Directors may Fill-up vacancies**	The Directors shall have power at any time, and from time to time, to appoint any qualified person to be a director to fill a causal vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office, if It had not been vacated as aforesaid but he shall then be eligible for re-election
78	**Additional directors**	The Directors shall also have power at any time, and from time to time, to appoint any other qualified person to be a director as an addition to the Board but so that the total number of directors shall not at any time exceed the maximum fixed above. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for re-election at such meeting
79	**Power to the financial institutions to nominate Directors on the Board**	The Company may agree with any financial institution, company or any other authority, person, state or institution that in consideration of any loan or financial assistance of any kind whatsoever which may be rendered by it, is shall have power to nominate such number of directors on the Board of Directors of the Company as may be agreed to and from time to time remove and appoint them and to fill in vacancy caused by such directors otherwise ceasing to hold office. Such nominated directors shall not be liable to retire by rotation. The Director nominated in this Article Is hereinafter referred to as institutional Director" in these presents
80	**Debenture Director**	Any Trust Deed for securing debentures or debenture stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holder of the debentures or debenture stock of some person to be director of the Company and may empower such trustees or holders of debenture-stock from time to time to remove any director so appointed. A director appointed under this Articles is hereinafter referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A debenture director shall not be liable to retire by rotation or be removed by the company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustee and all such provisions shall have effect nothwithstanding any of the other provisions herein contained.
82	**Remuneration of Directors**	The remuneration of each director for attending the meeting of the Board or Committee thereof shall be such sum as may be prescribed by the Act of the Central Government from time to time for each such meeting of the Board or Committee thereof attended by him. The directors shall be paid such further remuneration (if any) as the Board shall from time to time determine and such additional remuneration shall be divided among the directors in such proportion and manner as the Board may from time to time determine and in default of such determination shall be divided among the directors equally
88	**Rights of Directors**	Except as otherwise provided by these articles, all the directors of the company shall have, in all matters, equal rights and privileges and be subject to equal obligation and duties in respect of the affairs of the Company
89	**Retirement and rotation of**	All the Directors, excluding the Managing and/or special director, shall retire at the first annual general meeting of the Company and thereafter at each annual general

	Article	Particulars
	directors	meeting of the company one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office. A special director appointed by the Board under Article 79 and 80 hereof and/or a' Managing Director shall not be liable to retire by rotation, Subject to Section 284 (5) of the Act, the Director to retire by rotation at every Annual General meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day those who retire shall in default of and subject to any agreement among themselves, be determined by lot
92	**Company may increase, reduce number of directors**	The Company may, by ordinary resolution, from time to time increase or reduce the number of directors and may alter their qualification and the Company may remove any director before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time as the director in whose place he is appointed would have held the same if he had not been so removed
93	**Notice of candidature of office of directors in certain cases**	No person, not being a retiring director, shall be eligible for election to the office of director at any General Meeting unless he or some other member intending to propose him has atleast fourteen clear days before the meeting left at the office a notice in writing under his hand signifying his candidature for the office of director or the intention of such member to propose him as a candidate for that office alongwith a deposit of five hundred rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director
94 (i)	**Meeting of directors**	The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit.
94 (ii)	**Quorum**	The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded of as one), or three directors, whichever is higher.
95	**Adjournment of meeting for want of quorum**	If a meeting of the Board could not be held for want of quorum then the meeting shall stand adjourned to such other time, date and place as may be fixed by the directors present not being later than fifteen days from the date originally fixed for the meeting
96	**When meeting to be convened**	The Chairman, if any, or the Managing Director of his own motion or the Secretary of the Company shall upon the request in writing of two directors of the Company or if directed by the Managing Director, or Chairman, if any, convene a meeting of the Board by giving notice in writing to every director for the time being in India and at his usual address in India to every other director
97	**Chairman**	The directors may from time to time elect, from among their number, Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board Chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their members to be chairman of the meeting
99	**Powers of Board Meeting**	A meeting of the Board for the time being at which quorum is present shall be competent to exercise all or any of the authorities, power and discretions which by the Act or the Articles of the Company are for time being, vested in or exercisable by Board generally
100	**Directors may appoint committees and delegate its powers**	The Board may delegate any of their powers to a committee of director consisting of such director or directors or one or more directors and member or members of the company as it thinks fit or to the Managing Director or the Manager or other principal officer of the company or branch officer or to one or more of them together and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to persons or purposes. But every Committee of the Board, so formed, shall in the exercise of the powers so delegated conform to any resolution that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment, but not otherwise, shall have the like force and effect as if done by the Board
103	**Acts of Board or committee valid**	All acts done by any meeting of the Board or by Committee of the Board or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such director or person acting as aforesaid or that they of any of them were disqualified or had vacated office or that

