

AJR INFRA AND TOLLING LIMITED
(Formerly Gammon Infrastructure Projects Limited)

Date: 1st September, 2022

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block – G,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip ID – AJRINFRA

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code - 532959

Dear Sir / Madam,

Sub: Outcome of Board Meeting

Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith:

- (i) Audited Standalone & Consolidated Financial Results for the quarter and financial year ended on March 31, 2022 along with the related Auditors' Reports thereon in prescribed forms approved and taken on record by the Board of Directors of the Company at its meeting held today and concluded at 10:10 p.m.;
- (ii) Statement on Impact of Audit Qualifications on the said Financial Results.

Kindly take the same on record.

Yours truly,

For, **AJR Infra And Tolling Limited**
(formerly Gammon Infrastructure Projects Limited)


Kaushal Shah
Company Secretary & Compliance Officer

AJR INFRA AND TOLLING LIMITED

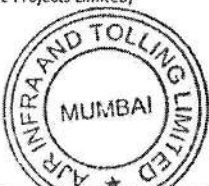
(Formerly Gammon Infrastructure Projects Limited)

Statement of Standalone Assets and Liabilities		
(Rs in lacs)		
Particulars	31-03-2022 (Audited)	31-03-2021 (Audited)
Assets		
Non-current assets		
(a) Property, Plant and Equipment	9.08	17.35
(b) Financial Assets		
(i) Investments in Subsidiaries, Joint Ventures and Associates	89,831.95	110,320.41
(ii) Trade receivables	213.46	5,088.46
(iii) Loans	3,484.92	2,453.59
(iv) Other Financial Assets	80,564.61	119,379.42
(c) Deferred Tax Asset, Net	-	-
(d) Other non current assets	4,542.08	4,534.22
Total Non - Current Assets	178,646.10	241,793.45
Current Assets		
(a) Financial Assets		
(i) Investments in Subsidiaries, Joint Ventures and Associates	-	-
(ii) Other Investments	5,183.15	5,062.78
(iii) Trade receivables	310.94	2,893.94
(iv) Cash and cash equivalents	58.37	28.63
(v) Bank balances	11.50	111.31
(vi) Loans	-	-
(vii) Others Financial Assets	4,614.51	5,755.05
(b) Other current assets	284.64	291.37
Total Current Assets	10,463.11	14,143.08
Total Assets	189,109.21	255,936.53
Equity and Liabilities		
Equity		
(a) Equity Share capital	18,917.64	18,917.64
(b) Other Equity	10,816.49	66,490.28
	29,734.13	85,407.92
Liabilities		
Non-current liabilities		
(a) Financial Liabilities		
(i) Borrowings	-	-
(ii) Other financial liabilities	3,832.77	3,832.77
(b) Provisions	9.00	5.53
(c) Deferred Tax Liability, Net	256.10	202.92
(d) Other Non-current liabilities	3,138.35	3,583.85
Total Non-current liabilities	7,236.22	7,625.07
Current liabilities		
(a) Financial Liabilities		
(i) Borrowings	10,832.46	14,425.60
(ii) Trade payables	-	-
Total outstanding dues of Micro & Small Enterprise	-	-
Total outstanding dues of creditors other than Micro & Small Enterprise	2,054.74	2,150.54
(iii) Other financial liabilities	122,508.54	118,982.57
(b) Provisions	2,069.33	2,091.04
(c) Current tax liability	-	-
(d) Other current liabilities	14,673.79	25,253.79
Total Current liabilities	152,138.86	162,903.54
Total Equity and Liabilities	189,109.21	255,936.53

For and on behalf of the Board of Directors of
AJR Infra and Tolling Limited
(Formerly Gammon Infrastructure Projects Limited)

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MADHUKAR MALI
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Mineel Mali
Whole-Time Director
DIN: 06641595
Place: Mumbai
Date: September 01, 2022



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AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

Standalone Statement of Cash Flow for the year ended March 31, 2022

	(Rs in lacs)	
Particulars	2021-22	2020-21
Cash flows from operating activities		
Profit/(loss) before tax	(55,621.82)	3,360.78
Adjustments:		
Depreciation & amortization	5.23	5.67
Guarantee Commission	(604.39)	(632.61)
Interest received on FD & Banks	(104.69)	(87.69)
W/back on account of one time settlement (OTS)	(1,401.45)	-
Profit on sale of current investment	(1.43)	(9.76)
Loss on Sale of Investment	483.11	-
Net gain on financial asset through FVTPL	(168.95)	(256.24)
Write back of provision	(329.79)	(282.39)
Sundry Balances W/back	(66.05)	(2,886.93)
Interest Expenses	6.93	364.63
Property Plant Equipment Written off	3.62	-
Provision for doubtful advance	3.06	31.65
Settlement of claim of BIF related to projects	57,265.14	-
Sundry balances written off	77.30	1.36
Operating cash flows before working capital changes and other	(454.18)	(391.53)
Decrease/(increase) in financial Assets	1,089.63	140.63
Decrease/(increase) in Other assets	(52.18)	(43.90)
(Decrease) / increase in financial liabilities	(129.50)	185.42
(Decrease) / increase in Non- financial liabilities	(3.83)	(24.96)
(Decrease) / increase in provisions	(17.04)	0.86
Cash generated from operations	432.91	(133.48)
Income taxes refund / (paid), net	(7.85)	(8.24)
Net cash generated from in operating activities	425.06	(141.72)
Cash flows from investing activities		
Purchase of Mutual Funds	-	(475.00)
Proceeds from Sale of Mutual Funds	50.00	772.76
Movement in Other Bank Balance	(73.09)	(81.11)
Sale of Non current investment	2,640.00	-
Purchase of Fixed Assets	(0.59)	-
Intercorporate loan Given	(1,129.00)	-
Intercorporate loan Received Back	427.00	-
Interest received	81.28	88.10
	1,995.60	304.75
Cash flows from financing activities		
Net Proceed/(Repayment) from Short term borrowings	(2,484.00)	-
Interest paid	(6.72)	(200.00)
Net cash used in financing activities	(2,490.72)	(200.00)
Net increase / decrease in cash and cash equivalents	(70.07)	(36.97)
Cash and cash equivalents at the beginning of the period	139.94	176.91
Cash and cash equivalents at the end of the period	69.87	139.94
	(70.07)	(36.97)

For and on behalf of the Board of Directors of
AJR Infra and Tolling Limited
(Formerly Gammon Infrastructure Projects Limited)

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Mineel Mali
Whole-Time Director
DIN: 06641595
Place: Mumbai
Date : September 01, 2022



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AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

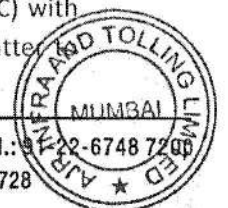
Notes:

1. The above Audited Standalone Financial Results for the quarter and year ended March 31, 2022 were reviewed by the Audit Committee, were approved and taken on record by the Board of Directors in their meeting held on September 01, 2022. The Statutory Auditors of the Company have carried out the audit of the Standalone Financial Results for the quarter and year ended March 31, 2022 and have issued their modified report thereon.
2. The above financial results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
3. The figures for the quarter ended March 2022 and March 2021 are derived from the audited figures of the twelve months period ended March 31, 2022 and March 31, 2021 and the year to date figures up-to December 31, 2021 and December 31, 2020 which were subjected to limited review by the statutory auditors.
4. During the previous periods, in respect of 2 (two) of its subsidiary companies, Corporate Insolvency Resolution Proceedings (CIRP) were initiated by financial creditors of the respective subsidiaries by filing a petition before the Hon'ble National Company Law Tribunal (NCLT). The NCLT admitted the petition and accordingly, the Boards of the respective subsidiaries were superseded, and Interim Resolution Professional/ Resolution Professional (RP) were appointed. Accordingly, the Company namely; AJR Infra and Tolling Limited (Formerly Gammon Infrastructure Projects Limited) lost control over these 2 subsidiaries. These equity instruments presently are carried at Fair Value through Profit & Loss. The book value of these investments are considered as fair value since the valuation reports are yet to be received and accepted by the company. The subsidiaries are:
 - a. Patna Highway Projects Limited (PHPL): One of the Lender i.e. Corporation Bank (merged with Union Bank of India w.e.f. 1st April 2020) had filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT which had been admitted and an Interim Resolution Professional (IRP) had been appointed on 7th January 2020. The Net exposure of the Company is Rs. 1,40,318.58 lacs (funded and non-funded). The valuation exercise has been concluded by the Resolution Professional (RP). The extent of impairment required in the books of accounts of the Company, if necessary will be assessed and given effect on the receipt of valuation report and its acceptance by the Company. The Corporate Guarantee provided by the Company are continued to be shown as contingent liabilities.

Resolution Plan submitted by Sliver Point has been accepted by the COC/ RP against which the Company had filed an intervention application before NCLT, which has since been rejected by Hon'ble NCLT. The Company has filed an appeal on 13th July 2022 against the impugned order in NCLAT.

- b. Rajahmundry Godavari Bridge Limited (RGBL): One of the Consortium Banks of RGBL had initiated and filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT. The Hon'ble NCLT had passed an order dated 27th February 2020 admitting the matter.

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Corporate Insolvency Resolution Process (CIRP) under the IBC and appointing an Interim Resolution Professional (IRP) on 27th February 2020. The IRP has been replaced with a new Resolution Professional (RP) pursuant to the Hon'ble NCLT order dated August 21, 2020 which was issued on September 08, 2020 based on an application filed by the Committee of Financial Creditors / Lenders and the new RP has taken charge of RGBL from the erstwhile IRP and the Project. The net exposure of the Company is Rs. 1,18,001.70 lacs (funded and non-funded). The valuation exercise has been concluded by the Resolution Professional (RP). The Management contended that the extent of impairment required in the books of accounts of the Company, if necessary, will be assessed and given effect on the receipt of valuation report and its acceptance by the Company.

The Company had filed an Intervention Application at Hon'ble NCLT being aggrieved by the rejection of COC to consider the proposal dated 24.02.2022 of the applicant under section 12A of IBC. The matter was listed on 7th June, 2022 for admission of the petition. The Hon'ble Members were pleased to direct the RP to file reply to the subject IA and further stated that upon approval of the resolution plan by the CoC, application under section 12A is not maintainable. At the next hearing dated 21st June, 2022 the company requested for time to file an affidavit in rejoinder to the reply filed by the Resolution Professional. Resolution Plan submitted by M/s. Prakash Asphaltings & Toll Highways (India) Limited has been accepted by the COC/ RP against which the company had filed an intervention application before NCLT, challenging the Resolution Plan, which has since been rejected by Hon'ble NCLT. The company is in process of filing appeal against the impugned order in NCLAT.

5. **Project related notes:** In respect of the following projects/Special Purpose Vehicles (SPVs) of the Company where the company has investment there are legal issues, arbitration proceedings or negotiations with the Concession Grantor for which the Management is taking necessary steps to resolve the matters:

- a. **Container Terminal at Mumbai:** The Project was delayed due to non-fulfilment of certain obligations by the Mumbai Port Trust (MbPT) under the License Agreement (LA) signed by the SPV with MbPT. The Roll-On-Roll-Off (RORO) operations was allowed by MbPT as an interim measure for alternate use of the 2 (two) berths for a mix of cargo of container, steel and RORO and is still continuing. However, the revenue generated through alternative use is inadequate for repayment of principal and interest of the Lenders and the credit facility account was declared NPA (Non Performing asset) by the Lenders of the SPV. The SPV has issued a Dispute Notice for the Licensor's Event of Default against MbPT and called upon the Licensor to refer the disputes for amicable settlement under the LA and the matter is pending with MbPT. A petition was filed by the SPV under section 9 and an application under section 11 of the Arbitration and Conciliation Act, 1996 was also filed where in Order dated 1st August 2019 is passed and interim protection by way of prayer is allowed for carrying ad-hoc RORO operations.

The SPV and the MbPT have nominated their arbitrators and they in turn have jointly appointed the Presiding Arbitrator/Umpire arbitrator and accordingly, the Arbitral Tribunal (AT) is formed. The SPV has duly filed its Statement of Claim (SOC) against MbPT for an amount of Rs. 296,736 lacs on 8th November 2019. MbPT has filed their Statement of Defense (SOD) and filed their Counter Claim of Rs 240,000 lacs with the Tribunal.

In the meantime, MbPT has sent letters dated May 28, 2021 / October 08, 2021 and invited ICTPL for a settlement of all disputes raised with the Arbitral Tribunal, to which ICTPL has replied and



given their concurrence and the process is under active discussion. Both the parties have sought permission to keep the ongoing arbitration in abeyance for next 6 months since the parties have started conciliation proceedings. Virtual hearing was held by the Tribunal on 01-11-2021 to determine if the above application for keeping the matter in abeyance for a period of 6 months can be allowed and if the same would be in compliance of Arbitration and Conciliation Act,1996. After initial review, the extension was allowed and both the parties were directed to intimate the conciliation proceedings to the tribunal by 25th May,2022. Since there was no outcome, both the parties jointly opined for the further extension and accordingly ICTPL has filed a joint application dated 24th May,2022 requesting to put the arbitration proceedings in abeyance for a period up to 31st August,2022 to wait for the outcome of the conciliation proceedings before the CSC.

