



GAMMON INFRASTRUCTURE PROJECTS LIMITED

PART I

Statement of Unaudited Consolidated Financial Results for the quarter and twelve months ended September 30, 2015

(All amounts in Rupees lakhs)

Sr. No.	Particulars	Quarter ended			Twelve months period ended		Nine months period ended
		30.09.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	30.09.2014
		Unaudited		Audited	Unaudited		Audited
	Income from operations:						
	Net sales / Income from operations	18,314.78	20,488.85	17,347.45	82,238.13	65,843.41	52,426.62
	Other operating income	453.01	755.01	668.91	4,504.29	2,233.98	1,773.93
1	Total income from operations	18,767.79	21,243.86	18,016.36	86,742.42	68,077.39	54,200.55
	Expenses:						
	Project expenses	6,944.27	7,868.58	5,340.05	31,177.41	18,927.76	15,040.08
	Employee benefits expenses	649.34	641.03	625.02	2,621.79	2,955.69	2,085.67
	Depreciation and amortisation expenses	6,054.42	5,934.33	4,318.17	25,943.85	21,348.34	16,823.75
	Other expenses	1,248.06	798.44	1,408.55	3,985.79	3,577.15	2,902.92
2	Total expenses	14,896.09	15,242.38	11,691.79	63,728.84	46,808.94	36,852.42
3	Profit / (loss) from operations before other income, finance costs and exceptional items (1 - 2)	3,871.70	6,001.48	6,324.57	23,013.58	21,268.45	17,348.13
4	Other income	98.89	45.78	221.11	580.76	1,228.67	968.18
5	Profit / (loss) from ordinary activities before finance costs and exceptional items (3 + 4)	3,970.59	6,047.26	6,545.68	23,594.34	22,497.12	18,316.31
6	Finance costs	5,401.78	5,365.11	6,677.63	22,280.90	27,878.42	20,629.30
7	Share of profit / (loss) in associates	13.97	7.65	(7.71)	26.58	(8.00)	(6.23)
8	Profit / (loss) from ordinary activities after finance costs but before exceptional items (5 - 6 + 7)	(1,417.22)	689.80	(139.66)	1,340.02	(5,389.30)	(2,319.22)
9	Exceptional items	-	-	-	-	3,797.37	3,797.37
10	Profit / (loss) from ordinary activities before tax (8 - 9)	(1,417.22)	689.80	(139.66)	1,340.02	(9,186.67)	(6,116.59)
11	Tax expense	(288.63)	498.40	(2,295.99)	653.76	(2,022.14)	(2,157.15)
12	Net profit / (loss) from ordinary activities after tax (10 - 11)	(1,128.59)	191.40	2,156.33	686.26	(7,164.53)	(3,959.44)
13	Extraordinary items (net of tax expenses)	-	-	-	-	-	-
14	Minority interest - share of profit/(loss)	(236.84)	(188.12)	64.96	(137.35)	(6.79)	65.70
15	Net profit / (loss) for the period (12 - 13 - 14)	(891.75)	379.52	2,091.37	823.61	(7,157.74)	(4,025.14)
16	Paid-up equity share capital (Face value Rs. 2 per equity share)	18,914.24	18,914.24	18,845.04	18,914.24	18,845.04	18,845.04
17	Reserves, excluding revaluation reserve as per balance sheet of the previous accounting year	-	-	-	-	-	76,276.19
18	Earnings per share for the period (Rupees) :						
	a) Before extraordinary items						
	Basic	(0.09)	0.04	0.28	0.09	(0.96)	(0.54)
	Diluted	(0.09)	0.04	0.28	0.09	(0.96)	(0.54)
	b) After extraordinary items						
	Basic	(0.09)	0.04	0.28	0.09	(0.96)	(0.54)
	Diluted	(0.09)	0.04	0.28	0.09	(0.96)	(0.54)

PART II

Select information for the quarter and nine months ended September 30, 2015

	PARTICULARS OF SHAREHOLDING	Quarter ended			Twelve months period ended		Nine months period ended
		30.09.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	30.09.2014
A	PARTICULARS OF SHAREHOLDING						
1	Public shareholding						
	- Number of shares (in lakhs)	3,912.61	3,912.61	3,878.01	3,912.61	3,878.01	3,878.01
	- Percentage of shareholding	41.55%	41.55%	41.33%	41.55%	41.33%	41.33%
2	Promoters and promoter group shareholding						
	a) Pledged / Encumbered						
	- Number of shares (in lakhs)	5,280.00	5,280.00	-	5,280.00	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	95.93%	95.93%	-	95.93%	-	-
	- Percentage of shares (as a % of the total share capital of the Company)	56.07%	56.07%	-	56.07%	-	-
	b) Non-encumbered						
	- Number of shares (in lakhs)	224.00	224.00	5,504.00	224.00	5,504.00	5,504.00
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	4.07%	4.07%	100.00%	4.07%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the Company)	2.38%	2.38%	58.67%	2.38%	58.67%	58.67%

