# GAMMON INFRASTRUCTURE PROJECTS LIMITED

Date: 25th August 2016

To,
The Listing Department
**National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block –G,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400051

Dear Sir,

**Sub: Outcome of Board Meeting**

Scrip Code: 532959, Scrip ID: GAMMNINFRA

The Board of Directors of the Company at its meeting held today has, *inter alia*,

1) Pursuant to Regulation 33 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, approved and taken on record the Un-audited Standalone Financial results for the quarter ended 30th June 2016 along-with the Auditors' Limited Review Report;
2) As regards pending sale of 3 SPVs to BIF India Holdings Pte. Ltd. ('**Brookfield**'), no closure of the sale has been finally agreed with Brookfield;
3) Approved the issue and allotment of 60,000 equity shares of Rs. 2/- each following the exercise of stock options by an employee under the 'GIPL Employee Stock Option Scheme, 2013'. Upon the allotment of these shares, the paid up capital of the Company stand increased from Rs. 1,883,541,448/- divided into 941,770,724 equity shares to Rs. 1,883,661,448/- divided into 941,830,724 equity shares of Rs. 2/- each.

Kindly take this on your record.

Yours truly,

For **Gammon Infrastructure Projects Limited**

**Renuka Matkari**
**Company Secretary**

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2016

(Rs in lakhs.)

| Sr. No. | Particulars | Quarter ended | |
|---|---|---|---|
| | | 30.6.2016 (Unaudited) | 30.6.2015 (Unaudited) |
| | Income from operations | 8,085.41 | 6,727.50 |
| 1 | **Total Income from operations** | 8,085.41 | 6,727.50 |
| | **Expenses :** | | |
| | Project expense | 6,674.00 | 4,618.77 |
| | Employee benefits expenses | 202.26 | 357.06 |
| | Depreciation & amortisation expense | 4.81 | 62.64 |
| | Other expenses | 184.42 | 285.17 |
| 2 | **Total expenses** | 7,065.49 | 5,323.64 |
| 3 | **Profit from operations before other income, finance costs and Exceptional Items (1 - 2)** | 1,019.92 | 1,403.86 |
| 4 | Other Income | 480.98 | 660.73 |
| 5 | **Profit before Finance Costs and Exceptional Items (3 + 4)** | 1,500.90 | 2,064.59 |
| 6 | Finance Costs | 698.77 | 1,465.69 |
| 7 | **Profit / (Loss) after Finance Costs but before Exceptional Items (5 - 6)** | 802.13 | 598.90 |
| 8 | Exceptional Items | - | - |
| 9 | **Profit / (Loss) from Ordinary Activities before tax (7 - 8)** | 802.13 | 598.90 |
| 10 | Tax Expense : | 213.98 | - |
| 11 | **Profit / (Loss) from Ordinary Activities after tax (9 - 10)** | 588.15 | 598.90 |
| 12 | Extraordinary items (Net of tax expense) | - | - |
| 13 | **Net Profit / (Loss) for the period (11 - 12)** | 588.15 | 598.90 |
| 14 | Other Comprehensive Income | 1.43 | 0.57 |
| 15 | **Total Comprehensive Income** | 589.58 | 599.47 |
| 16 | Paid-up Equity Share Capital (Face Value Rs.2/- per equity share) | 18,916.44 | 18,914.24 |
| 17 | **Earnings Per Share for the period (Rupees) :** | | |
| | Basic | 0.06 | 0.06 |
| | Diluted | 0.06 | 0.06 |

1 The above unaudited financial results, as reviewed by the Audit Committee, were approved and taken on record by the Board of Directors in their meeting held on August 25, 2016.