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		appointment of any of them had been terminated by virtue of any provisions contained in the Act or in Articles, be as valid as if every such person had been duly appointed and was qualified to be a director and not vacated his office or his appointment had been terminated, provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or have terminated
104	**Minute of proceeding of Directors and Committees to be kept**	The Board shall in accordance with the provisions of section 193 of the Act cause minutes to be kept of every General Meeting of the Company or of every meeting of the Board or of every committee of the Board. (b) Any such minutes of any meeting of the Board or of any committee of the Board or of the Company in General Meeting, if kept in accordance with the provisions of section 193 of the Act, shall be evidence of the matters stated in such minutes.
105	**Powers of the Board**	Subject to the provisions of the Act, the control of the company shall be vested in the Board who shall be entitled to exercise all such powers and to do all such acts things as the company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or things which is directed or required whether by the Act or in other statue or by the Memorandum of the Company or by these Articles or otherwise to be exercised or done by the Company in general meeting provided further that in exercising any such power or doing any such act or things, the Board shall be subject to the provisions in that behalf contained in the act or in the Memorandum of Association of the Company or these Articles or any regulations made by the Company in general meeting and shall not invalidate any prior act of the Board which would have been valid if those regulations had not been made.
107	**Powers to appoint Managing Director**	The Board may, from time to time, appoint one or more Directors to be Managing Director or Whole Time Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the company remove or dismiss him or them from office and appoint another or others in his or their place or places
108	**Remuneration of Managing Director**	A Managing or Whole time Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company, subject to provisions of the Companies Act, 1956
109	**Powers of Managing Director**	Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 292 thereof the Board may from time to time, entrust to and confer upon the Managing Director or Whole-time Director for the time being such of the powers exercisable under these presents by the Director as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think fit and they may confer such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers
111	**The Seal, its custody and use**	The Board shall provide a common seal for the purpose of the company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of the Board or a Committee of the Board previously given and in the presence of a director of the Company or some other person appointed by the directors for the purpose. The Company shall also be at liberty to have an official Seal in accordance with Section 50 of Act for use in any territory, district or place outside India
112		Every Deed or other instruments to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by one director and the secretary or some other person appointed by the Board for the purposes, provided nevertheless that certificate of shares may be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or the statutory modification or re-enactment thereof for the time being in force
114	**Declaration of dividends**	The Company in General Meeting may declare dividends to be paid to the members according to their rights and interest out of the profits and may fix the time for payment
115		No larger dividend shall be declared that is recommended by the Directors but the company in General Meeting may declare a smaller dividend