The SPV's submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders', and the decision on acceptance, which is dependent upon fulfilment of certain conditions, are yet to be concluded.

The Auditors of the SPV have highlighted material uncertainty regarding going concern issue in their report for the year ended March 31, 2022 and have qualified their report relating to their inability to opine on impairment pending the settlement of the outstanding dispute. The Management has resumed discussions on revival of the Project with MbPT and the Ministry of Shipping (MoS) and is hopeful of finding an amicable resolution. The exposure of the Company in the SPV / project is Rs 13,304.46 lacs.

- b. Sidhi Singrauli Road Project Limited (SPV of the company) had signed a Concession Agreement (CA) for 30 years for upgradation of existing highway from two-lane to four-lane with Madhya Pradesh Road Development Corporation Limited (MPRDC). AJR Infra and Tolling Limited (Formerly Gammon Infrastructure Projects Limited) is the EPC contractor for the Project.

The Project was scheduled to commence commercial operations from 19th September 2015. However, delays on account of MPRDC in providing the required clearances and the Right of Way (ROW), has resulted in the extension of the Commercial Operations Date (COD). These delays have also resulted in increase in project cost, primarily due to increase in interest during construction period resulting from the time overruns and the credit facility with consortium of banks / lenders was classified as Non-Performing Asset (NPA).

Meanwhile, the Lead Bank has also issued notice dated October 15, 2019 for invocation of Corporate Guarantee (CG) issued by the Company in favour of the SPV's Banks / Lenders, due to financial default by the SPV. The SPV and the company have filed its response dated November 11, 2019 to the said notices issued by the Lead Bank. The Lead bank has also sent Demand cum loan recall notice dated 30th December, 2021 demanding repayment of loan availed from the Consortium of Lenders (Including Indian Bank e-Allahabad Bank and IIFCL). The SPV has duly replied to the notice vide letter dated 31st January,2022.

During the previous year, the SPV had received notice of intention to terminate the Project vide letter dated July 17, 2020 from MPRDC followed by a Termination Notice dated August 13, 2020 and advised the SPV vide their letter dated August 24, 2020 to comply with the divestment rights and interest under the provisions of the Concession Agreement and handover the Project to MPRDC.



Pursuant to the Termination Notice issued by MPRDC, SPV has contested the Termination Notice vide their letter dated 1st October 2020 and has approached MPRDC and Ministry of Road Transport and Highways (MoRTH) to find an amicable resolution under the circular dated March 09, 2020 on stuck BOT projects issued by MoRTH in the interest of all the stakeholders. The Company is exploring options to find an amicable resolution for the Project. Meanwhile, the company has also invoked the Arbitration process vide letter dated 22nd February, 2021 and a 3 member Arbitration Tribunal has been constituted. Two virtual hearings were held and the SPV has submitted its Statement of claims amounting to Rs 284,804.32 Lacs to the Arbitral Tribunal on 8th September, 2021 as per its procedural order dated 2nd June, 2021 / extensions granted thereunder. The respondents have also filed their SOD. The SPV has duly replied to the SOD and counter claim filed by MPRDC and also filed rejoinder to the written statement. The order related to the last hearing was pronounced with a decision that MORTH should be a party to the arbitration proceedings.

In view of the issues and problems associated with the progress of the project including the final notice to terminate the project and subsequent developments in various arbitration hearings as detailed above the Company on a prudent basis has made provision for impairment of its investments and written off/(back) project balances amounting to Rs 51,855.21 lacs and shown the same as exceptional item. The auditor of the SPV have highlighted material uncertainty regarding going concern issue in their audit report for the year ended March 31, 2022.

- c. Bridge project at Cochin: The Greater Cochin Development Authority (GCDA) has sought to end the toll collection by unilaterally sealing the toll booth. Cochin Bridge Infrastructure Company Limited (SPV) has initiated arbitration / settlement process. The SPV has also in parallel filed a writ in the matter before the Hon'ble Kerala High Court for specific performance. However, the Government of Kerala approached the Hon'ble High Court for further extension of time and the Court granted extension to settle the matter, subsequent to which the SPV has filed amended plaint. The said SPV pursuant to the assurance given by GCDA and State Government filed a fresh writ petition for directions to GCDA to pay the dues of SPV. The arbitration process were kept in abeyance.

Matter was last listed on 10th July 2019 wherein it was argued and after considering the points of arguments, the Hon'ble High Court passed the orders that the writs petition stands dismissed with reserving the liberty to seek appropriate resolution before the Arbitral Tribunal. The SPV is the process of re-constituting the Arbitral Tribunal and has intimated GCDA vide its letter dated 3rd January 2020 for revival of the Arbitration proceedings and to appoint their nominee arbitrator. Since, GCDA is neither responding nor appointing its nominee arbitrator, the SPV has filed an application under section 11 & section 14 of the Arbitration and Conciliation Act with the Hon'ble Kerala High Court and duly informed that they have nominated their new arbitrator with regard to reconstitution of the Ld Arbitral Tribunal. The matter was listed on 21st June, 2022 whereby the Hon'ble Kerala High Court appointed the sole arbitrator to adjudicate the disputes. The exposure of the Company in the SPV is Rs 2,392.68 lacs (funded and non-funded).

- d. Hydro power project at Himachal Pradesh - the Project is stalled due to local agitation relating to environment issues. The SPV has received letter from the Government of Himachal Pradesh (GoHP), to discuss the matter mutually towards amicable resolution. After the SPV invoked arbitration on 19th February 2018, the SPV has received a letter from GoHP dated 4th September 2018 intimating that their office has begun the process for finalisation of the panel of Arbitrator



and the nomination in this regard shall be intimated to the SPV shortly. The SPV has appointed its arbitrator in the matter and has also reminded GoHP to nominate its arbitrator, since there was no action from GoHP on the matter, the SPV has moved the Himachal Pradesh High Court under section 11 of the Arbitration and Conciliation Act. Vide order dated 24th July, 2021 passed by the Hon'ble High court, the arbitration petition was disposed after appointment of Sole arbitrator in this matter. The SPV has filed the Statement of claims on 15th January, 2022 and GoHP has also filed their SOD on 29th April, 2022. Based on the view of the sole arbitrator, no rejoinder is required in this case and next hearing is scheduled for November 4, 2022 for cross examination of witnesses. The Management is hopeful of an early settlement in the matter and is confident of recovering the amount of exposure. The exposure of the Company in the SPV is Rs.7,125.52 lacs.

- e. The Company has incorporated a SPV for developing Rangit-II Hydroelectric Power Project in Sikkim on Build, Own, Operate and Transfer (BOOT) basis. The Project involves the development of a 66 MW run-of-the-river Hydroelectric Power Project on Rimbi river, a tributary of river (COD). The Project is presently in a state of limbo pending the signing of PPA and achieving financial closure. The Management is of the view that the present situation in power business is temporary and does not foresee any need for impairment. The exposure of the Company in the SPV is Rs. 9,437.10 lacs. One of the operational creditors of the SPV had filed an application under the Insolvency and Bankruptcy Code, 2016 (IBC) with the Hon'ble National Company Law Tribunal (NCLT), Delhi and the application has been admitted by NCLT vide their order dated July 30, 2020 received on August 05, 2020 and Interim Resolution Professional (IRP) has been appointed. The Company (AJRITL) had filed an appeal against the said order before the National Company Law Appellate Tribunal (NCLAT). The matter was adjourned to 19-04-2021 at the request of the company after NCLAT was informed that the claim of the above operational creditor has been settled. In the meantime, RP submitted an application dated 18th September, 2021 at Hon'ble NCLT to seek liquidation order u/s 33(2) of IBC code, 2016 and the SPV has filed an application under Sec 60 of IBC, 2016. Based on the amicable settlement between the SPV and other parties concerned the RP has withdrawn the liquidation application and also submitted its application for withdrawal of CIRP proceedings under Sec 12A. The said application was heard on 3rd June, 2022 and Hon'ble National Company Law Tribunal (NCLT), Delhi was pleased to withdraw the CIRP proceeding and directed to handover the Management of the SPV back to the Promoters of the Company. Accordingly, the appeal filed by the Company at NCLAT was also withdrawn and the matter was accordingly disposed. Post withdrawal of the CIRP proceedings, the company is in active discussion with prospective buyers for Sale or otherwise dilution of Company's investment in the SPV and have also obtained in principal approval vide special resolution at the EGM dated 12th August, 2022. Based on the best offers received from the prospective buyer, the company has given effects of possible impairment of investment amounting to Rs. 600 lacs.
- f. Pravara Renewable Energy Limited (SPV of the company) – Pravara has entered into a Project Development Agreement (PDA) with Karkhana (Padmashri Dr. Vithalrao Vikhe Patil Sahakari Sakhar Karkhana Limited) for the development of a 30 MW Cogeneration Project on Build-Own-Operate-Transfer (BOOT) basis. The Concession period is 25 years from Commercial Operation Date (COD). the viability of the project and the ability to continue as a going concern depends upon the ability of the SPV to procure Baggasse / alternate Fuel at a viable price either from Karkhana under the arrangement to supply them power in return or from the open Market. In view of the pending



settlement between the SPV and Karkhana, the availability of adequate Baggasse to run the plant at optimum capacity is a matter of significant uncertainty.

The SPV has filed an application under Sec 9 of Arbitration and conciliation Act, 1996 against Karkhana seeking interim reliefs which was heard by Hon'ble High Court on 30th October, 2021 and adjourned to 22nd November, 2021 for filing reply. The Single Judge of the Hon'ble Bombay High Court, after elaborately dealing with the contentions of both the parties, passed an Order dated 11th April, 2022 to restrain Karkhana and any representative acting on behalf of the Karkhana, from entering the premises of the SPV's Co-generation Plant pending the hearing/final disposal and until final execution of the Arbitral Award. Subsequently, on 2nd May, 2022, after dealing with the submissions of Karkhana's appeal and contentions of both the parties, Division Bench of the Hon'ble Bombay High Court had admitted the Karkhana's appeal filed under section 37 of the Arbitration & Conciliation Act ("the Act"), and granted stay of the Order dated 11th April, 2022 passed by the Single Judge in Commercial Arbitration Petition (L.) No. 23525 of 2021 (filed under Section 9 of the Act by the Petitioner).

Based on Special Leave Petition (SLP) filed by the Company against the impugned Order dated 2nd May, 2022 passed by the Hon'ble High Court of Judicature at Bombay and after hearing both the parties, Supreme Court had directed the SPV vide order dated 20th May, 2022 to approach Arbitration Tribunal for relief since the tribunal is constituted. Accordingly, SPV has filed its relief application under Sec 17 of Arbitration and conciliation Act, 1996 on 18/07/2022 against Karkhana.

In the meantime, Karkhana had approached Debts Recovery Tribunal, Aurangabad and the matter was listed with objections on the maintainability and the Interlocutory application No 1239/2021 for seeking certain directions for stay. DRT, Aurangabad in its order has directed to register this case as a Securitisation application and directed the bank to give minimum 15 days notice prior to taking physical possession. Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The SPV has taken legal opinion on the matter and has challenged the Order dated 29th December, 2021 passed by the DRT Aurangabad before the Hon'ble DRAT, Mumbai.

The borrowing facility of the company has been marked as non performing assets by the lenders, hence no interest has been debited by the lenders in the Loan Statements. The company has made provision for interest on the basis of the last sanction and last revision of terms. Therefore the loan balances and finance cost are subject to confirmation and consequent reconciliation, if any. Recall notice date 27/09/2021 and 22/11/2021 were issued by the Lenders, Central Bank of India and Union Bank of India respectively vide which both the lenders recalled the entire outstanding amounts owed by the Company (Term loan and Cash credit) to which the company has suitably replied. Also, Both the lenders have jointly filed an Original Application No. 69/2021 before the DRT-II, New Delhi, against the Company and others for the enforcement of the claims of lenders against the Company, in respect of the Term Loan and Working Capital Loan sanctioned to the Company by the lenders. Ex Parte Order was passed by DRT II, Delhi with a direction to maintain status quo in respect of assets as per section 19 sub-section (4) of the Recovery of Debts and Bankruptcy Act 1993." The company has challenged the Order passed by DRT II, Delhi. Also on 9th March, 2022 / 26th May, 2022, Union Bank of India / Central Bank of India respectively affixed the impugned notice under Section 13(4) of the SARFAESI Act 2002 at the premises of the Company's Co-gen plant and taken symbols



possession. The Company has challenged both the notices at DRT, Mumbai.

The Credit facilities are marked as Non-Performing Assets. The use of coal as an alternate fuel has other issues of cost and operations. The lenders also are not providing any further funding for the procurement of the inventory for the running of the plant. Also Karkhana has taken illegal / unauthorised possession of the Plant and has been running the plant without authorisation / consent of the SPV. In view of the above situation, power generated for the period Jan,22 to Mar,22 exported to the Grid has not been accounted as Revenue in the books of the SPV. Similarly Fuel (Bagasse) consumed at the Plant for the generation of power for the captioned period of Jan,22 to Mar,22 has not been accounted as expense / Inventory in the books of the SPV.