Corporate Office : Orbit Plaza, 5th Floor, Plot No. 952/954, New Prabhadevi Road, Prabhadevi, Mumbai - 400 025, INDIA

Tel. : 91 - 22 - 6748 7200 • Fax : 91 - 22 - 6748 7201 • E-mail : info@gammoninfra.com

Website : www.gammoninfra.com • CIN : L45203MH2001PLC131728

Registered Office : Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025. INDIA.



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B INVESTOR COMPLAINTS :	Quarter ended 30.09.2015
Pending at the beginning of the quarter	Nil
Received during the quarter	Nil
Disposed off during the quarter	Nil
Remaining unresolved at the end of the quarter	Nil

Unaudited Consolidated Statement of Assets and Liabilities

Sr. No.	Particulars	As at 30.09.2015	As at 30.09.2014
		Unaudited	Audited
<u>EQUITY AND LIABILITIES</u>			
1	Shareholders' Funds		
	Share capital	18,914.24	18,845.04
	Reserves and surplus	82,886.71	76,276.19
	Sub-total : Shareholders' Funds	101,800.95	95,121.23
2	Minority interest	16,283.14	15,777.96
3	Non-current liabilities		
	Long-term borrowings	366,465.54	350,124.75
	Deferred tax liability, Net	859.51	234.06
	Other long-term liabilities	390,932.61	396,668.52
	Long-term provisions	6,516.75	3,295.77
	Sub-total : Non-current liabilities	764,774.41	750,323.10
4	Current Liabilities		
	Short-term borrowings	8,274.83	6,446.59
	Trade payables	10,084.86	2,010.14
	Other current liabilities	78,140.41	72,689.91
	Short-term provisions	10,989.69	13,359.14
	Sub-total : Current liabilities	107,489.79	94,505.78
TOTAL : EQUITY AND LIABILITIES		990,348.29	955,728.07
B	<u>ASSETS</u>		
1	Non-current assets		
	Fixed assets	900,128.78	882,184.30
	Goodwill on consolidation	6,006.79	6,006.79
	Deferred tax asset, Net	6,135.09	7,233.87
	Non current investments	100.10	73.52
	Long-term loans and advances	24,846.24	18,209.28
	Trade receivables	2,530.37	1,909.78
	Other non-current assets	8,361.58	8,338.53
	Sub-total : Non-current assets	948,108.95	923,956.07
2	Current assets		
	Current investments	1,401.07	3,322.92
	Inventories	1,227.35	1,211.53
	Trade receivables	10,258.13	1,908.76
	Cash and cash equivalents	6,314.33	5,088.73
	Short term loans and advances	7,727.06	6,009.74
	Other current assets	15,311.40	14,230.32
	Sub-total : Current assets	42,239.34	31,772.00
TOTAL : ASSETS		990,348.29	955,728.07

Notes :

1 Summary of unaudited standalone financial results

Particulars	Quarter ended			Twelve months period ended		Nine months period ended
	30.09.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	30.09.2014
	Unaudited		Audited	Unaudited		Audited
Income from operations and other operating income	6,062.45	6,727.50	4,321.41	21,866.55	9,617.95	8,135.56
Profit / (loss) before tax	(72.43)	362.12	(139.18)	78.06	(8,446.36)	(7,105.31)
Profit / (loss) after tax	(72.43)	362.12	4.63	78.06	(8,238.76)	(6,933.71)

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- 2 The above Statement of unaudited consolidated financial results were reviewed by the Audit Committee at its meeting held on November 14, 2015 and have been considered and approved by the Board of Directors of the Company at its meeting held on November 20, 2015.
- 3 The above Statement of unaudited consolidated financial results have been prepared in accordance with the principles of consolidation set out in the Accounting Standard AS-21 on Consolidated Financial Statements, AS-27 on Financial Reporting of Interest in Joint Ventures and AS-23 on Accounting for Investments in Associates in Consolidated Financial Statements.
- 4 During the quarter, pursuant to the approval of the board of directors, the Company has signed a Share Purchase Agreement for divesting nine of its project companies (6 road and 3 power) to the consortium comprising funds managed by Brookfield Asset Management and its affiliates ("Brookfield") and Core Infrastructure India Fund Pte Ltd ("CIIF") (collectively the "Consortium") under the name BIF India Holdings Pte Ltd.