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116		No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits
122	**No member to receive dividend whilst indebted to the Company and right of reimbursement there out**	No member shall be entitled to receive payment of any interest on dividend in respect of his shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise however either alone or jointly with any other persons and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.
123	**Transfer of shares must be registered**	A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
125	**Capitalisation of reserves**	Any General meeting may resolve that any moneys, investments or other assets forming part of the undividend profits of the Company standing to the credit of any reserves or any capital redemption reserve fund or in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of share premium account be capitalised and distributed amongst such of the share holders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of share holders in paying up in full any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such share holders in full satisfactions of their interest in the said capitalised sum provided that any some standing to the credit of a share premium account or a capital redemption reserve fund may for the purpose of this Article only be applied in the paying up unissued shares to be issued to members of the Company as fully paid bonus shares.
135	**Service of document or notices on members by the company**	(1) A document or notice may be served or given by the company on any member or an office thereof either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address if any within India supplied by him to the Company for serving documents or notices on him. (2) Where a document or notice is sent by post, service of the document or notice shall be deemed to the effected by properly addressing prepaying and posting a letter containing the document or notice provided that where a member has intimated to the Company in advance that documents or notice should be sent to him under a certificate of posting or be registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of meeting at the expiration on forty-eight hours after the letter containing the document of notice is posted in any other case at the time at which the letter would be delivered in the ordinary course of post.
143	**Liquidator may divide assets in specie**	The liquidator on' any winding up (whether voluntary, under supervision or compulsory) may with the sanction of a special resolution/orders of the court but subject to the rights attached to any preference shares capital, divide among the contributories in specie any part of the assets of the Company and may, with the like sanction, vest any part of the company in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit
144	**Indemnity**	Subject to the provisions of Section 201 of the Act, every director, manager, officer or servant· of the. Company or any person (whether an officer of the company or not) employed by the company as auditor shall be indemnified out of the funds of the Company against all claims and it shall be the duty of the directors out of the funds of the Company, to pay all costs, charges, losses and damages which any such person may incur or become liable to by reason of any contract entered into or act or thing done, about the execution or discharge of his duties or supposed duties (except such, if any, as he shall incur or sustain through or by his own wilful act, neglect or default) including expenses and in particular and so as not to-limit the generality of the

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		foregoing provisions against all liabilities incurred by him as such director, manager, officer or auditor in defending any proceeding whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief if granted to him by the Court.
145		Subject to the provisions of the Act, no director, auditor or other officer of the Company shall be liable for the act, receipt, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the director on behalf of the Company or for the insufficiency or deficiency or any security in or upon which any of the money of the Company shall be invested or for any loss or damages, arising from the bankruptcy, insolvency or tortuous act of any person, firm or company to or with whom any money securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission, default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty
146		No member shall be entitled to visit or inspect any works of the Company without the permission of the directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the-directors it would be 'inexpedient in the interest of the Company to discover.
PART B		
Part B of these Articles includes the rights and obligations of the parties to the SSSA and the Supplemental Agreement, both dated February 24, 2011		
In the event of any conflict or inconsistency between the provisions of this Part B and other provisions of these Articles and any other Article contained in the Part A, the provisions of this Part B shall prevail.		
3	**Board Composition and Meetings**	3.1 Composition. The Board shall consist of not less than six (6) and not more than twelve (12) Directors. 3.2 Nominees. The Investors shall have the right to jointly appoint Directors in proportion to their aggregate shareholding in the Company subject to the Investors being entitled to collectively appoint a minimum of one (1) nominee director on the Board (the "Investor Director"). The Promoters covenant that the Promoters shall not veto or in any way object to or obstruct the appointment of the Investor Director and shall further take all actions and deeds to effectuate such appointment. 3.3 Non-executive. The Investor Director shall be non executive director and accordingly shall not be responsible for the day to day affairs of the Company. 3.4 Officer in default. The Investor Director shall not be deemed to be "officer in default", as the term is defined in the Companies Act and shall accordingly not be liable for any default or failure of Company in complying with the Legal Requirements. In the event that any notice or proceedings have been filed against the Investor Director by reason of him being included within the scope of "officer in default", the Company and the Promoters shall take all necessary steps to ensure that name of the Investor Director is excluded/ deleted and the charges/ proceedings against the Investor Director are withdrawn and shall also take all steps to defend the Investor Director against such proceedings and the Company shall pay all loss incurred by the Investor Director. 3.5 Appointment and removal. All appointments or removal of the Investor Director shall be in writing and delivered to the registered office of the Company. An Investor Director shall serve from the time of his appointment until the earlier of his removal, resignation, death, disqualification or retirement. 3.6 Retire by rotation. The Investor Director shall not be liable to retire by rotation. 3.7 Alternate Director. The Investor Director shall be entitled to, from time to time, nominate any person, to be appointed as the alternate director to the Investor Director (the "Alternate Director") and the Company and Promoters shall exercise all their rights and powers and take all requisite actions to ensure that