The management however is hopeful of resolving the issues and accordingly the SPV's financials are prepared on a going concern basis. The exposure of the Company in the SPV is Rs 29,677.58 lacs (funded and non-funded).

6. Material Uncertainty related to Going Concern

There is a continuing mismatch of cash flows including the dues to the subsidiary which are due for repayment pursuant to negotiation., The current liabilities are in excess of current assets by Rs. 1,41,675.76 lacs as at March 31, 2022. The liquidity crunch is affecting the Company's operation with increasing severity. Further, various projects of the Company as stated in detail in Note 5 above are under stress and the outcome of the continuance of these projects would be dependent upon favourable decision being received by the Management on the outstanding litigations. The resolutions planned by the Management are pending since a long time and are not concluding in favor of the Company.

The Management however is confident that the going concern assumption and the carrying values of the assets and liabilities in these Standalone Financial Results are appropriate. Accordingly, the Financial Statements do not include any adjustments that may result from these uncertainties.

7. Other Financial Assets includes Rs 1,514.01 lacs due from Western Coalfields Limited (WCL) on account of wrongful encashment of bank guarantee against which the Company has filed a suit for Recovery of damages. Subsequent to the encashment, the Company has filed an application for converting earlier injunction application to suit for recovery of damages. The Company has sought a legal opinion in this matter and has been advised that it has a good case for recovery of the amount. The Management is hopeful of getting favourable decision on the matter and recovery of damages based on legal advice on the matter. The next date has been fixed for 20th September, 2022 for framing of issues. Pending the outcome, the Company has shown bank guarantee encashment amount as receivable from WCL.

8. Other Income includes -

a) The Company had vide letter dated 30th July,2021 conveyed its acceptance to the terms and condition of OTS (One time Settlement) sanctioned vide letter dated 29th June,2021 by one of its lenders for all its dues against the Fund / Non Fund based limits provided and has also paid the full OTS amount of Rs 835 lacs as per the said sanctioned terms. Accordingly, the company has given effect of the above OTS in the books of accounts. This has resulted in the write back of Rs.1401.45 lacs for the year ended March 22 against the dues of the bank after adjustment of Lien marked fixed deposit against the Bank guarantees issued by the Bank on behalf of the company.



9. The company had entered into a Share purchase agreement dated 28th October, 2021 for sale of 33% stake in its subsidiary Vizag Seaport Private Limited. Based on the transaction value, the company had given effects of impairment of its investment in the above subsidiary in the quarter ended 30th September, 2021 which amounts to Rs.1293.04 lacs.
10. The Company was engaged in arbitration proceedings with BIF India Holdings PTE Limited along with its Project companies (as Claimants) related to their Indemnification / Tax related claims . Without any admission of liability, the parties have agreed for a full and final settlement of the released claims vide agreement dated 20th May,2022 according to which the Company is liable to pay the Claimants a sum of Rs 4000 lacs (plus applicable interest) and tax related claims in a manner as set out in the agreement. The said amount of Rs 4000 lacs has been recognized as expense and the same has shown as Exceptional Item while the tax related claims are continued to be shown under contingent liabilities pending final settlement.

11. Exceptional items (Expenses)/income

Particulars	March 31, 2022 (Rs in Lacs)	March 31, 2021 (Rs in Lacs)
Terminated project net balances written (off)/back	2,959.28	-
Provision for impairment of receivables	(30,952.55)	-
Provision for impairment of investment	(25,271.87)	-
Settlement of claim	(4,000.00)	-
Total	(57,265.14)	-

Exceptional items include the following -

- Rs. 51,855.21 Lacs relating to write off of balances of the project being executed of the SPV SSRPL, write back of deferred income relating to the said project, Impairment of receivables from SSRPL and impairment of investment in SSRPL.
- Rs. 600 Lacs relating to impairment of investments made towards the project SHVPL.
- Rs. 809.93 Lacs relating to impairment of investments made towards the associate VSPL.
- Rs. 4,000 Lacs relating to liability made towards settlement of claims arising out of arbitration proceedings.

12. The Company's operations constitute 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.



13. Figures for previous period have been regrouped / reclassified wherever necessary to conform to the current period's presentation.

**For AJR Infra and Tolling Limited
(Formerly Gammon Infrastructure Projects Limited)**

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Digitally signed by K N PADMANABHAN
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ou=AJR Infra and Tolling Limited,
c=IN, postalCode=400071,
serialNumber=23484410291006184
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Date: 2022.09.01 21:05:15 +05'30'

Mineel Mali
Whole-Time Director
DIN: 06641595
Place: Mumbai
Date: September 01, 2022

NAYAN PARIKH & CO.

(REGISTERED)

CHARTERED ACCOUNTANTS

OFFICE NO. 9, 2ND FLOOR, JAIN CHAMBERS, 577, S.V. ROAD, BANDRA (WEST), MUMBAI 400050, INDIA.

PHONE : (91-22) 2640 0358, 2640 0359

Independent Auditor's Report on Annual Standalone Financial Results of AJR Infra and Tolling Limited (Formerly Known as Gammon Infrastructure Projects Limited) Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
AJR Infra and Tolling Limited
(Formerly known as Gammon Infrastructure Projects Limited),
Mumbai.

Qualified Opinion

We have audited the accompanying statement of Standalone Financial Results of AJR Infra and Tolling Limited (Formerly known as Gammon Infrastructure Projects Limited) ("the Company") for the quarter and year ended March 31, 2022 ("Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the listing regulations").

Except for the possible effects of the matter described in Basis of Qualified Opinion paragraph (a) to (e), the Statement in our opinion and to the best of our information and according to the explanations given to us,

- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended in this regard; and
- (ii) gives a true and fair view in conformity with recognition and measurement principles laid down in the applicable Indian accounting standard ("Ind AS") and other accounting principles generally accepted in India of the net loss, total comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2022.

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Basis of Qualified Opinion

(a) Attention is invited to Note 5(a) of the Statement, relating to the Project in the SPV; Indira Container Terminal Pvt Ltd. There exists material uncertainty relating to the future of the Project where the exposure of the Company in the SPV/project is Rs. 13,304.46 lacs (funded and non-funded). The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The Company and the SPV are in discussion with MbPT and MoS to reconsider the Project. The credit facility is marked as NPA by the Lenders. The SPV and MbPT have initiated arbitration proceedings which are in progress. The MbPT has requested for conciliation proceedings which are also under active discussions. Pending conclusion of matters of material uncertainty related to the Project and decision of the OTS by the lenders not being concluded, we are unable to comment whether any provision is required towards possible impairment towards the said exposure.

(b) Attention is invited to Note 4 (a) of the Statement in respect of PHPL where the CIRP proceedings had been initiated. NCLT has approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company. The Company has filed an appeal in NCLAT against the NCLT order and expects favourable outcome on the matter.

Pending the outcome, no impairment has been done by the Management against the funded exposure. On accounts of the facts stated above, there is possible impairment towards the exposure of the company in the SPV of Rs. 21,294.19 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 1,19,024.39 lacs disclosed as contingent liability) unless the Management receives a favourable order in its appeal before the NCLAT.

(c) Attention is invited to Note 4 (b) of the Statement in respect of RGLB where the CIRP proceedings had been initiated. NCLT has since the balance Sheet date approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company.

The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the possible impairment. On accounts of facts stated above, possible impairment towards the exposure of the company in SPV is Rs. 1,08,190.68 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 9,811.02 lacs disclosed as contingent liabilities) unless the Management receives a favourable order in its proposed appeal being filed before the NCLAT.

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(d) Attention is invited to Note 4 (f) of the Statement, relating to power project where the operation of the project is under constraints as detailed in the note. The SPV has also invoked the arbitration against the Karkhana and the Karkhana has approached Debt Recovery Tribunal (DRT). Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The Company is in the process of filing its response at DRT. Also, the SPV's credit facilities are marked as Non-Performing Assets. Pending the outcome of the legal proceedings and in the absence of resolution of financial and operational constraint under the project, we are unable to comment whether any provision is required towards possible impairment towards the exposure of the project. The audit of the SPV for the year ended March 31, 2022 is not completed. Total funded and non-funded exposure of the Company in the SPV is Rs. 29,677.58 lacs.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for Qualified opinion

Material Uncertainty related to Going Concern.

We invite attention to Note 6 of the Statement relating to material uncertainty relating to going concern. The Company's current liabilities exceeded current assets significantly and are at Rs. 1,41,675.76 lacs. There is a continuing mismatch including defaults in payment of its financial obligations to its subsidiary Company. The liquidity crunch is affecting the Company's operation with increasing severity. We also invite attention to note 5 of the Statement wherein status of various SPV projects which are stressed due to delay in completion, cost overrun, liquidity crunch and have legal issues, arbitration proceedings or negotiations. The future of these projects as also the successful progress and completion depends on favourable decisions on outstanding litigations being received by the Management. The resolutions planned by the Management are pending since a long time and are not concluding in favour of the Company. These conditions indicate the existence of Material Uncertainty which may impact the Company's ability to continue as a going concern. Our report is not qualified on this matter.

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Emphasis of Matter

Without qualifying our Conclusion, we draw attention to the following matters;

- a) We invite attention to Note 5 (c) of the Statement, regarding unilateral termination and closure of Concession 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. 2,392.68 lacs. Pending conclusion on these legal matters, no adjustments have been made in the financial statements.
- b) We invite attention to Note 5 (d) 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 SPV has appointed its arbitrator in the matter and has also reminded GoHP to nominate its arbitrator, since there was no action from GoHP on the matter, the SPV has moved the Himachal Pradesh High Court under section 11 of the Arbitration and Conciliation Act. Vide order dated 24th July, 2021 passed by the Hon'ble High court, the arbitration petition was disposed after appointment of Sole arbitrator in this matter. The Company's exposure towards the said project includes investment and loans & advances of Rs. 7,125.52 lacs. Pending conclusion between the parties, no adjustments have been made in the financial statements.
- c) We invite attention to Note 4 (e) of the Statement, relating to the Hydropower project in Sikkim. The exposure of the Company in the SPV is Rs. 8,837.10 lacs (net of provisions). As detailed in the note the company is in active discussion with the prospective buyer for sale of investment in the SPV and accordingly based on the best offers received from the prospective buyer, made a possible impairment towards its exposure. We have relied on the management's representation on this matter.
- d) We invite attention to Note 7 of the Statement, wherein during the previous year, Western Coalfields Limited (WCF) had encashed Bank Guarantee amounting Rs 1,514.01 lacs given in favour of Aparna Infraenergy India Private Limited (one of the SPV's sold to BIF India Holding Pte Ltd on February 29, 2016). Subsequent to encashment the Company has filed an application for converting earlier injunction application to suit for recovery of damages. The Management is hopeful of getting favourable decision on the matter and recovery of damages based on legal advice on the matter. Pending the outcome, the Company has shown guarantee encashment amount as receivable from Western Coal Fields.

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Management's responsibilities for the Standalone Financial Results

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of standalone financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these standalone financial results that give a true and fair view of the net loss and other comprehensive income and other financial information of the Company in accordance with the recognition and measurement principles laid down in Ind AS prescribed under section 133 of the Act read with relevant rules thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error,

In preparing the standalone financial results, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also

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1. Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguard.

Other Matters

The Statement includes the results for the quarter ended March 31, 2022 and March 31, 2021 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the respective financial year which were subject to limited review by us.