2 The Auditors of the Company have carried out the limited review of the financial results only for the quarter ended June 30 , 2016. The Ind AS compliant financial results of the corresponding quarter ended June 30, 2015 have been stated in terms of SEBI Circular CIR/CFD/FAC/62/2016 dated July 5, 2016. The financial results relating to the quarter ended June 30, 2015 under Ind AS have not been subjected to limited review by the statutory auditors of the Company. However, the management has exercised necessary due diligence and ensured that the financial results provide a true and fair view of its affairs in accordance with the Companies (Indian Accounting Standards) Rules 2015.

3 The reconciliation of Net Profit as previously reported and the total comprehensive income as per IND AS is as per table below:

| Particulars | Standalone |
|---|---|
| | Previous quarter ended |
| | Jun-15 |
| Net profit under previous India GAAP | 362.10 |
| **Add/ (less)** | |
| Actuarial gain / loss on employee defined benefit funds recognised in OCI | (0.57) |
| Adjustments relating to financial instruments on application of IND AS 109 - Financial Instruments. | 237.37 |
| | |
| **Net profit as per IND AS** | 598.90 |
| **Other Comprehensive Income** | 0.57 |
| **Total Comprehensive income under IND AS** | 599.47 |

4 The long stop date for divestment of Vijayawada Gundugolanu Road Project Pvt Limited in favour of BIF India Holdings Pte Ltd. (Purchaser) is August 26, 2016 as per the Share Purchase Agreement. However the condition precedent for the closure of the transaction is pending to be complied. The Purchaser has expressed its intentions not to take over the project and most likely the Company would continue to control the said project.

5 In respect of the following projects there are legal issues, arbitration proceedings or negotiations with the grantor for which the management is taking necessary steps to resolve the matters. These issues are commonly encountered in the Infrastructure business and the management is confident of a favourable resolution in due course. The auditors in their review report have made an emphasis of matter on these matters.

(a) Bridge project at Cochin - the Greater Cochin Development Authority has sought to end the toll collection by unilaterally sealing the toll booth. The subsidiary has initiated arbitration / settlement. The Company has also parallely filed a writ in the matter before the Hon. Kerala High Court for specific performance. The exposure of the Company is Rs. 2,515.94 lakhs (funded and non-funded).

(b) Hydro power project at Himachal Pradesh - the project is stalled due to local agitation relating to environment issues. The matter with State Government is under active negotiation to restart the project or reimburse the costs incurred. The exposure of the company is Rs. 7,209.42 lakhs.

(c) Container terminal at Mumbai – where the group is a Joint Venture (JV) partner, the project is delayed due to non-fulfillment of certain conditions by the Mumbai Port Trust. This has resulted in the Company incurring losses and default in repayment of debt obligation. The matter with the MBPT is under active discussions for resolving the outstanding issues. The management is also negotiating with the bankers for re-scheduling the loans. The exposure of the Company in the JV is Rs. 12,776.93 lakhs (funded and non-funded).

(d) Tolling bridge project in Andhra Pradesh - The current monthly toll collections is not sufficient to repay the monthly interest on bank borrowings. The Company is required to pay the initial loan with the additional loan in 168 monthly installments with effect from April 2016. The term loan account of the Company has been classified as a Non Performing Asset. The management is exploring opportunities to replace the high cost debts with low cost debts. To achieve the above objective, the SPV has engaged rating agencies to assist the it to make a private placement of low cost bonds. In addition to the above, as per the Concession Agreement with Andra Pradesh Road Development Corporation (APRDC), the SPV is eligible to receive Revenue Shortfall Loan at subsidised rate of interest from the APRDC. The SPV is in the process of making necessary applications with APRDC. The management is strongly of the view that once APRDC satisfies its obligations under the terms of the Concession Agreement and other factors stated above, the financial viability of the SPV is expected to improve. In view of the above, the financial statements have been prepared on a going concern basis and accordingly, no impairment of assets was required. The exposure of the Company in the SPV is Rs. 87,671.72. lakhs (funded and non-funded).