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		such person is appointed forthwith as the concerned Investor Director's, alternate director. 3.8 Observer. The IBEF Funds and IDFC each, may at any time, appoint any person as an observer (the "Observer" and collectively the "Observers", not being more than two (2) at any point in time). Such Observers shall have the right to attend any and all meetings of the Board and the committees of the Board, of which the Investor Director is a member, along with the Investor Director or the Alternate Director as well as in the absence of the Investor Director or the Alternate Directors. However, the Observers shall not have any voting rights. The right of IDFC to appoint an Observer shall be a non-transferable right and IDFC shall not be entitled to assign the same to an Investor Transferee and IDFC shall be entitled to appoint such Observer until earlier of (i) the Investors right to appoint an Investor Director ceasing, and (ii) IDFC ceasing to hold at least one percent (1%) of the fully diluted Share Capital of the Company. 3.9 Board meetings and matters to be resolved. The meetings of the Board shall be held at the registered office of the Company (unless agreed otherwise by all the Directors) at least once in three months and at least four such meetings shall be held every year. Any Director shall be entitled to convene a meeting of the Board in accordance with the Articles of Association. Notwithstanding any provision of the Subscription Agreement or the Companies Act or the Articles of Association, no matter shall be resolved upon in a Shareholders' meeting unless such matter has been first resolved upon in a meeting of the Board. 3.10 Notice. The notice of every Board meeting shall be given to each Director and Observer (if any) at the address notified from time to time by the Directors or Observer, as the case may be, at least seven (7) days prior to such meeting, provided that, the notice period of seven (7) days may be shortened by written consents of all the Directors (including the Investor Director). 3.11 Agenda. Save where agreed upon otherwise in writing by the Investor Director, each notice notifying of a Board meeting shall be accompanied with an agenda of the meeting specifying in reasonable details the matters to be discussed at the relevant meeting accompanied by the relevant papers for discussion and no decision shall be taken and/or any resolution passed on any matter that has not been included in the agenda. Any notice sent to an address outside India shall be sent by electronic message. 3.12 Expenses. The Investor Director together with any of its Alternate Directors and Observer shall be paid out of pocket expenses (including travel and stay expenses) by the Company for attending Board and committee meetings of the Company. 3.13 Quorum. The quorum at a Board meeting shall be two (2) Directors or one-third of its total strength, whichever is higher, of which, unless specifically consented to in writing by the Investor Representative, one shall be an Investor Director; provided that, if within thirty (30) minutes of the time appointed for holding any Board meeting ("First Meeting"), the required quorum is not present, then the Directors present at such meeting shall resolve to adjourn the First Meeting to a date being fifteen (15) days from the date of the First Meeting at a specified time and place ("Adjourned Meeting"). It is clarified that an Alternate Director shall be counted on the quorum in the same capacity as his appointer. For the sake of clarity, quorum shall deemed to have been constituted and no adjournment of the First Meeting shall be required if (X) there are at least two (2) Directors or Directors representing one-third of the total strength present and voting in a Board meeting, and (Y) the Investor Director has conveyed his assent or dissent, in writing, to the matters (including Reserved Matters) listed in the agenda prior to the Board meeting. Where the First Meeting has been adjourned solely due to the absence of the Investor Director or the Alternate Director, as the case may be, in the Adjourned Meeting, where the Investor Director or the Alternate Director is once again not present and has also not communicated his assent or dissent in writing on any Reserved Matter, then the Directors present in the Adjourned Meeting shall be entitled to take the decision and resolve on any matter (including the Reserved Matter) which was proposed to be resolved in the First Meeting, notwithstanding the provisions of Article 5.