For Nayan Parikh & Co
Chartered Accountants
Firm Registration No. 107023W

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Date: 2022.09.01 21:13:51 +05'30'

K N Padmanabhan

Partner

M. No. 036410

Mumbai, Dated: - September 01, 2022

UDIN: 22036410AQPESG3104

ANNEXURE I

Statement on Impact of Audit Qualifications
(for audit report with modified opinion) submitted along-with
Annual Audited Standalone Financial Results

Rs in Lacs

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sr. no.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	2,676.75	2,676.75
	2	Total Expenditure	58,298.57	58,298.57
	3	Net Profit / (Loss)	(55,621.82)	(55,621.82)
	4	Earnings Per Share	(5.91)	(5.91)
	5	Total Assets	1,89,109.21	1,89,109.21
	6	Total Liabilities	1,59,375.08	1,59,375.08
	7	Net Worth	29,734.13	29,734.13
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification (each audit qualification separately):			
1.	Details of Audit Qualification: Attention is invited to Note 5(a) of the Statement, relating to the Project in the SPV; Indira Container Terminal Pvt Ltd. There exists material uncertainty relating to the future of the Project where the exposure of the Company in the SPV/project is Rs. 13,304.46 lacs (funded and non-funded). The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The Company and the SPV are in discussion with MbPT and MoS to reconsider the Project. The credit facility is marked as NPA by the Lenders. The SPV and MbPT have initiated arbitration proceedings which are in progress. The MBPT has requested for conciliation proceedings which are also under active discussions. Pending conclusion of matters of material uncertainty related to the Project and decision of the OTS by the lenders not being concluded, we are unable to comment whether any provision is required towards possible impairment towards the said exposure.			
	Type of Audit Qualification: Qualified Opinion			
	Frequency of qualification: appeared in annual financial statements for the year ended 31 st March 2019, 31 st March 2020. 31 st March 2021 and March 31, 2022. Auditors had also qualified their review report during quarter for the relevant financial year			

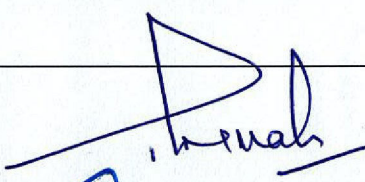
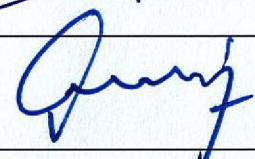
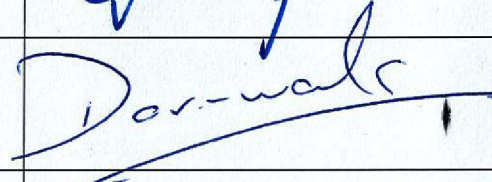



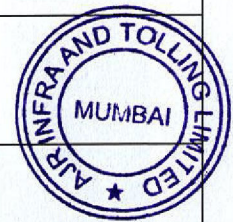
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable.
	For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable
	Management's estimation on the impact of audit qualification: Company is in talks with bankers for OTS. The Management is also hopeful of favourable settlement with MBPT under the conciliation process / Arbitration.
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: Pending conclusion of matters of material uncertainty related to the Project and decision of the OTS by the lenders not being concluded, we are unable to comment whether any provision is required towards possible impairment towards the said exposure.
2	Details of Audit Qualification: Attention is invited to Note 4 (a) of the Statement in respect of PHPL where the CIRP proceedings had been initiated. NCLT has approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company. The Company has filed an appeal in NCLAT against the NCLT order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the funded exposure. On accounts of the facts stated above, there is possible impairment towards the exposure of the company in the SPV of Rs. 21,294.19 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 1,19,024.39 lacs disclosed as contingent liability) unless the Management receives a favourable order in its appeal before the NCLAT
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year ended 31 st March 2020, 31 st March 2021 and March 31, 2022.
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable
	For Audit Qualification(s) where the impact is not quantified by the auditor:
	Management's estimation on the impact of audit qualification: The valuation exercise has been concluded by the Resolution Professional (RP). The extent of impairment required in the books of accounts of the Company, if necessary will be assessed and given effect on the receipt of valuation report and its acceptance by the Company. The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter, Pending the outcome, no impairment has been done by the Management against the funded exposure. On accounts of the facts stated above, there is possible impairment towards the exposure of the Group in the SPV of Rs. 21,294.19 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 1,19,024.39 lacs disclosed as contingent liability) unless the Management receives a favourable order in its appeal before the NCLAT.



3	<p>Details of Audit Qualification: Attention is invited to Note 4 (b) of the Statement in respect of RGLB where the CIRP proceedings had been initiated. NCLT has since the balance Sheet date approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company.</p> <p>The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the possible impairment. On accounts of facts stated above, possible impairment towards the exposure of the company in SPV is Rs. 1,08,190.68 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 9,811.02 lacs disclosed as contingent liabilities) unless the Management receives a favourable order in its proposed appeal being filed before the NCLAT.</p>
	<p>Type of Audit Qualification: Qualified Opinion</p>
	<p>Frequency of qualification: appeared in annual financial statements for the year ended 31st March 2019, March 31, 2020 March 31 2021 and March 31, 2022. Auditors had also qualified their review report during quarter the relevant financial year.</p>
	<p>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable</p>
	<p>For Audit Qualification(s) where the impact is not quantified by the auditor:</p>
	<p>Management's estimation on the impact of audit qualification: The valuation exercise has been concluded by the Resolution Professional (RP). The extent of impairment required in the books of accounts of the Company, if necessary will be assessed and given effect on the receipt of valuation report and its acceptance by the Company. The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter.</p>
	<p>If management is unable to estimate the impact, reasons for the same: Not Applicable</p>
	<p>Auditors' Comments on (i) or (ii) above: The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the possible impairment. On accounts of facts stated above, possible impairment towards the exposure of the company in SPV is Rs. 1,08,190.68 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 9,811.02 lacs disclosed as contingent liabilities) unless the Management receives a favourable order in its proposed appeal being filed before the NCLAT.</p>
4	<p>Details of Audit Qualification: Attention is invited to Note 4 (f) of the Statement, relating to power project where the operation of the project is under constraints as detailed in the note. The SPV has also invoked the arbitration against the Karkhana and the Karkhana has approached Debt Recovery Tribunal (DRT). Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The Company is in the process of filing its response at DRT. Also, the SPV's credit facilities are marked as Non-Performing Assets. Pending the outcome of the legal proceedings and in the absence of resolution of financial and operational constraint under the project, we are unable to comment whether any provision is required towards possible impairment towards the exposure of the project. The audit of the SPV for the year ended March 31, 2022 is not</p>



	completed. Total funded and non-funded exposure of the Company in the SPV is Rs. 29,677.58 lacs
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year ended 31 st March 2022, Auditors had also qualified their review report during quarter ended December 31, 2021 of the relevant financial year.
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable
	For Audit Qualification(s) where the impact is not quantified by the auditor:
	Management's estimation on the impact of audit qualification: The management however is hopeful of resolving the issues, no adverse impact is expected on SPV. the company has also invoked the Arbitration process. The Management is also hopeful of favourable settlement.
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: Pending the outcome of the legal proceedings and in the absence of resolution of financial and operational constraint under the project, we are unable to comment whether any provision is required towards possible impairment towards the exposure of the project. The audit of the SPV for the year ended March 31, 2022 is not completed. Total funded and non-funded exposure of the Company in the SPV is Rs. 29,677.58 lacs.
Signatories:	
Mineel Mali Whole-Time Director	
Mr. Vinay Sharma CFO	
Homai Darwalla Director	
For Nayan Parikh & CO. Chartered Accountants Firm Regn no.: 107023W Mr. K N Padmanabhan Partner M. No. 036410	KN PADMANA BHAN  <small>Digitally signed by K N PADMANABHAN DN: cn=K N PADMANABHAN 2.5.4.20=4d715d185d2939f78bf6fca2 ef00822d8e427985c4e29caac2f6c00fb e7f1, postalCode=400051, st=Maharashtra, serialNumber=3334f8bc70895f061845 6833db1e776ab350db2c25586c4918af1 3a9e293d2, c=K N PADMANABHAN Date: 2022.09.01 21:13:17 +05'30'</small>
Place: Mumbai	
Date: September 01, 2022	



AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

Statement of Consolidated Financial Results for the quarter and year ended March 31, 2022

(Rs.in Lacs)

Sr No.	Particulars	Quarter ended			Yers Ended	Year ended
		31-Mar-22	31-Dec-21	31-Mar-21	31-Mar-22	31-Mar-21
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	Revenue from Operations	1,229.04	4,109.74	8,066.77	17,825.25	24,196.21
2	Other income:	224.11	322.90	350.07	2,393.65	1,183.49
3	Total Income	1,453.15	4,432.64	8,416.84	20,218.90	25,379.70
4	Expenses:					
	Project expenses	11.21	888.14	2,911.97	5,606.56	9,899.06
	Purchase of traded goods	-	160.65	229.85	393.05	728.90
	Changes in inventory	19.70	320.62	638.17	582.21	925.59
	Employee benefit expenses	106.92	200.35	344.28	1,060.67	1,580.25
	Depreciation & amortization	1,247.65	1,469.86	2,207.34	7,144.67	8,892.67
	Finance Costs	6,244.18	6,432.12	6,496.88	26,131.94	25,545.90
	Other expenses	707.10	1,914.94	831.36	4,325.67	2,391.63
	Total Expenditure	8,336.76	11,386.68	13,659.85	45,244.77	49,964.00
5	Profit / (Loss) before share of profit / (loss) of an associate / a joint venture and exceptional items	(6,883.61)	(6,954.04)	(5,243.01)	(25,025.87)	(24,584.30)
6	Share of profit / (loss) of an associate and joint venture	140.41	78.71	63.69	263.35	42.17
7	Profit / (Loss) before exceptional item and tax	(6,743.20)	(6,875.33)	(5,179.32)	(24,762.52)	(24,542.13)
8	Exceptional items income / (Expense)	(69,572.29)	-	-	(70,382.22)	-
9	Profit / (loss) before tax	(76,315.49)	(6,875.33)	(5,179.32)	(95,144.74)	(24,542.13)
10	Tax expenses					
	Current Tax	0.91	19.38	(118.00)	102.29	-
	Short Provision for Tax	-	-	(33.90)	3.31	(33.90)
	Deferred Tax Liability / (asset)	78.19	129.51	2,905.26	494.36	3,159.73
	Total tax expenses	79.10	148.89	2,753.36	599.96	3,125.83
11	Profit/(Loss) for the period	(76,394.59)	(7,024.21)	(7,932.68)	(95,744.70)	(27,667.96)
	Less - Share of Non Controlling Interest (NCI)	(884.59)	(861.30)	(1,859.94)	(3,409.36)	(4,337.92)
12	Net Profit/(Loss) after Share of NCI	(75,510.00)	(6,162.92)	(6,072.74)	(92,335.34)	(23,330.04)
13	Other Comprehensive Income					
	Remeasurement of defined benefit plans	4.17	-	8.90	4.17	8.90
	Other comprehensive income/(loss) for the period	4.17	-	8.90	4.17	8.90
14	Total Comprehensive income/(loss) for the period	(75,505.83)	(6,162.92)	(6,063.83)	(92,331.17)	(23,321.14)
	Other Comprehensive Income attributable to:					
	Owners of the Company	3.69	-	6.70	3.69	6.70
	Non-Controlling Interest	0.47	-	2.20	0.47	2.20
	Total Comprehensive Income attributable to:					
	Owners of the Company	(75,509.60)	(6,162.91)	(6,066.04)	(92,331.64)	(23,323.34)
	Non-Controlling Interest	(884.12)	(861.30)	(1,857.75)	(3,408.89)	(4,335.72)
	Earnings per equity share (nominal value of share Rs. 2/-)					
	Basic (Rs.)	(7.98)	(0.65)	(0.64)	(9.80)	(2.47)
	Diluted (Rs.)	(7.98)	(0.65)	(0.64)	(9.80)	(2.47)

For and on behalf of the Board of Directors of
AJR Infra and Tolling Limited
(Formerly Gammon Infrastructure Projects Limited)

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MADHUKAR MALI
Date: 2022.09.01 21:09:38 +05'30'

Mineel Mali
Whole-Time Director
DIN: 06641595
Place: Mumbai
Mumbai: Dated, September 01, 2022



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AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

Consolidated Statement of Assets and Liabilities

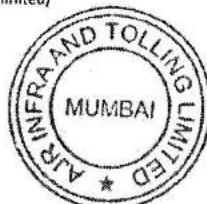
(Rs. in Lacs)

Particulars	As at	
	31-Mar-22 (Audited)	31-Mar-21 (Audited)
Assets		
Non Current Assets		
a) Property, Plant and Equipment	17,372.15	19,193.11
b) Right of Use Assets	265.84	11,124.37
c) Capital work-in-progress	8,999.13	8,936.86
d) Goodwill on Consolidation	96.97	2,131.48
e) Other Intangible assets	54,498.70	74,294.84
f) Intangible assets under development	6,856.86	98,533.14
g) Financial Assets		
(i) Investment in Joint Venture/Associate	55,053.51	43,960.97
(ii) Trade Receivables	-	-
(iii) Loans and advances	-	-
(iv) Other financial asset	80,767.40	88,789.63
h) Deferred Tax Assets (Net)	-	293.59
i) Other Non-current assets	6,550.27	9,358.39
Total Non-Current Assets	230,460.83	356,616.38
Current Assets		
a) Inventories	-	508.43
b) Financial Assets		
(i) Investments	5,183.15	5,062.78
(ii) Trade receivables	4,742.61	5,461.17
(iii) Cash and cash equivalents	200.53	1,764.60
(iv) Bank balances	2,658.64	2,589.53
(v) Loans and Advances	1,950.13	347.47
(vi) Other Financial Assets	2,622.04	3,958.28
c) Other current assets	496.62	1,173.14
Total Current Assets	17,853.72	20,865.40
Total Assets	248,314.55	377,481.78
Equity and Liabilities		
Equity		
a) Equity Share Capital	18,917.64	18,917.64
b) Other Equity	(92,435.85)	(104.21)
Equity attributable to equity share holders of parent	(73,518.21)	18,813.43
c) Non-Controlling Interest	(14,195.79)	(8,516.40)
Total Equity	(87,714.00)	10,297.03
Liabilities		
Non Current Liabilities		
a) Financial Liabilities		
(i) Borrowings	-	37,360.17
(ii) Other Financial Liabilities	5,232.77	5,232.77
(iii) Lease Liabilities	253.78	10,295.02
b) Provisions	56.19	3,400.73
c) Deferred Tax Liabilities (Net)	1,549.31	1,272.73
d) Other Non-Current Liabilities	2,799.94	29,445.80
Total Non Current Liabilities	9,891.99	87,007.22
Current Liabilities		
a) Financial Liabilities		
(i) Borrowings	10,988.82	11,563.99
(ii) Trade Payables		
Total outstanding dues of Micro & Small Enterprise	-	-
Total outstanding dues of creditors other than Micro & Small Enterprise	16,054.79	18,568.50
(iii) Other Financial Liabilities	294,216.00	241,021.90
(iv) Lease Liabilities	45.29	2,301.21
b) Provisions	2,228.90	2,380.27
c) Liabilities for Current Tax (Net)	1.70	1.70
d) Other Current Liabilities	2,601.06	4,339.96
Total Current Liabilities	326,136.56	280,177.53
Total Equity and Liabilities	248,314.55	377,481.78