The Key terms of the transaction includes:

- The consideration towards equity comprises of cash consideration of approx. Rs. 192 crore and a waiver of advances to GIPL of Rs. 285 crore.
- The project SPVs being taken over will repay the inter corporate deposits of approx. Rs. 371 crore given by GIPL to the Project SPVs.
- Additional cash inflow of upto Rs. 100 crore may be realized by GIPL upon crystallization of certain milestones in future.
- GIPL group will also benefit further from:
 - a) The outstanding liabilities to the tune of Rs. 87 crore will stand reduced.
 - b) 75% of past contingent receivable may also be received by the Company when realized.

The transaction is subject to necessary statutory and regulatory approvals, consents from the lenders, satisfaction of certain contractual conditions. The transaction has been approved by the shareholders in the extra ordinary general meeting through postal ballot with requisite majority.

The agreement inter-alia contemplates as conditions precedent certain waivers / write offs of inter group balances, modification/cancellation of certain existing O&M agreements and other obligations on the Company. The cumulative quantifiable effect of adjustments upto September 30, 2015 would result in reduction of profit to be recognized on completion of the transaction by an amount of approx. Rs. 19.26 crore.

The effects arising out of other adjustments which would crystalize around the transaction date based on balances then are not quantifiable presently.

- 5 During the quarter, the board of directors of the Company has also recommended divestment of 50% shareholding of Vizag Seaport Private Limited (VSPL), a subsidiary in which the Company holds 73.76%, for a consideration of Rs. 62.50 crore in favor of Lastin Infrastructure Projects Limited, an affiliate of an existing shareholder of VSPL, Lastin Group.

The transaction is subject to necessary statutory and regulatory approvals, consent from the lenders & shareholders and has been recommended unanimously by the Board of Directors of GIPL.

- 6 Based on the cash flow projections of each Project Asset by the management, there are no indications of any impairment of the Project Assets.
- 7 During the quarter, Indira Container Terminal Private Limited ('ICTPL'), one of the joint venture SPV of the Company, has commenced trial run operation of Roll On Roll Off ("RORO"), i.e. operations of providing facilities to the importers and exporters of automobiles and other self propelled equipments, from its Offshore Container Terminal berth.
- 8 Post September 30, 2015, Rajahmundry Godavari Bridge Limited, our 71.43% subsidiary has commenced tolling operations at the Rajahmundry Godavari Bridge Road Project with effect from November 1, 2015.
- 9 Post September 30, 2015, Pravara Renewable Energy Limited ('PREL'), the Company's wholly owned subsidiary has completely synchronized its 30MW Bagasse based cogeneration power project on November 6, 2015 and started the commercial production of electricity and export of power to state grid. PREL had signed the Power Purchase Agreement with Maharashtra State Electricity Distribution Co. Ltd for 13 years on the preferential tariff as decided by Maharashtra State Electricity Regulatory Commission from time to time.
- 10 During the earlier period, one of the subsidiary of the Company had initiated correspondence with NHAI towards closure of its project on mutually acceptable terms primarily due to non-availability of Right of Way to the site and Forest clearances. Subsequently vide their letter dated August 29, 2014, NHAI unilaterally terminated the concession agreement and also invoked the bank guarantees to the tune of Rs. 1,129.11 lakhs. The Group's total exposure to this project amounts to Rs. 7,555.97 lakhs. The subsidiary has initiated arbitration proceedings. The management believes that it has a strong case in this matter. Pending outcome of the arbitration proceedings, no adjustments have been made to the unaudited consolidated financial results. The auditors had modified their opinion in this matter in their audit report on the consolidated financial statements for the period ended September 30, 2014.
- 11 During the earlier period, Mormugao Port Trust ('MPT') had unilaterally sought to terminate the Concession Agreement with a subsidiary citing non-compliance with certain terms of the concession agreement. MPT also encashed the bid security bank guarantee of Rs. 200 lakhs despite the stay order issued by the Hon. District Court, Goa. The court has also passed stay order from carrying into effect the termination of the agreement. The subsidiary has already taken further action in the matter including filing for arbitration. The Group's exposure towards the project is Rs. 627.31 lakhs. The management believes that it has a strong case in this matter. Pending outcome of the legal proceedings, no adjustments have been made to the unaudited consolidated financial results. The auditors had modified their opinion in this matter in their audit report on the consolidated financial statements for the period ended September 30, 2014.