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		3.14 Committees. The Investor Director shall be entitled to be appointed on the audit, compensation, IPO and Shareholder grievance committees, constituted by the Board and the Investors shall also have the right to appoint an observer to such committees constituted by the Board. All such committees shall meet at such intervals as required by Law and/ or the Board.
4	**Shareholders' Meetings**	4.1 Shareholders' meetings. The Shareholders' meetings shall be held in accordance with the provisions of the Companies Act and the Articles of Association, provided that no such meeting shall be held with a notice of less than twenty one (21) days, unless the Company obtains the Shareholders' consent in terms of the Companies Act, for convening a general body meeting with shorter notice and which consent shall include the consent of the Investors. 4.2 Quorum. The quorum at a Shareholders' meeting shall be as required under the provisions of the Companies Act. 4.3 Voting at Shareholders' meetings. At a Shareholders' meeting each Shareholder shall be entitled to vote in proportion to the number of Shares held by such Shareholder and each such Share shall carry one vote.
5	**Reserved Matters**	5.1 Reserved Matters. Subject to the provisions of Article 3.13 of the Subscription Agreement or any power conferred upon the Board by the Subscription Agreement, the Companies Act or the Articles of Association, the Parties shall ensure that the Company shall not decide any of the Reserved Matters, unless an affirmative vote of the Investor Director is given in writing or the Investor Representative (in the absence of Investor Director or the Alternate Director, as the case may be) has communicated his assent in writing.
10	**Liquidation Preference**	10.1 Liquidation Preference. In the event of any involuntary liquidation, winding up, dissolution, of the Company, the total proceeds from such liquidation, remaining after discharging the bank debts and statutory liabilities of the Company as provided under the Companies Act, the Investors shall be entitled to be paid an amount being the higher of (i) the amount that provides the Investors with a return of fifteen percent (15%) IRR on the aggregate of the Investor Subscription Amount and all other sums invested by such Investor to acquire the Investor Shares, and (ii) an amount as is distributable rateably, on a pari passu basis, to the Shareholders based on the number of outstanding Equity Shares (on a fully converted basis) then held by each such Shareholder. For the purposes of computing the IRR for this Article 10.1, any sale of Shares within a period from the First Tranche Closing Date till the Liquidation Event, shall be deemed to be made at 15% IRR, irrespective of the actual price at which such Shares were sold. 10.2 Nomination. In the event of the Investors being unable to receive the monies under this Article 10 as a result of any Law, then the Investors shall be entitled to, at their option, nominate any Person to receive such monies on behalf of the concerned Investor and the Company and the Promoters shall do all such acts and execute such documents to give effect to this Article.
11	**Termination**	**Ceasing to hold Investor Shares:** This Part B shall cease to be in effect and shall be deemed to be inapplicable upon the Investors together with the Investor Transferee ceasing to hold Shares representing at least two percent (2%) of the fully diluted Share Capital of the Company and as against any particular Investor as regards such rights as may be individually exercised by each Investors, upon such Investor ceasing to hold Shares representing at least one percent (1%) of the fully diluted Share Capital of the Company.
12	**Events of Default and Consequences**	12.1 **Consequences of Occurrence of Event of Default.** On the occurrence of an Event of Default in terms of the Subscription Agreement, the Investors shall be severally entitled to exercise: 12.1.1 the Default Sale Right (as defined hereinafter) in the manner more particularly set out in Article 12.2; and on failure of the Company and the Promoters to comply with the Default Sale Right, exercise. 12.1.2 the Default Promoter Shares Sale Right (as defined hereinafter) in the manner more particularly set out in Article 12.3. 12.2 Default Sale Right. On the occurrence of an Event of Default, each Investor shall be entitled to and the