For and on behalf of the Board of Directors of
AJR Infra and Tolling Limited
(Formerly Gammon Infrastructure Projects Limited)

Digitally signed by MINEEL MADHUKAR MALI
Date: 2022.09.01 21:10:33 +05'30'

Mineel Mali
Whole-Time Director
DIN: 06641595
Place: Mumbai
Mumbai: Dated, September 01, 2022



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AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

CONSOLIDATED STATEMENT OF CASH FLOW STATEMENT

(Rs in lacs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax as per statement of profit and loss	(95,144.74)	(24,542.13)
Adjusted for:		
Depreciation & amortization	7,144.67	8,892.67
Guarantee Commission	(481.18)	(507.97)
Interest income	(139.87)	(119.51)
Fair value/profit on investment	(170.37)	(266.01)
Sundry Balances Write Back	(81.23)	(158.12)
Write back on account of OTS	(1,401.45)	-
Bank Interest	25,206.23	23,927.79
Interest on lease liability	576.54	1,098.94
Interest on replacement cost	349.17	519.17
Share of (Profit) / Loss of Associates and Joint Ventures	(263.35)	(42.94)
Provision for loans and advances	0.10	64.11
Profit on Sale of Assets	(27.52)	-
Loss on sale of assets	4.71	0.80
Provision for impairment of investment	809.93	-
Impairment of intangible assets	65,572.29	-
Settlement of Claim	4,000.00	-
Loss on Deconsolidation of subsidiary	1,774.81	-
Operating cash flows before working capital changes and other assets	7,708.74	8,866.80
Adjusted for:		
Trade and Other Receivables	(1,937.67)	419.94
Inventories	101.18	(34.71)
Trade and Other Payables	(428.11)	1,014.76
Cash Generated from operations	5,444.14	10,266.79
Tax Paid (Net)	(111.59)	(303.17)
Net Cash flow from Operating Activities	5,332.56	9,963.62
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Tangible and Intangible Assets	(512.05)	(442.03)
Proceeds from sale of property, plant and equipment	535.09	5.16
Investment Proceeds	2,640.00	-
Purchase of Mutual Funds	-	(475.00)
Proceeds from Sale of Mutual Funds	50.00	772.76
Movement in Other Bank Balances	(143.12)	768.75
Interest Received	221.78	123.38
Net Cash Flow (Used in) Investing Activities	2,791.70	753.01
C CASH FLOW FROM FINANCING ACTIVITIES		
Lease Liability Payment		
Principal	(1,424.75)	(1,357.66)
Interest	(41.71)	(1,102.09)
Proceeds from Long Term Borrowings	-	663.00
Repayment of Long Term Borrowings	(1,061.64)	(1,114.96)
Short Term Borrowings net	(1,655.19)	(1,151.96)
Interest Paid	(4,498.46)	(5,591.15)
Net Cash Flow from (Used in) financing activities	(8,681.75)	(9,654.81)
Net (decrease) in Cash and Cash equivalents	(557.50)	1,061.81
Opening balance of Cash and Cash equivalents	1,764.60	702.78
Deconsolidation of subsidiaries	(1,006.57)	-
Closing balance of Cash and Cash equivalents	200.53	1,764.60
Components of Cash and Cash Equivalents		
Cash on hand	1.16	1.12
Cash with bank	199.37	1,763.48
	200.53	1,764.60

For and on behalf of the Board of Directors of
AJR Infra and Tolling Limited
(Formerly Gammon Infrastructure Projects Limited)

Digitally signed by MINEEL MADHUKAR MALI
Date: 2022.09.01 21:11:03 +05'30'

Mineel Mali
Whole-Time Director
DIN: 06641595
Place: Mumbai
Mumbai, Dated, September 01, 2022



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AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

Notes:

1. The above Audited Consolidated Financial Results for the quarter and year ended March 31, 2022 were reviewed by the Audit Committee, were approved and taken on record by the Board of Directors in their meeting held on September 01, 2022. The Statutory Auditors of the Company have carried out the audit of the Consolidated Financial Results for the quarter and year ended March 31, 2022 and have issued their modified report thereon.
2. The above financial results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
3. The figures for the quarter ended March 2022 and March 2021 are derived from the audited figures of the twelve months period ended March 31, 2022 and March 31, 2021 and the year to date figures up-to December 31, 2021 and December 31, 2020 which were subjected to limited review by the statutory auditors.
4. During the previous periods, in respect of 2 (two) of its subsidiary companies, Corporate Insolvency Resolution Proceedings (CIRP) were initiated by financial creditors of the respective subsidiaries by filing a petition before the Hon'ble National Company Law Tribunal (NCLT). The NCLT admitted the petition and accordingly, the Boards of the respective subsidiaries were superseded, and Interim Resolution Professional / Resolution Professional (RP) were appointed. Accordingly, the Company namely; AJR Infra and Tolling Limited (Formerly Gammon Infrastructure Projects Limited (GIPL)) lost control over these 2 subsidiaries. These equity instruments presently are carried at Fair Value through Profit & Loss. The book value of these investments are considered as fair value since the valuation reports are yet to be received and accepted by the company. The subsidiaries are;
 - a. Patna Highway Projects Limited (PHPL): One of the Lender i.e. Corporation Bank (merged with Union Bank of India w.e.f. 1st April 2020) had filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT which had been admitted and an Interim Resolution Professional (IRP) had been appointed on 7th January 2020. The Net exposure of the Group is Rs. 1,40,318.58 lacs (funded and non-funded). The valuation exercise has been concluded by the Resolution Professional (RP). The extent of impairment required in the books of accounts of the Company, if necessary will be assessed and given effect on the receipt of valuation report and its acceptance by the Company. The Corporate Guarantee provided by the Company are continued to be shown as contingent liabilities.

Resolution Plan submitted by Sliver Point has been accepted by the COC/ RP against which the Company had filed an intervention application before NCLT, which has since been rejected by Hon'ble NCLT. The Company has filed an appeal on 13th July 2022 against the impugned order in NCLAT.



- b. **Rajahmundry Godavari Bridge Limited (RGBL):** One of the Consortium Banks of RGBL had initiated and filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT. The Hon'ble NCLT had passed an order dated 27th February 2020 admitting the matter to Corporate Insolvency Resolution Process (CIRP) under the IBC and appointing an Interim Resolution Professional (IRP) on 27th February 2020. The IRP has been replaced with a new Resolution Professional (RP) pursuant to the Hon'ble NCLT order dated August 21, 2020 which was issued on September 08, 2020 based on an application filed by the Committee of Financial Creditors / Lenders and the new RP has taken charge of RGBL from the erstwhile IRP and the Project. The net exposure of the Group is Rs. 1,18,001.70 lacs (funded and non-funded). The valuation exercise has been concluded by the Resolution Professional (RP). The Management contended that the extent of impairment required in the books of accounts of the Company, if necessary, will be assessed and given effect on the receipt of valuation report and its acceptance by the Company.

The Company had filed an Intervention Application at Hon'ble NCLT being aggrieved by the rejection of COC to consider the proposal dated 24.02.2022 of the applicant under section 12A of IBC. The matter was listed on 7th June, 2022 for admission of the petition. The Hon'ble Members were pleased to direct the RP to file reply to the subject IA and further stated that upon approval of the resolution plan by the CoC, application under section 12A is not maintainable. At the next hearing dated 21st June, 2022 the company requested for time to file an affidavit in rejoinder to the reply filed by the Resolution Professional. Resolution Plan submitted by M/s. Prakash Asphaltings & Toll Highways (India) Limited has been accepted by the COC/ RP against which the company had filed an intervention application before NCLT, challenging the Resolution Plan, which has since been rejected by Hon'ble NCLT. The company is in process of filing appeal against the impugned order in NCLAT.

5. **Project related notes:** In respect of the following projects / Special Purpose Vehicles (SPVs) of the Group there are legal issues, arbitration proceedings or negotiations with the Concession Grantor for which the Management is taking necessary steps to resolve the matters:

- a. **Container Terminal at Mumbai:** The Project was delayed due to non-fulfilment of certain obligations by the Mumbai Port Trust (MbPT) under the License Agreement (LA) signed by the SPV with MbPT. The Roll-On-Roll-Off (RORO) operations was allowed by MbPT as an interim measure for alternate use of the 2 (two) berths for a mix of cargo of container, steel and RORO and is still continuing. However, the revenue generated through alternative use is inadequate for repayment of principal and interest of the Lenders and the credit facility account was declared NPA (Non Performing asset) by the Lenders of the SPV. The SPV has issued a Dispute Notice for the Licensor's Event of Default against MbPT and called upon the Licensor to refer the disputes for amicable settlement under the LA and the matter is pending with MbPT. A petition was filed by the SPV under section 9 and an application under section 11 of the Arbitration and Conciliation Act, 1996 was also filed where in Order dated 1st August 2019 is passed and interim protection by way of prayer is allowed for carrying ad-hoc RORO operations.

The SPV and the MbPT have nominated their arbitrators and they in turn have jointly appointed the Presiding Arbitrator/Umpire arbitrator and accordingly, the Arbitral Tribunal (AT) is formed. The SPV has duly filed its Statement of Claim (SOC) against MbPT for an amount of Rs. 296,736 lacs on 8th November 2019. MbPT has filed their Statement of Defense (SOD) and filed their Counter Claim of Rs 240,000 lacs with the Tribunal.



In the meantime, MbPT has sent letters dated May 28, 2021 / October 08, 2021 and invited ICTPL for a settlement of all disputes raised with the Arbitral Tribunal, to which ICTPL has replied and given their concurrence and the process is under active discussion. Both the parties have sought permission to keep the ongoing arbitration in abeyance for next 6 months since the parties have started conciliation proceedings. Virtual hearing was held by the Tribunal on 01-11-2021 to determine if the above application for keeping the matter in abeyance for a period of 6 months can be allowed and if the same would be in compliance of Arbitration and Conciliation Act,1996. After initial review, the extension was allowed and both the parties were directed to intimate the conciliation proceedings to the tribunal by 25th May,2022. Since there was no outcome, both the parties jointly opined for the further extension and accordingly ICTPL has filed a joint application dated 24th May,2022 requesting to put the arbitration proceedings in abeyance for a period up to 31st August,2022 to wait for the outcome of the conciliation proceedings before the CSC.

The SPV's submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders', and the decision on acceptance, which is dependent upon fulfilment of certain conditions, are yet to be concluded.

The Auditors of the SPV have highlighted material uncertainty regarding going concern issue in their report for the year ended March 31, 2022 and have qualified their report relating to their inability to opine on impairment pending the settlement of the outstanding dispute. The Management has resumed discussions on revival of the Project with MbPT and the Ministry of Shipping (MoS) and is hopeful of finding an amicable resolution. The exposure of the Group in the SPV / project is Rs 54,555.01 lacs.

- b. Sidhi Singrauli Road Project Limited had signed a Concession Agreement (CA) for 30 years for upgradation of existing highway from two-lane to four-lane with Madhya Pradesh Road Development Corporation Limited (MPRDC).). AJR Infra and Tolling Limited (Formerly Gammon Infrastructure Projects Limited) is the EPC contractor for the Project.

The Project was scheduled to commence commercial operations from 19th September 2015. However, delays on account of MPRDC in providing the required clearances and the Right of Way (ROW), has resulted in the extension of the Commercial Operations Date (COD). These delays have also resulted in increase in project cost, primarily due to increase in interest during construction period resulting from the time overruns and the credit facility with consortium of banks / lenders was classified as Non-Performing Asset (NPA).

Meanwhile, the Lead Bank has also issued notice dated October 15, 2019 for invocation of Corporate Guarantee (CG) issued by the Company in favour of the SPV's Banks / Lenders, due to financial default by the SPV. The SPV and GIPL have filed its response dated November 11, 2019 to the said notices issued by the Lead Bank. The Lead bank has also sent Demand cum loan recall notice dated 30th December, 2021 demanding repayment of loan availed from the Consortium of Lenders (Including Indian Bank e-Allahabad Bank and IIFCL). The SPV has duly replied to the notice vide letter dated 31st January,2022.