GAMMON INFRASTRUCTURE PROJECTS LIMITED

- 12 In respect of the following projects there are legal issues, arbitration proceedings or negotiations with the grantor for which the management is taking necessary steps to resolve the matters. These issues are commonly encountered in the infrastructure business and the management is confident of a favourable resolution in due course. The auditors had highlighted the same as an Emphasis of Matter in their audit report on the consolidated financial statements for the period ended September 30, 2014.
- Bridge project at Cochin - The Greater Cochin Development Authority has sought to end the toll collection by unilaterally sealing the toll booth. The subsidiary has initiated arbitration / settlement. The Company has also parallelly filed a writ in the matter before the Hon. Kerala High Court for specific performance. The exposure of the group towards the project is Rs. 2,629.74 lakhs.
 - Hydro power project at Himachal Pradesh - The project is stalled due to local agitations relating to environment issues. The matter with state government is under active negotiation to restate the project or reimburse the cost incurred. The exposure of the group towards the project is Rs. 6,747.92 lakhs.
 - Container terminal at Mumbai - where the group is a Joint Venture (JV) partner, the project is delayed due to non-fulfillment of certain conditions by the Mumbai Port Trust. This has resulted in the company incurring losses and default in repayment of debt obligation. The matter with the MBPT is under active discussions for resolving the outstanding issues. The management is also negotiating with the bankers for re-scheduling the loans. The exposure of the group towards the project is Rs. 31,395.48 lakhs. However, during the quarter as mentioned in note 6 above, the JV has commenced trial run of its RORO operations.
- 13 As at September 30, 2015, the current liabilities exceed current assets by Rs. 65,250.45 lakhs (September 30, 2014 - Rs. 62,733.78 lakhs). The Group is taking various steps to meet its commitments, both, short term and long term in nature including execution of the share purchase agreement as detailed above. Based on detailed evaluation of the current situation, plans formulated and signed Share Purchase Agreement for few of its subsidiaries, management is confident that the carrying values of the assets and liabilities in these unaudited financial results are appropriate. Accordingly the accompanying financial results do not include any adjustments that may result from these uncertainties. The auditors had highlighted the same as an Emphasis of Matter in their audit report on the consolidated financial statements for the period ended September 30, 2014.
- 14 During the previous period on account of inadequacy of profits, the company had paid managerial remuneration in excess of the limits specified under Schedule XIII of the Companies Act 1956 and Schedule V of the Companies Act 2013 wherever applicable. The total amount paid in excess of the limits as computed under the respective regulations was Rs. 208.55 lakhs. The Company has filed an application to the Central Government for approving the excess managerial remuneration. The auditors had highlighted the same as an Emphasis of Matter in their audit report on the consolidated financial statements for the period ended September 30, 2014. For the current financial period the management contends that the managerial remuneration shall be within the limits specified under the Companies Act, 2013.
- 15 During the earlier period, two subsidiaries namely Birmitrapur Barkote Highway Private Limited and Yamunanagar Panchkula Highway Private Limited had terminated the contracts with NHAI on mutually acceptable terms primarily due to non-availability of Right of Way to the site and Environment and Forest clearances. The exceptional item disclosed above represents the write off of the expenditure incurred on these two projects.
- 16 The Company's operations constitutes a single segment namely 'Infrastructure Development' as per Accounting Standard AS-17 'Segment Reporting'. Further, the Company's operations are within single geographical segment which is India.
- 17 Registrar of Companies has approved the extension of the current financial year to a period of eighteen months i.e. from October 01, 2014 to March 31, 2016, to align and comply with the provisions of the Companies Act, 2013.
- 18 In the previous periods the Company had closed its accounts for nine months ended December 31, 2013 and September 30, 2014. Comparative figures above, for the twelve months ended September 30, 2014 are derived by aggregating the figures for the quarter ended December 31, 2013 and Nine months ended September 30,
- 19 Figures for previous periods have been regrouped / reclassified wherever necessary to conform to the current quarter's presentation.

For Gammon Infrastructure Projects Limited

Kishor Kumar Mohanty
Managing Director
DIN : 00080498

Place : Mumbai
Date : November 20, 2015

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