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		Company and the Promoters hereby, jointly and severally, irrevocably grant to each Investor a right (the "Default Sale Right") to, require the Company and the Promoters, at their option, either buy back and/ or purchase from the concerned Investor, all of the Shares then held by such Investor at a price being the higher of (i) the FMV of the Investor Shares, or (ii) a price that would provide the Investors with a return of twenty one percent (21%) IRR on their respective aggregate Investor Subscription Amounts and all other sums invested by such Investor to acquire the Investor Shares in terms of the Subscription Agreement (the "Specified Price"). For the purposes of computing the IRR for the Specified Price, any sale of Shares prior to the Event of Default, shall be deemed to be made at 21% IRR, irrespective of the actual price at which such Shares were sold. The Investors shall be entitled to exercise the Default Sale Right by addressing a written notice in this regard to the Promoter Agent ("Default Sale Exercise Notice"). On exercise of the Default Sale Right by the Investors, the Company shall (and the Promoters shall cause the Company to) buy back from such Investor and/ or the Promoters shall purchase from such Investor, all (and not part) of the Shares then held by such Investor, at the Specified Price, within a period of thirty (30) days from the date of the Default Sale Exercise Notice. 12.3 Strategic Sale and Default Promoter Shares Sale Right. 12.3.1 Strategic Sale. (i) On the occurrence of an Event of Default and where the Company and the Promoters have failed to comply with the Default Sale Right, the Investor who has exercised the Default Sale Right shall be entitled to, Transfer all (not part) of the Shares then held by the Investors to one or more Persons (the "Proposed Transferee") as well as invoke the Default Promoter Shares Sale Right in terms of Article 12.3.2; provided that and notwithstanding the fact that an Investor has not exercised its right under Article 12.2, in the event any one Investor is exercising its Default Promoter Shares Sale Right, all the other Investors (including for the sake of clarity the Investor that has not exercised its right under Article 12.2) shall be entitled to participate in the Default Promoter Shares Sale Right by tendering their respective Shares in terms of Article 12.3.2 and such of the Investors as have elected not to participate in the Default Promoter Shares Sale Right, shall be deemed to have, for all future purposes, forfeited their Default Promoter Shares Sale Right under Article 12.3.2. The provisions of Articles 7 shall not apply to any sale of the Shares by the Investors to any Proposed Transferee under this Article 12.3. (ii) The Company, the Promoters and the Promoter Group jointly and severally, undertake to do all such acts, deeds, matters and things as may be required for sale of the Shares held by the Investors to the Proposed Transferee in terms of this Article 12.3.1 including participating in the discussions held. The Company, the Promoters and the Promoter Group further jointly and severally undertake to co-operate with the Investors in providing to the Investors and/or the Proposed Transferee with access to such documents and information and/or provide copies of documents, as maybe required by the Investors and/ or the Proposed Transferee. 12.3.2 Default Promoter Shares Sale Right. (i) In the event the Investors do a strategic sale in terms of Article 12.3.1, the Investors shall be entitled to require the Promoters and Promoter Group to sell to the Proposed Transferee, such number of Shares that along with the Shares being Transferred by the Investors comprise, in the aggregate, thirty six percent (36%) of the then fully diluted Share Capital of the Company (the "Default Promoter Sale Shares"), for the same price and on the same terms and conditions upon which the Investors effect the strategic sale to the Proposed Transferee, and the Promoters and Promoter Group shall be bound to offer the Default Promoter Sale Shares for sale to the Proposed Transferee (the "Default Promoter Shares Sale Right"). For the purpose of this Article the number of Shares being Transferred by the Investors shall be assumed as Shares held by the Investors in the Company as on the Second Tranche Closing Date as adjusted for any stock splits, bonus issuance or rights issue,

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		and shall include the Shares Transferred by the Investors. (ii) Upon the Investors exercising the Default Promoter Shares Sale Right, they shall deliver to the Promoter Agent, a written notice (the "Default Promoter Shares Sale Notice") setting forth the number of Default Promoter Sale Shares required to be Transferred by the Promoters and Promoter Group to the Proposed Transferee together with the consideration per Default Promoter Sale Share payable by the Proposed Transferee and the other terms and conditions of Transfer. (iii) Within ten (10) days of the date of the Default Promoter Shares Sale Notice, the Promoters and Promoter Group shall deliver to the Investors the certificates evidencing the Default Promoter Sale Shares, together with duly signed share transfer forms to effect the Transfer of such Default Promoter Sale Shares to the Proposed Transferee on the books and records of the Company against payment of the sale price for the default Promoter Sale Shares. In the event the Promoters and/ or Promoter Group fail to deliver such certificate(s) and share transfer forms to the Investors, the Company shall cause a notation to be made on its books and records to reflect that all the Shares of the Promoters and/ or Promoter Group are bound by the provisions of this Article and that the transfer of such Shares may be effected without the Promoters and/ or Promoter Group consent or surrender of their Shares. (iv) In addition, the Promoters and Promoter Group shall be required to make to the Proposed Transferee such representations and warranties with respect to the Default Promoter Sale Shares and with respect to all other matters as regards the Company and the Subsidiaries as are reasonably requested by the Proposed Transferee.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