During the previous year, the SPV has received notice of intention to terminate the Project vide letter dated July 17, 2020 from MPRDC followed by a Termination Notice dated August 13, 2020 and advised the SPV vide their letter dated August 24, 2020 to comply with the divestment rights and interest under the provisions of the Concession Agreement and handover the Project to MPRDC.

Pursuant to the Termination Notice issued by MPRDC, SPV has contested the Termination Notice vide their letter dated 1st October 2020 and has approached MPRDC and Ministry of Road Transport and Highways (MoRTH) to find an amicable resolution under the circular dated March 09, 2020 on stuck BOT projects issued by MoRTH in the interest of all the stakeholders. The Company is exploring options to find an amicable resolution for the Project. Meanwhile, the company has also invoked the Arbitration process vide letter dated 22nd February, 2021 and a 3 member Arbitration Tribunal has been constituted. Two virtual hearings were held and the SPV has submitted its Statement of claims amounting to Rs 284,804.32 Lacs to the Arbitral Tribunal on 8th September, 2021 as per its procedural order dated 2nd June, 2021 / extensions granted thereunder. The respondents have also filed their SOD. The SPV has duly replied to the SOD and counter claim filed by MPRDC and also filed rejoinder to the written statement. The order related to the last hearing was pronounced with a decision that MORTH should be a party to the arbitration proceedings. In view of the issues and problems associated with the progress of the project including the final notice to terminate the project and subsequent developments in various arbitration hearings as detailed above the Company on a prudent basis has made provision for impairment of Intangible asset under development amounting to Rs 65,572.29 lacs and shown the same as exceptional item. The auditor of the SPV have highlighted material uncertainty regarding going concern issue in their audit report for the year ended March 31, 2022.

- c. Bridge project at Cochin - The Greater Cochin Development Authority (GCDA) has sought to end the toll collection by unilaterally sealing the toll booth. Cochin Bridge Infrastructure Company Limited (SPV) has initiated arbitration / settlement process. The SPV has also in parallel filed a writ in the matter before the Hon'ble Kerala High Court for specific performance. However, the Government of Kerala approached the Hon'ble High Court for further extension of time and the Court granted extension to settle the matter, subsequent to which the SPV has filed amended plaint. The said SPV pursuant to the assurance given by GCDA and State Government filed a fresh writ petition for directions to GCDA to pay the dues of SPV. The arbitration process were kept in abeyance. Matter was last listed on 10th July 2019 wherein it was argued and after considering the points of arguments, the Hon'ble High Court passed the orders that the writs petition stands dismissed with reserving the liberty to seek appropriate resolution before the Arbitral Tribunal. The SPV is the process of re-constituting the Arbitral Tribunal and has intimated GCDA vide its letter dated 3rd January 2020 for revival of the Arbitration proceedings and to appoint their nominee arbitrator. Since, GCDA is neither responding nor appointing its nominee arbitrator, the SPV has filed an application under section 11 & section 14 of the Arbitration and Conciliation Act with the Hon'ble Kerala High Court and duly informed that they have nominated their new arbitrator with regard reconstitution of the Ld Arbitral Tribunal. The matter was listed on 21st June, 2022 whereby the Hon'ble Kerala High Court appointed the sole arbitrator to adjudicate the disputes. The exposure of the Group in the SPV is Rs 1,787.13 lacs (funded and non-funded).



d. Hydro power project at Himachal Pradesh - the Project is stalled due to local agitation relating to environment issues. The SPV has received letter from the Government of Himachal Pradesh (GoHP), to discuss the matter mutually towards amicable resolution. After the SPV invoked arbitration on 19th February 2018, the SPV has received a letter from GoHP dated 4th September 2018 intimating that their office has begun the process for finalisation of the panel of Arbitrators and the nomination in this regard shall be intimated to the SPV shortly. The SPV has appointed its arbitrator in the matter and has also reminded GoHP to nominate its arbitrator, since there was no action from GoHP on the matter, the SPV has moved the Himachal Pradesh High Court under section 11 of the Arbitration and Conciliation Act. Vide order dated 24th July, 2021 passed by the Hon'ble High court, the arbitration petition was disposed after appointment of Sole arbitrator in this matter. The SPV has filed the Statement of claims on 15th January, 2022 and GoHP has also filed their SOD on 29th April, 2022. Based on the view of the sole arbitrator, no rejoinder is required in this case and next hearing is scheduled for November 4, 2022 for cross examination of witnesses. The Management is hopeful of an early settlement in the matter and is confident of recovering the amount of exposure. The exposure of the Group in the SPV is Rs. 6,784.37 lacs.

e. The Company has incorporated a SPV for developing Rangit-II Hydroelectric Power Project in Sikkim on Build, Own, Operate and Transfer (BOOT) basis. The Project involves the development of a 66 MW run-of-the-river Hydroelectric Power Project on Rimbi river, a tributary of river (COD). The Project is presently in a state of limbo pending the signing of PPA and achieving financial closure. The Management is of the view that the present situation in power business is temporary and does not foresee any need for impairment. The exposure of the group in the SPV is Rs. 10,923.74 lacs.

One of the operational creditors of the SPV had filed an application under the Insolvency and Bankruptcy Code, 2016 (IBC) with the Hon'ble National Company Law Tribunal (NCLT), Delhi and the application has been admitted by NCLT vide their order dated July 30, 2020 received on August 05, 2020 and Interim Resolution Professional (IRP) has been appointed. The Company (AJRITL) had filed an appeal against the said order before National Company Law Appellate Tribunal (NCLAT). The matter was adjourned to 19-04-2021 at the request of the company after NCLAT was informed that the claim of the above operational creditor has been settled. In the meantime, RP submitted an application dated 18th September, 2021 at Hon'ble NCLT to seek liquidation order u/s 33(2) of IBC code, 2016 and the SPV has filed an application under Sec 60 of IBC, 2016. Based on the amicable settlement between the SPV and other parties concerned the RP has withdrawn the liquidation application and also submitted its application for withdrawal of CIRP proceedings under Sec 12A. The said application was heard on 3rd June, 2022 and Hon'ble National Company Law Tribunal (NCLT), Delhi was pleased to withdraw the CIRP proceeding and directed to handover the Management of the SPV back to the Promoters of the Company. Accordingly, the appeal filed by the Company at NCLAT was also withdrawn and the matter was accordingly disposed.

Post withdrawal of the CIRP proceedings, the company has been in discussion with prospective buyers for Sale or otherwise dilution of Company's investment in the SPV and have also obtained in principal approval vide special resolution at the EGM dated 12th August, 2022.



- f. Pravara Renewable Energy Limited (SPV of the company) - Pravara has entered into a Project Development Agreement (PDA) with Karkhana (Padmashri Dr. Vithalrao Vikhe Patil Sahakari Sakhar Karkhana Limited) for the development of a 30 MW Cogeneration Project on Build-Own-Operate-Transfer (BOOT) basis. The Concession period is 25 years from Commercial Operation Date (COD). the viability of the project and the ability to continue as a going concern depends upon the ability of the SPV to procure Baggasse / alternate Fuel at a viable price either from Karkhana under the arrangement to supply them power in return or from the open Market. In view of the pending settlement between the SPV and Karkhana, the availability of adequate Baggasse to run the plant at optimum capacity is a matter of significant uncertainty.

The SPV has filed an application under Sec 9 of Arbitration and conciliation Act, 1996 against Karkhana seeking interim reliefs which was heard by Hon'ble High Court on 30th October, 2021 and adjourned to 22nd November, 2021 for filing reply. The Single Judge of the Hon'ble Bombay High Court, after elaborately dealing with the contentions of both the parties, passed an Order dated 11th April, 2022 to restrain Karkhana and any representative acting on behalf of the Karkhana, from entering the premises of the SPV's Co-generation Plant pending the hearing/final disposal and until final execution of the Arbitral Award. Subsequently, on 2nd May, 2022, after dealing with the submissions of Karkhana's appeal and contentions of both the parties, Division Bench of the Hon'ble Bombay High Court had admitted the Karkhana's appeal filed under section 37 of the Arbitration & Conciliation Act ("the Act"), and granted stay of the Order dated 11th April, 2022 passed by the Single Judge in Commercial Arbitration Petition (L.) No. 23525 of 2021 (filed under Section 9 of the Act by the Petitioner).

Based on Special Leave Petition (SLP) filed by the Company against the impugned Order dated 2nd May, 2022 passed by the Hon'ble High Court of Judicature at Bombay and after hearing both the parties, Supreme Court had directed the SPV vide order dated 20th May, 2022 to approach Arbitration Tribunal for relief since the tribunal is constituted. Accordingly, SPV has filed its relief application under Sec 17 of Arbitration and conciliation Act, 1996 on 18/07/2022 against Karkhana.

In the meantime, Karkhana had approached Debts Recovery Tribunal, Aurangabad and the matter was listed with objections on the maintainability and the Interlocutory application No 1239/2021 for seeking certain directions for stay. DRT, Aurangabad in its order has directed to register this case as a Securitisation application and directed the bank to give minimum 15 days notice prior to taking physical possession. Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The SPV has taken legal opinion on the matter and has challenged the Order dated 29th December, 2021 passed by the DRT Aurangabad before the Hon'ble DRAT, Mumbai.

The borrowing facility of the company has been marked as non performing assets by the lenders, hence no interest has been debited by the lenders in the Loan Statements. The company has made provision for interest on the basis of the last sanction and last revision of terms. Therefore the loan balances and finance cost are subject to confirmation and consequent reconciliation, if any. Recall notice date 27/09/2021 and 22/11/2021 were issued by the Lenders, Central Bank of India and Union Bank of India respectively vide which both the lenders recalled the entire outstanding amounts owed by the Company (Term loan and Cash credit) to which the company has suitably replied. Also, Both



the lenders have jointly filed an Original Application No. 69/2021 before the DRT-II, New Delhi, against the Company and others for the enforcement of the claims of lenders against the Company, in respect of the Term Loan and Working Capital Loan sanctioned to the Company by the lenders. Ex Parte Order was passed by DRT II, Delhi with a direction to maintain status quo in respect of assets as per section 19 sub-section (4) of the Recovery of Debts and Bankruptcy Act 1993." The company has challenged the Order passed by DRT II, Delhi. Also on 9th March,2022 / 26th May,2022, Union Bank of India / Central Bank of India respectively affixed the impugned notice under Section 13(4) of the SARFAESI Act 2002 at the premises of the Company's Co-gen plant and taken symbolic possession. The Company has challenged both the notices at DRT, Mumbai.

The Credit facilities are marked as Non-Performing Assets. The use of coal as an alternate fuel has other issues of cost and operations. The lenders also are not providing any further funding for the procurement of the inventory for the running of the plant. Also Karkhana has taken illegal / unauthorised possession of the Plant and has been running the plant without authorisation / consent of the SPV. In view of the above situation, power generated for the period Jan,22 to Mar,22 exported to the Grid has not been accounted as Revenue in the books of the SPV. Similarly Fuel (Bagasse) consumed at the Plant for the generation of power for the captioned period of Jan,22 to Mar,22 has not been accounted as expense / Inventory in the books of the SPV. The audit of the SPV for the year ended March 31, 2022 is also not completed. The management prepared accounts has been considered in consolidated financial statements.

The management however is hopeful of resolving the issues and accordingly these financials are prepared on a going concern basis. The exposure of the group in the SPV is Rs 18,940.83 lacs (funded and non-funded)

6. Material Uncertainty related to Going Concern

There is a continuing mismatch of cash flows including the dues to the subsidiary which are due for repayment pursuant to negotiation by March 31, 2022. The current liabilities are in excess of current assets by Rs 308,282.84 lacs The liquidity crunch is affecting the Group's operation with increasing severity. The credit facility of the Group's is also marked as NPA. Further various projects of the Group as stated in detail in Note 5 above are under stress and the outcome of the continuance of these projects would be dependent upon favourable decision being received by the Management on the outstanding litigations. The resolutions planned by the management are pending since a long time and are not concluding in favor of the Group.

The Management however is confident that the going concern assumption and the carrying values of the assets and liabilities in these Standalone Financial Statements are appropriate. Accordingly, the financial statements do not include any adjustments that may result from these uncertainties.

7. Other Financial Assets includes Rs 1,514.01 lacs due from Western Coalfields Limited (WCL) on account of wrongful encashment of bank guarantee against which the Company has filed a suit for Recovery of damages. Subsequent to the encashment, the Company has filed an application for converting earlier injunction application to suit for recovery of damages. The Company has sought a legal opinion in this matter and has been advised that it has a good case for recovery of the amount. The Management is hopeful of getting favourable decision on the matter and recovery of damages based on legal advice on the matter. The next date has been fixed for 20th September, 2022 for framing of issues. Pending the outcome, the Company has shown bank guarantee encashment amount as receivable from WCL.