6 During the previous period ended September 30, 2014 on account of inadequacy of profits, the Company had paid managerial remuneration in respect of two personnel in excess of the limits specified under Schedule XIII of the Companies Act 1956 and Schedule V of the Companies Act 2013 wherever applicable. The total amount paid in excess of the limits as computed under the respective regulations is Rs. 204.49 lakhs. The Company's application for waiver of the recovery has been rejected by the Ministry of Corporate Affairs. However the Company is making a review petition to the Ministry to review its decision for which it is obtaining shareholder's approval for waiver of recovery in the forthcoming General Meeting. Pending the same no adjustments have been made to the financial statements. Similarly for the previous period ended March 31, 2016 the remuneration paid in excess of the limits computed under the provisions of section 197 read with Schedule V to the Companies Act 2013 was Rs. 183.96 lakhs for which the Company is in the process of making an application to the Central Government for approval / waiver of the same for which also the Company is seeking shareholder's approval for waiver in the ensuing General Meeting. Pending these, no adjustments have been made to these financial statements.

Auditor's qualification:
*Attention is invited to note 6 to the Statement relating to the excess managerial remuneration paid of Rs. 388.45 lacs for the previous periods 1st January 2014 to 30th September 2014 and 1st October 2014 to 31st March 2016. The Company had made an application for waiver of refund of the managerial remuneration to the Ministry of Corporate Affairs, which has been rejected by the Ministry. The Company however has sought to make an application for review of the rejection and therefore no steps for recovery have been initiated and no effects have been given for the same. If the Company's application is not accepted then the company would be required to recover the excess remuneration from the managerial personnel and to that extent the profit for the period will be higher by an amount of Rs. 388.45 lacs. The Company proposes to make an application for the waiver for recovery for the same to the Ministry of Corporate Affairs subject to shareholder approval,which is being sought in the ensuing General Meeting. Subject to the outcome of the shareholder approval and the application made thereafter to the MCA, we are unable to ascertain the impact on profits on this account for the quarter ended 30th June 2016. This matter was qualified in our audit report dated June 6, 2016 on the financial statements for the period ended 31st March 2016.*

7 The Company had divested some of its subsidiaries in the previous period for a cash surplus which reduced the current liability and current asset mis-match. However there is a continuing mismatch for which based on detailed evaluation of the current situation, plans formulated and active discussions underway with various stakeholders, management is confident that the going concern assumption and the carrying values of the assets and liabilities in these quarterly financial results are appropriate. Accordingly the financial results do not include any adjustments that may result from these uncertainties.

8 The Company's operations constitutes a single segment namely "Infrastructure Development" as per IND AS 108 - Operating Segments. Further, the Company's operations are within single geographical segment which is India.

9 Figures for previous periods have been regrouped / reclassified wherever necessary to conform to the current quarters presentation.

**For Gammon Infrastructure Projects Limited**

**Kishor Kumar Mohanty**
Managing Director
DIN : 00080498
Place : Mumbai.
Date : August 25, 2016

*Natvarlal Vepari & Co.*
**CHARTERED ACCOUNTANTS**

Oricon House, 4th Floor, 12. K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

## Review Report

To
The Board of Directors
Gammon Infrastructure Projects Limited,
Mumbai.

1. We have reviewed the accompanying statement of standalone unaudited financial results ("Statement") of Gammon Infrastructure Projects Limited ("the Company") for the quarter ended June 30, 2016 being submitted by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as modified by Circular No. CIR / CFD / FAC / 62 / 2016 dated July 5, 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. This Statement has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind-AS 34) prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on this Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. Basis of Qualified Conclusion
   *Attention is invited to note 6 to the Statement relating to the excess managerial remuneration paid of Rs. 388.45 lacs for the previous periods 1st January 2014 to 30th September 2014 and 1st October 2014 to 31st March 2016. The Company had made an application for waiver of refund of the managerial remuneration to the Ministry of Corporate Affairs, which has been rejected by the Ministry. The Company however has sought to make an application for review of the rejection and therefore no steps for recovery have been initiated and no effects have been given for the same. If the Company's application is not accepted then the company would be required to recover the excess remuneration from the managerial personnel and to that extent the profit for the period will be higher by an amount of Rs. 388.45 lacs. The Company proposes to make an application for the waiver for recovery for the same to the Ministry of Corporate Affairs subject to shareholder approval, which is being sought in the ensuing General*