1. Material Contracts for the Offer

(i) Offer Agreement dated April 30, 2018 between our Company, the Selling Shareholders and the BRLMs.

(ii) Agreement between our Company, the Selling Shareholders and the Registrar to the Offer dated April 26, 2018.

(iii) Cash Escrow Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Escrow Collection Bank(s), Refund Banker and Public Offer Bank(s).

(iv) Share Escrow Agreement dated [●] between the Selling Shareholders, our Company, the BRLMs and the Escrow Agent.

(v) Monitoring Agency dated [●] between our Company and the Monitoring Agency

(vi) Syndicate Agreement dated [●] between our Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

(vii) Underwriting Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters.

2. Material Documents

(i) Certified copies of the updated Memorandum and Articles of Association of our Company as amended from time to time.

(ii) Certificate of incorporation dated December 22, 1995.

(iii) Fresh certificate of incorporation dated August 31, 2007 pursuant to change of name.

(iv) Resolutions of the Board of Directors dated March 17, 2018 in relation to the Offer.

(v) Shareholders' resolution dated March 24, 2018 in relation to the Offer.

(vi) Approval by way of letter dated April 25, 2018 and board resolution dated April 25, 2018 of India Business Excellence Fund I approving the offer of up to 6,597,080 Equity Shares as part of the Offer for Sale.

(vii) Approval by way of letter dated April 25, 2018 and board resolution dated January 23, 2018 from MOPE Investment Advisors Private Limited, the investment manager of India Business Excellence Fund approving the offer of up to 2,144,453 Equity Shares as part of the Offer for Sale.

(viii) Approval by way of consent letter dated April 26, 2018 and board resolution dated April 26, 2018 from Lokesh Builders Private Limited approving the offer of up to 745,860 Equity Shares as part of the Offer for Sale.

(ix) Approval by way of consent letter dated April 25, 2018 and board resolution dated April 25, 2018 from Kandoi Fabrics Private Limited approving the offer of up to 492,000 Equity Shares as part of the Offer for Sale.

(x) Approval by way of consent letter dated April 26, 2018 from Vinod Kumar Agarwal approving the offer of up to 745,860 Equity Shares as part of the Offer for Sale.

(xi) Approval by way of consent letter dated April 25, 2018 from Pradeep Kumar Agarwal approving the offer of up to 500,000 Equity Shares as part of the Offer for Sale.

(xii) The examination reports dated April 26, 2018 of the Statutory Auditor, on our Company's Restated Standalone Financial Statements and Restated Consolidated Financial Statements, included in this Draft Red Herring Prospectus.

(xiii) Copies of the annual reports of our Company for the Fiscals 2013, 2014, 2015, 2016 and 2017.

(xiv) Statement of Possible Tax Benefits Available to the Company and its Shareholders dated April 25, 2018 from the Statutory Auditor.

(xv) Consent of the Directors, the BRLMs, the Syndicate Members, Legal Counsel to the Offer as to Indian Law Registrar to the Offer, Escrow Collection Bank(s), Refund Banker, Public Offer Bank(s), Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

(xvi) Consent letter dated April 30, 2018 of the Statutory Auditor to include their names as experts in relation to their reports dated April 26, 2018 on the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements and the Statement of Possible Tax Benefits Available to the Company and its Shareholders dated April 25, 2018 included in this Draft Red Herring Prospectus.

(xvii) Consent letter dated April 26, 2018 from CRISIL.