8. One of the creditors who has been granted Arbitration award under Section 34 of the Arbitration and Conciliation Act, 1996 has filed execution petition with the Mumbai High Court. The company has challenged the award under Section 34 of Arbitration and Conciliation Act, 1996, passed in favour of an this Operational creditor. In the meantime the award holder has moved the execution petition at Hon'ble High Court with a request to issue notice to Garnishee Maharashtra State Electricity development Corporation (MSEDCL) as well as Karkhana. Based on Hon'ble High Court Order, MSEDCL has deposited a sum of Rs 386 lakhs and the company and the company has opposed the above execution petition at Hon'ble High Court. The management has shown this amount as deposit paid under protest.
9. The Company had vide letter dated 30th July,2021 conveyed its acceptance to the terms and condition of OTS (One time Settlement) sanctioned vide letter dated 29th June,2021 by one of its lenders for all its dues against the Fund / Non Fund based limits provided and has also paid the full OTS amount of Rs 835 lacs as per the said sanctioned terms. Accordingly, the company has given effect of the above OTS in the books of accounts. This has resulted in the write back of Rs.1401.45 lacs for the year ended March 31, 2022 against the dues of the bank after adjustment of Lien marked fixed deposit against the Bank guarantees issued by the Bank on behalf of the company.
10. The company has entered into a Share purchase agreement dated 28th October, 2021 for sale of 33% stake in its subsidiary i.e. Vizag Seaport Private Limited. Based on the sales consideration received, the Company has given effects to the de-consolidation of the subsidiary resulting in a loss of control and de-recognition of assets and liabilities as well as the non-controlling interest in the consolidated Financial Statements. Post de-recognition the said investment is carried as per IND AS -28 (Investments in Associates and Joint Ventures).
11. The Company was engaged in arbitration proceedings with BIF India Holdings PTE Limited along with its Project companies (as Claimants) related to their Indemnification / Tax related claims . Without any admission of liability , the parties have agreed for a full and final settlement of the released claims vide agreement dated 20th May,2022 according to which the Company is liable to pay the Claimants a sum of Rs 40 Cr (plus applicable interest) and tax related claims in a manner as set out in the agreement. The said amount of Rs 40 Cr has been recognized as expense and the same is shown as Exceptional Item while the tax related claims are continued to be shown under contingent liabilities pending final settlement.

12. Exceptional items Expenses/(income)

Particulars	March 31, 2022 (Rs in Lacs)	March 31, 2021 (Rs in Lacs)
Impairment of Intangible asset under development	65,572.29	-
Provision for impairment of investment	809.93	-
Settlement of claim	4,000.00	-
Total	70,382.22	-

- a) Rs. 65,572.29 lacs relating to Impairment of intangible asset under development of the SPV SSRPL.
- b) Rs. 809.93 lacs relating to impairment of investments made towards the associate VSPL.
- c) Rs. 4,000 lacs relating to liability made towards settlement of claims arising out of arbitration proceedings.



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Independent Auditor's Report on Annual Consolidated Financial Results of AJR Infra and Tolling Limited (Formerly known as Gammon Infrastructure Projects Limited) Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
AJR Infra and Tolling Limited
(Formerly known as Gammon Infrastructure Projects Limited),
Mumbai.

Qualified Opinion

We have audited the accompanying statement of Consolidated Financial Results of AJR Infra and Tolling Limited (Formerly known as Gammon Infrastructure Projects Limited) ("Holding Company") and its Subsidiaries (holding company and its subsidiaries together referred as "The Group"), its joint venture and associates for the quarter and year ended March 31, 2022, ("Statement") being submitted by the holding company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the listing regulations").

Except for the possible effects of the matter described in Basis of Qualified Opinion paragraph (a) to (e) in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditor on financial statements of subsidiaries, associates and joint venture the Statement:

- (i) Includes the results of the companies listed in Annexure A to this report
- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended in this regard; and
- (iii) gives a true and fair view in conformity with recognition and measurement principles laid down in the applicable Indian accounting standard ("Ind AS") and other accounting principles generally accepted in India of the consolidated net loss, total comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2022.

Basis of Qualified Opinion

- (a) Attention is invited to Note 5 (a) of the Statement, relating to the Project in the SPV; Indira Container Terminal Pvt Ltd. There exists material uncertainty relating to the future of the Project where the exposure of the Group in the SPV / project is Rs.

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54,555.01 lacs (funded and non-funded). The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The Company and the SPV are in discussion with MbPT and MoS to reconsider the Project. The credit facility is marked as NPA by the Lenders. The SPV and MbPT have initiated arbitration proceedings which are in progress. The MbPT has requested for conciliation proceedings which are also under active discussions. The Statutory auditors of the SPV in their Audit Report also have qualified that they are unable to comment whether any provision is required towards the possible impairment of the project. Pending conclusion of matters of material uncertainty related to the Project and decision of the OTS by the lenders not being concluded, we are unable to comment whether any provision is required towards possible impairment towards the said exposure.

- (b) Attention is invited to Note 4 (a) of the Statement in respect of PHPL where the CIRP proceedings had been initiated. NCLT has approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company. The Company has filed an appeal in NCLAT against the NCLT order and expects favourable outcome on the matter.

Pending the outcome, no impairment has been done by the Management against the funded exposure. On accounts of the facts stated above, there is possible impairment towards the exposure of the Group in the SPV of Rs. 21,294.19 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 1,19,024.39 lacs disclosed as contingent liability) unless the Management receives a favourable order in its appeal before the NCLAT.

- (c) Attention is invited to Note 4 (b) of the Statement in respect of RGLB where the CIRP proceedings had been initiated. NCLT has since the balance Sheet date approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company

The Company is proposing to file an appeal before NCLAT against the NCLT order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the possible impairment. On accounts of facts stated above, possible impairment towards the exposure of the Group in SPV is Rs. 1,08,190.68 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 9,811.02 lacs disclosed as contingent liabilities) unless the Management receives a favourable order in its proposed appeal being filed before the NCLAT.

- (d) Attention is invited to Note 5 (f) of the Statement, relating to power project where the operation of the project is under constraints as detailed in the note. The SPV has also invoked the arbitration against the Karkhana and the Karkhana has approached Debt Recovery Tribunal (DRT). Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The

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Company is in the process of filling its response at DRT. Also, the SPV's credit facilities are marked as Non-Performing Assets. Pending the outcome of the legal proceedings and in the absence of resolution of financial and operational constraint under the project, we are unable to comment whether any provision is required towards possible impairment towards the exposure of the project. The audit of the SPV for the year ended March 31, 2022 is also not completed. Total funded and non-funded exposure of the group in the SPV is Rs. 18,940.83 lacs.

(e) The financial statements of the following material Associate, Subsidiaries and Joint Ventures are based on un-audited management prepared financial statements and have been accounted as such and on which no further audit procedures have been carried out by us, including to determine whether the INDAS effects have been appropriately considered, as follows

- i) M/s Pravara Renewable Energy Limited, a subsidiary of the Company whose financial statements reflects total assets of Rs.21,024.87 lacs and total revenues of Rs. 2,160.80 Lacs.

Since the Subsidiaries, Joint Ventures and Associates mentioned above are material, the Assets, Revenue and Cash Flow represented in those financial statements are subject to audit and consequent effect, if any.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty related to Going Concern

We draw attention to the following material uncertainty related to going concern included in the notes on the consolidated financial statements of Holding Company, a subsidiary company of the Holding Company, on matters which are relevant to our opinion on the consolidated financial statements of the Group and reproduced by us as under.

- a) In respect of Holding Company

We invite attention to Note 6 of the Statement relating to material uncertainty relating to going concern. The Group's current liabilities exceeded current assets significantly and are at Rs. 3,08,282.84 lacs. There is a continuing mismatch including defaults in

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payment of its financial obligations to its lenders. The liquidity crunch is affecting the Group's operation with increasing severity. We also invite attention to note 5 of the Statement wherein status of various SPV projects which are stressed due to delay in completion, cost overrun, liquidity crunch and have legal issues, arbitration proceedings or negotiations. The future of these projects as also the successful progress and completion depends on favourable decisions on outstanding litigations being received by the Management. The resolutions planned by the Management are pending since a long time and are not concluding in favour of the Company. We also invite attention to note no. 4 regarding two material subsidiaries where parent has lost control and wherein Resolution Professional has been appointed by NCLT. These conditions indicate the existence of Material Uncertainty which may impact the Group's ability to continue as a going concern. Our report is not qualified on this matter.

b) In respect of Subsidiaries in the following cases the auditors' have carried a paragraph relating to going concern which is extracted from the Independent Auditors' Report of the respective component detailed below:

i) **Indira Container terminal Private Limited**

Attention is invited relating to the going concern assumption and the status of the project. The said note details the status of the progress of the project and the various issues faced by the Company. The Lender have issued a notice of financial default to the Company in terms of Substitution Agreement under intimation to MBPT. The credit facilities are marked as NPA.

There is no official extension to RORO Operations although the Company is not restricted in continuing the same. The draft settlement Agreement being negotiated between the Company, MOS and MbPT has been rejected by MbPT and the Parent Company and Company are in discussion with MbPT & MOS to reconsider the matter relating to the extension of the Project as per the mutually decided fresh terms and find a solution to give the significant efforts put in by the Parent Company and Company in reviving the Project over the Past 4 years.

Subsequently the Company has gone into arbitration against MBPT with a claim of Rs. 2,96,736 lacs. The respondent has filed their Statement of Defense and Counter Claim of Rs 2,40,000 lacs.

ii) **Siddhi Singrauli Road Projects Limited**

We invite attention to the issues associated with the progress of the project including the final notice to terminate the project and subsequent developments in various arbitration hearings, the Company on a prudent basis has made full impairment provision in its books of accounts towards the Intangible Asset under development of Rs. 77,351.34 lakhs (net of Unamortized portion of Capital Grant of Rs. 26,323.56 lakhs) and there being material uncertainties regarding amicable resolution for the Project. The company's

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borrowing has been marked as NPA thereby shutting down fresh drawings from the bankers. The Loans have been substantially recalled by the lenders. The excess of current liabilities over current asset works out to Rs. 77,230.91 lacs. There are material uncertainties regarding amicable resolution for the Project and in its ability to continue as going concern. The going concern assumption of the management is after considering the aforesaid facts. We have relied on the management assertions. Our report is not qualified on this matter.

iii) Vijayawada Gundugolanu Road Projects Private Limited

We invite attention to the basis of preparation and note of the financial statements relating to going concern assumption not being valid and the financial statements being not prepared on a going concern basis, NHAI terminated the project vide settlement agreement dated 27.12.2018, as per the said agreement the company has paid Rs 18.05 crores to NHAI as full and final settlement. The company has written off/written back all the balances of assets and liabilities related to Service Concession Arrangement and recognised loss of Rs 1376.20 Lakhs in 2018-19. The company does have any other activity and there are no plans envisaged. The accounts are not prepared on going concern assumption. Our report is not qualified on this account.

Emphasis of Matter

Without qualifying our opinion, we draw attention to the following matters related to Emphasis of Matter included in the audit report issued on the consolidated financial statements of Holding Company, a subsidiary company of the Holding Company, on matters which are relevant to our opinion on the consolidated financial statements of the Group, and reproduced by us as under

- a) We invite attention to Note 5 (c) of the Statement, regarding unilateral termination and closure of Concession 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 Group's exposure towards the said project (funded and non-funded) is Rs. 1,787.13 lacs. Pending conclusion on these legal matters, no adjustments have been made in the financial statements.
- b) We invite attention to Note 5 (d) 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 SPV has appointed its arbitrator in the matter and has also reminded GoHP to nominate its arbitrator, since there was no action from GoHP on the matter, the SPV has moved the Himachal Pradesh High Court under section 11 of the Arbitration and Conciliation Act. Vide order dated 24th July, 2021 passed by the Hon'ble High court, the arbitration petition was disposed after appointment of Sole arbitrator in this matter. The Group's exposure

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towards the said project includes investment and loans & advances of Rs. 6,784.37 lacs. Pending conclusion between the parties, no adjustments have been made in the financial statements.

- c) We invite attention to Note 5 (e) of the Statement, relating to the Hydropower project in Sikkim. The exposure of the group in the SPV is Rs. 10,923.74 lacs (net of provisions). As detailed in the note the company is in discussion with the prospective buyer for sale of investment in the SPV and the management contends that there will be no impairment towards the exposure. The auditor of the SPV also carried a Emphasis of Matter Para in their report for the year ended March 31, 2022 relating to the progress of the project.
- d) We invite attention to Note no 7 of the Statement, wherein during the previous year, Western Coalfields Limited (WCF) had encashed Bank Guarantee amounting Rs 1,514.01 lacs given in favour of Aparna Infra energy India Private Limited (one of the SPV's sold to BIF India Holding Pte Ltd on February 29, 2016). Subsequent to encashment the Company has filed an application for converting earlier injunction application to suit for recovery of damages. The Management is hopeful of getting favourable decision on the matter and recovery of damages based on legal advice on the matter. Pending the outcome, the Company has shown guarantee encashment amount as receivable from Western Coal Fields.