NATVARLAL VEPARI & CO. * CHARTERED ACCOUNTANTS * Mumbai

*Meeting. Subject to the outcome of the shareholder approval and the application made thereafter to the MCA, we are unable to ascertain the impact on profits on this account for the quarter ended 30th June 2016. This matter was qualified in our audit report dated June 6, 2016 on the financial statements for the period ended 31st March 2016.*

4. Qualified Conclusion
   *Except for the possible effects arising out of the matters mentioned in our basis for qualified conclusion mentioned hereinabove*, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards as specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular bearing nos. Circular No. CIR / CFD / CMD / 15 / 2015 dated November 30, 2015 and CIR / CFD / FAC / 62 / 2016 dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. Emphasis of Matter
   Without qualifying our opinion, we draw attention to the following matters;
   a) We invite attention to Note 5(a) of the Statement, regarding unilateral termination and closure of Concessions in a bridge project, which is subject to pending litigations/arbitrations at various forums, which may impact the carrying values of investments and loans and advances given to the subsidiary. The Company's exposure towards the said project (funded and non-funded) is Rs. 2515.94 lacs. Pending conclusion on these legal matters, no adjustments have been made in these financial results.
   b) We invite attention to Note 5(b) of the Statement, in relation to intention to exit one of the hydro power projects at Himachal Pradesh and seeking a claim of an amount against the amount spent on the project. The Company's subsidiary has cited reasons for non-continuance on account of reasons beyond its control. The subsidiary is negotiating with its client for an amicable settlement on beneficial terms and is also exploring legal steps. The Company's exposure towards the said project includes investment and loans and advances of 7209.42 lacs. Pending conclusion between the parties, no adjustments have been made in these financial results
   c) We invite attention to Note 5(c) of the Statement, in connection with an amount invested (including deposits and advances given) in a joint venture of Rs. 12776.93 lacs (funded and non-funded). The only project of the JV Company has been delayed resulting in the company incurring losses and consequent default in repayment of its debt obligation culminating in the bank facility being designated as NPA. Considering the MBPT permission to allow Ro-Ro operations on a trial basis and based on the



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management assessment and plans to address these issues, no provision is considered necessary against the aforesaid amounts.

d) We invite attention to Note 5(d) of the Statement, in respect of a tolling bridge project in Andhra Pradesh where the monthly toll collections are not sufficient to pay the interest and the resultant defaults in the loan repayment resulting in the facility being marked NPA, Considering the steps the management proposes to take to replace the high cost debts and the terms of the concession agreement in which the Company is eligible for revenue shortfall loans, no provisions is considered necessary against the Company's exposure of Rs. 87671.72 lacs.

e) We invite attention to Note 7 of the Statement, wherein the Company has stated that as of that date the Company's current liabilities exceeded current assets despite the sale of some of the SPVs in the previous period. These conditions, along with other matters as set forth in the said Note of the Statement, indicate the existence of an uncertainty as to timing and realization of cash flow.

6. We draw attention to the fact that we were neither engaged to review nor have we reviewed the comparative figures for the quarter ended June 30, 2015 including the reconciliation of net profit referred to in note 3 of the accompanying Statement.

For Natvarlal Vepari & Co
Chartered Accountants
Firm Registration No. 106971W

NATVARLAL VEPARI & CO. Mumbai CHARTERED ACCOUNTANTS

Nuzhat Khan
Partner
M. No. 124960
Mumbai, Dated: - 25th August 2016