(xviii) Report titled "*Industry Report on Infrastructure*" dated March 2018, prepared and issued by CRISIL Limited

(xix) Due Diligence Certificate dated April 30, 2018 addressed to SEBI from the BRLMs.

(xx) In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

(xxi) Tripartite agreement dated July 5, 2013 between our Company, NSDL and the Registrar to the Offer.

(xxii) Tripartite agreement dated August 25, 2015 between our Company, CDSL and the Registrar to the Offer.

(xxiii) Share Subscription and Shareholders Agreement dated February 24, 2011 between IBEF I, IBEF, IDFC Investment Advisors Limited, our Company, Devki Nandan Agarwal, Vinod Agarwal, Mahendra Agarwal, Ajendra Agarwal, Purshottam Agarwal, G R Infratech Private Limited, Lokesh Builders Private Limited, Gumani Ram Agarwal, Harish Agarwal, Ajendra Agarwal HUF, Devki Nandan Agarwal HUF, Mahendra Agarwal HUF, Purshottam Agarwal HUF, Vinod Kumar Agarwal HUF, Pankaj Agarwal, Vikas Agarwal, Kiran Agarwal, Ritu Agarwal, Rupal Agarwal, Suman Agarwal, Laxmi Devi Agarwal, Mohini Devi Agarwal, Puja Agrawal, Jasamrit Designers Private Limited, Jasamrit Creations Private Limited, Jasamrit Construction Private Limited, Jasamrit Fashions Private Limited and Jasamrit Premises Private Limited, amended by the supplemental agreement dated February 24, 2011 and termination letter dated April 17, 2018 respectively.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Vinod Kumar Agarwal
(*Managing Director*) ________________________________

Ajendra Agarwal
(*Executive Director*) ________________________________

Anand Bordia
(*Non-executive independent Director*) ________________________________

Desh Raj Dogra
(*Non-executive independent Director*) ________________________________

Maya Swaminathan Sinha
(*Non-executive independent Director*) ________________________________

Chander Khamesra
(*Non-executive independent Director*) ________________________________

SIGNED BY THE CHIEF FINANCIAL OFFICER

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Anand Rathi

Date: April 30, 2018
Place: Udaipur

DECLARATION BY LOKESH BUILDERS PRIVATE LIMITED

The undersigned Promoter Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct and assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY

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For Lokesh Builders Private Limited

Date: April 30, 2018
Place: Udaipur

DECLARATION BY VINOD KUMAR AGARWAL

The undersigned hereby certifies that all statements and undertakings made by the undersigned him in this Draft Red Herring Prospectus about or in relation to himself and the Equity Shares being offered and sold by him in the Offer for Sale are true and correct, and assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY VINOD KUMAR AGARWAL

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Date: April 30, 2018
Place: Udaipur

DECLARATION BY THE INVESTOR SELLING SHAREHOLDER

The undersigned Investor Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Investor Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct and assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE INVESTOR SELLING SHAREHOLDER

For India Business Excellence Fund I

Date: April 30, 2018
Place: Mauritius

DECLARATION BY THE INVESTOR SELLING SHAREHOLDER

The undersigned Investor Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Investor Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct and assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE INVESTOR SELLING SHAREHOLDER

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For Vistra ITCL (India) Limited
Trustees of Business Excellence Trust- India Business Excellence Fund

MOPE Investment Advisors Private Limited
Investment Manager
Authorised Signatory

Date: April 30, 2018
Place: Mumbai

DECLARATION BY PRADEEP KUMAR AGARWAL

The undersigned hereby certifies that all statements and undertakings made by the undersigned him in this Draft Red Herring Prospectus about or in relation to himself and the Equity Shares being offered and sold by him in the Offer for Sale are true and correct and assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY PRADEEP KUMAR AGARWAL

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Date: April 30, 2018
Place: Mumbai

DECLARATION BY KANDOI FABRICS PRIVATE LIMITED

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct and assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY

For Kandoi Fabrics Private Limited

Date: April 30, 2018
Place: Mumbai