Management's responsibilities for the Consolidated Financial Results

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of consolidated financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the consolidated net loss and other comprehensive income and other financial information of the Group its joint venture and associated in accordance with the recognition and measurement principles laid down in Ind AS prescribed under section 133 of the Act read with relevant rules thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective board of directors of the companies included in the group and of its joint venture and associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its joint venture and associated and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error,

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In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group and of its joint venture and associates are responsible for assessing the ability of the group and of its joint venture and associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Respective Board of Directors of the companies included in the Group and of its joint venture and associates are responsible for overseeing financial reporting process of the Group and of its joint venture and associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group, its joint venture and associates ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our

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auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its joint venture and associates to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation
6. Obtain sufficient appropriate audit evidence regarding the financial results and other financial information of the Group and its joint venture and associates to express an opinion on the consolidated financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of such entities included in the statement of which we are the independent auditor. For the entities included in the statement which have been audited by other auditor, such auditors remain responsible for the direction, supervision and performance of the audits carried out by them, We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial results that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial results

We communicate with those charged with governance of the holding company and such other entities included in the consolidated financial results of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

- a) We did not audit the financial statements and other financial information, in respect of 21 subsidiaries, whose Ind AS financial statements reflect total assets of Rs. 99,244.58 lacs as at March 31, 2022, total revenues of Rs. 5,708.77 lacs and net cash outflow amounting to Rs. 0.62 lacs for the year ended on that date, before giving effect to elimination of intra-group transactions as considered in the preparation of the

NAYAN PARIKH & CO.

(REGISTERED)

CHARTERED ACCOUNTANTS

OFFICE NO. 9, 2ND FLOOR, JAIN CHAMBERS, 577, S.V. ROAD, BANDRA (WEST), MUMBAI 400050, INDIA.

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Annexure A

SR No	Name of the entity	Nature of relationship
1.	AJR Infra and Tolling Limited (Formerly known as Gammon Infrastructure Projects Limited)	Holding Company
2.	Birmitrapur Barkote Highway Private Limited	Subsidiary
3.	Cochin Bridge Infrastructure Company Limited	Subsidiary
4.	Gammon Logistics Limited	Subsidiary
5.	Gammon Projects Developers Limited	Subsidiary
6.	Gammon Renewable Energy Infrastructure Limited	Subsidiary
7.	Gammon Road Infrastructure Limited	Subsidiary
8.	Gammon Seaport Infrastructure Limited	Subsidiary
9.	Haryana Biomass Power Limited	Subsidiary
10.	Marine Project Services Limited	Subsidiary
11.	Sidhi Singrauli Road Projects Limited	Subsidiary
12.	Tada Infra Development Company Limited	Subsidiary
13.	Tidong Hydro Power Limited	Subsidiary
14.	Yamunanagar Panchkula Highway Private Limited	Subsidiary
15.	Youngthang Power Ventures Limited	Subsidiary
16.	Vijayawada Gundugolanu Road Project Private Limited	Subsidiary
17.	Pravara Renewable Energy Limited	Subsidiary
18.	Sikkim Hydro Power Ventures Limited	Subsidiary
19.	Indira Container Terminal Private Limited	Subsidiary
20.	Ras Cities and Townships Private Limited	Step-down subsidiary
21.	Chitoor Infra Company Private Limited	Step-down subsidiary
22.	Earthlink Infrastructure Projects Private Limited	Step-down subsidiary
23.	Segue Infrastructure Projects Private Limited	Step-down subsidiary
24.	Elgan India Martrade Private Limited	Associate
25.	GIPL - GIL JV	Joint Venture
26.	GIPL - GECPL JV	Joint Venture
27.	Vizag Seaport Private Limited	Associate

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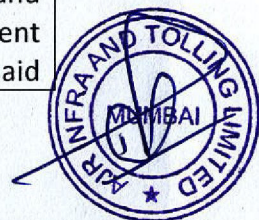
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ANNEXURE I

Statement on Impact of Audit Qualifications
(for audit report with modified opinion) submitted along-with
Annual Audited Consolidated Financial Results

Rs in lacs

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022				
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sr. no.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	20,482.25	20,482.25
	2	Total Expenditure	116226.94	116226.94
	3	Net Profit / (Loss)	(95,744.70)	(95,744.70)
	4	Earnings Per Share	(9.80)	(9.80)
	5	Total Assets	2,48,314.55	2,48,314.55
	6	Total Liabilities	3,21,832.76	3,21,832.76
	7	Net Worth	(73,518.21)	(73,518.21)
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
1.	Details of Audit Qualification: Attention is invited to Note 5 (a) of the Statement, relating to the Project in the SPV; Indira Container Terminal Pvt Ltd. There exists material uncertainty relating to the future of the Project where the exposure of the Group in the SPV / project is Rs. 54,555.01 lacs (funded and non-funded). The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The Company and the SPV are in discussion with MbPT and MoS to reconsider the Project. The credit facility is marked as NPA by the Lenders. The SPV and MbPT have initiated arbitration proceedings which are in progress. The MBPT has requested for conciliation proceedings which are also under active discussions. The Statutory auditors of the SPV in their Audit Report also have qualified that they are unable to comment whether any provision is required towards the possible impairment of the project. Pending conclusion of matters of material uncertainty related to the Project and decision of the OTS by the lenders not being concluded, we are unable to comment whether any provision is required towards possible impairment towards the said			



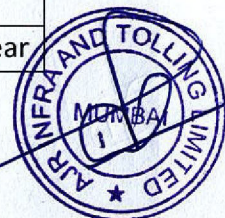
	exposure.
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year ended 31st March 2019, 31st March 2020 ,31st March 2021 and 31 st March 2022. Auditors had also qualified their review report during quarter for the relevant financial year
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable.
	For Audit Qualification(s) where the impact is not quantified by the auditor:.
	Management's estimation on the impact of audit qualification: Company is in talks with bankers for OTS. The Management is also hopeful of favourable settlement with MBPT under the conciliation process / arbitration.
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: Pending conclusion of matters of material uncertainty related to the Project and decision of the OTS by the lenders not being concluded, we are unable to comment whether any provision is required towards possible impairment towards the said exposure
2	<p>Details of Audit Qualification: Attention is invited to Note 4 (a) of the Statement in respect of PHPL where the CIRP proceedings had been initiated. NCLT has approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company. The Company has filed an appeal in NCLAT against the NCLT order and expects favourable outcome on the matter.</p> <p>Pending the outcome, no impairment has been done by the Management against the funded exposure. On accounts of the facts stated above, there is possible impairment towards the exposure of the Group in the SPV of Rs. 21,294.19 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 1,19,024.39 lacs disclosed as contingent liability) unless the Management receives a favourable order in its appeal before the NCLAT.</p>
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year ended 31 st March 2020, March 31 st 2021 and March 31, 2022.
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable
	For Audit Qualification(s) where the impact is not quantified by the auditor:
	Management's estimation on the impact of audit qualification: The valuation exercise has been concluded by the Resolution Professional (RP). The extent of impairment required in the books of accounts of the Company, if necessary will be assessed and given effect on the receipt of valuation report and its acceptance by the Company. The Company is proposing to file an appeal before NCLAT against the NCTL order and expects favourable outcome on the matter.
	If management is unable to estimate the impact, reasons for the same: Not



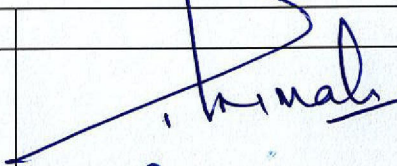
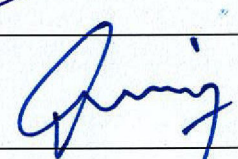
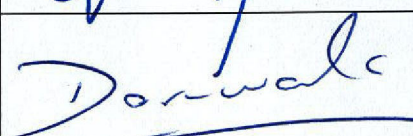

	Applicable
	Auditors' Comments on (i) or (ii) above: The Company is proposing to file an appeal before NCLAT against the NCTL order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the funded exposure. On accounts of the facts stated above, there is possible impairment towards the exposure of the Group in the SPV of Rs. 21,294.19 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 1,19,024.39 lacs disclosed as contingent liability) unless the Management receives a favourable order in its appeal before the NCLAT
3	Details of Audit Qualification: Attention is invited to Note 4 (b) of the Statement in respect of RGBL where the CIRP proceedings had been initiated. NCLT has since the balance Sheet date approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company. The Company is proposing to file an appeal before NCLAT against the NCTL order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the possible impairment. On accounts of facts stated above, possible impairment towards the exposure of the Group in SPV is Rs. 1,08,190.68 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 9,811.02 lacs disclosed as contingent liabilities) unless the Management receives a favourable order in its proposed appeal being filed before the NCLAT
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year ended 31st March 2019 and 2020 and 31st March 2021. Auditors had also qualified their review report during quarter the relevant financial year.
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable
	For Audit Qualification(s) where the impact is not quantified by the auditor:
	Management's estimation on the impact of audit qualification: The valuation exercise has been concluded by the Resolution Professional (RP). The extent of impairment required in the books of accounts of the Company, if necessary will be assessed and given effect on the receipt of valuation report and its acceptance by the Company. The Company is proposing to file an appeal before NCLAT against the NCTL order and expects favourable outcome on the matter.
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: The Company is proposing to file an appeal before NCLAT against the NCTL order and expects favourable outcome on the matter. Pending the outcome, no impairment has been done by the Management against the possible impairment. On accounts of facts stated above, possible impairment towards the exposure of the Group in SPV is Rs. 1,08,190.68 lacs disclosed as Equity Instruments carried at fair value through Profit and Loss (excluding non-funded exposure of Rs. 9,811.02 lacs disclosed as contingent liabilities) unless the Management receives a favourable order in its proposed



	appeal being filed before the NCLAT.
4	Details of Audit Qualification: Attention is invited to Note 5 (f) of the Statement, relating to power project where the operation of the project is under constraints as detailed in the note. The SPV has also invoked the arbitration against the Karkhana and the Karkhana has approached Debt Recovery Tribunal (DRT). Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The Company is in the process of filing its response at DRT. Also, the SPV's credit facilities are marked as Non-Performing Assets. Pending the outcome of the legal proceedings and in the absence of resolution of financial and operational constraint under the project, we are unable to comment whether any provision is required towards possible impairment towards the exposure of the project. The audit of the SPV for the year ended March 31, 2022 is also not completed. Total funded and non-funded exposure of the group in the SPV is Rs. 18,940.83 lacs
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year ended 31 st March 2022, Auditors had also qualified their review report during quarter ended December 31, 2021 of the relevant financial year.
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable
	For Audit Qualification(s) where the impact is not quantified by the auditor:
	Management's estimation on the impact of audit qualification: The management however is hopeful of resolving the issues, no adverse impact is expected on SPV. the company has also invoked the Arbitration process. The Management is also hopeful of favourable settlement.
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: Pending the outcome of the legal proceedings and in the absence of resolution of financial and operational constraint under the project, we are unable to comment whether any provision is required towards possible impairment towards the exposure of the project. The audit of the SPV for the year ended March 31, 2022 is also not completed. Total funded and non-funded exposure of the group in the SPV is Rs. 18,940.83 lacs.
5.	Details of Audit Qualification: The financial statements of the following material Associate, Subsidiaries and Joint Ventures are based on un-audited management prepared financial statements and have been accounted as such and on which no further audit procedures have been carried out by us, including to determine whether the INDAS effects have been appropriately considered, as follows i)M/s Pravara Renewable Energy Limited, a subsidiary of the Company whose financial statements reflects total assets of Rs.21024.87 lacs and total revenues of Rs. 2160.80 Lacs. Since the Subsidiaries, Joint Ventures and Associates mentioned above are material, the Assets, Revenue and Cash Flow represented in those financial statements are subject to audit and consequent effect, if any
	Type of Audit Qualification: Qualified Opinion
	Frequency of qualification: appeared in annual financial statements for the year



	ended 31 st March 2022.
	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable
	For Audit Qualification(s) where the impact is not quantified by the auditor:
	Management's estimation on the impact of audit qualification: The audit could not be completed due to various reasons for the above entities. Based on the discussions with the respective managements, we do not foresee any material impacts arising out of audit in the aforesaid financials statements.
	If management is unable to estimate the impact, reasons for the same: Not Applicable
	Auditors' Comments on (i) or (ii) above: In the absence of audit reports we are unable to further comments on the management response.

Signatories:	
Mineel Mali Whole-Time Director	
Mr. Vinay Sharma CFO	
Homai Darwalla Director	
For Nayan Parikh & CO. Chartered Accountants Firm Regn no.: 107023W Mr. K N Padmanabhan Partner M. No. 036410	 KN PADMANAB HAN <small>Digitally signed by K N PADMANABHAN DN: c=IN, o=Personal, 2.5.4.20=4d715d185d2935f97a8df6ca2 0f008223ae42983cc4e9caae21e0dfb 479, postalCode=400071, st=Maharashtra, serialNumber=33365bbd70809c7061845 6833db10776b1350bc255880da91841 3e9e293d2, cn=K N PADMANABHAN Date: 2022.09.01 21:20:32 +05'30'</small>
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Date: September 01, 2022	