

GMR LION ENERGY LIMITED
AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2019

GMR LION ENERGY LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019

CONTENTS	PAGES
CORPORATE INFORMATION	1
COMMENTARY OF THE DIRECTORS	2
CERTIFICATE FROM THE SECRETARY	3
INDEPENDENT AUDITOR`S REPORT	4-6
STATEMENT OF FINANCIAL POSITION	7
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	8
STATEMENT OF CHANGES IN EQUITY	9
STATEMENT OF CASH FLOWS	10
NOTES TO THE FINANCIAL STATEMENTS	11-24

		Date of appointment	Date of resignation
DIRECTORS	: Dr Nattawuth Udayasen	04-Apr-08	-
	Manocha Harvinder Paul	29-Jan-14	25-Mar-19
	Chatrasingh Joyram	31-Dec-15	-
	Doomraj Sooneelall	16-Mar-16	-
	Tummalapalli Srinivasa Subrahmanya	5-Oct-16	-
	Veerabhadra Lakshminarayana		
	Vegambal Ramassami (appointed as alternate director to Chatrasingh Joyram for board meeting held on 30 April 2019)	30-Apr-19	30-Apr-19
ADMINISTRATOR AND SECRETARY	: IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port Louis, 11324 Republic of Mauritius		
REGISTERED OFFICE	: C/o IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port Louis, 11324 Republic of Mauritius		
BANKER	: Afrasia Bank Limited 3rd Floor Nexteracom Tower III Cybercity Ebene Republic of Mauritius		
AUDITOR	: RSM Mauritius 109 Moka Business Centre, Mount Ory Road, Bon Air, Moka Republic of Mauritius		

The directors present their commentary, together with the audited financial statements of GMR Lion Energy Limited (the "Company") for the year ended 31 December 2019.

PRINCIPAL ACTIVITY

The Company was incorporated on 29 February 2008 and its main activity is to engage in investment holding activities.

RESULTS AND DIVIDENDS

The Company's total comprehensive loss for the year ended 31 December 2019 is **USD 1,331,405** (2018: USD 414,571).

The directors do not recommend the payment of any dividend for the year under review (2018: Nil).

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Company's directors are responsible for the preparation and fair presentation of the financial statements, comprising the Company's statement of financial position at 31 December 2019, the statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards.

The directors are responsible for the preparation and presentation of the financial statements in accordance with the requirements of the Mauritius Companies Act 2001 applicable to a company holding a Category 1 Global Business Licence, as described in note 2 to the financial statements, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors' responsibilities include: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead.

AUDITOR

The auditor, RSM Mauritius has been appointed to conduct the audit for the year ended 31 December 2019 and will be automatically reappointed at the next annual meeting of the Company.

GMR LION ENERGY LIMITED

SECRETARY'S CERTIFICATE

As per Section 166 (d) of the Companies Act 2001

We certify that, to the best of our knowledge and belief, that GMR LION ENERGY LIMITED have filed with the Registrar of Companies all such returns as are required under Section 166 (d) of the Companies Act 2001 for the financial year ended 31 December 2019.



For and on behalf of
IQ EQ Corporate Services (Mauritius) Ltd

Date: 28 April 2020

Independent Auditor's Report To the Shareholders of GMR Lion Energy Limited

4

This report is made solely to the shareholders of GMR Lion Energy Limited (the "Company"), in accordance with Section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholder for our audit work, for this report, or for the opinion we have formed.

Opinion

We have audited the financial statements of GMR Lion Energy Limited set out on pages 7 to 24, which comprise the statement of financial position as at 31 December 2019, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of GMR Lion Energy Limited as at 31 December 2019, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and the requirements of the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountant's Code of Ethics for Professional Accountants (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius. We have fulfilled our other ethical responsibilities in accordance with these requirements and to the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 16 of the financial statements which describe the uncertainty in relation to the possible impact of the recent outbreak of COVID-19 on the Company.

Independent Auditor's Report To the Shareholders of GMR Lion Energy Limited

5

Other Information

The directors are responsible for the other information. The other information comprises the Directors' Report as required by the Mauritius Companies Act 2001. The other information does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Else, we have nothing to report in this regard.

Responsibilities of the Directors and Those Charged with Governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements 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 ISAs 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 financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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.

**Independent Auditor's Report
To the Shareholders of GMR Lion Energy Limited**

6

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' 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 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 company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors 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.

Report on Other Legal and Regulatory Requirements

The Mauritius Companies Act 2001 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- We have no relationship with, or interests in, the Company, other than in our capacity as auditor;
- We have obtained all information and explanations we have required; and
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

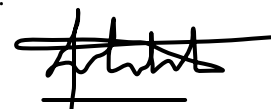
Other Matter

The financial statements for the year ended 31 December 2018 were audited by another auditor who expressed an unqualified audit opinion on these financial statements.

RSM

**RSM
Chartered Accountants
Moka, Mauritius**

Date: *30 April 2020*



**Prashant Calcutteea, FCA
Licensed by FRC**

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

Established since 1982 as Margéot & Associates.

RSM Mauritius is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

Lead sponsors

**European
Business
Awards**

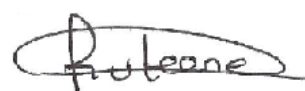
GMR LION ENERGY LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

7.

	Notes	31-Dec-19	31-Dec-18
		USD	USD
ASSETS			
Non-current assets			
Investment in subsidiary	4	145,402	145,402
Advance towards investment	5	8,150,465	8,496,090
Total non-current assets		8,295,867	8,641,492
Current assets			
Other receivable and prepayments	6	4,860	6,510
Cash and cash equivalents		396	1,031
Total current assets		5,256	7,541
Total assets		8,301,123	8,649,033
EQUITY AND LIABILITY			
Equity			
Stated capital	7	2,942,117	2,942,117
Share application monies	8	7,751,709	6,769,209
Accumulated losses		(2,402,668)	(1,071,263)
Total equity		8,291,158	8,640,063
Liability			
Current liability			
Accruals		9,965	8,970
Total liability		9,965	8,970
Total equity and liability		8,301,123	8,649,033

These financial statements have been authorised for issue by the Board of Directors on 28 April 2020
and signed on its behalf by:


Sharmanand Jhurreea



Fatweena Uteene - Mahamod

Independent auditor's report is on pages 4 to 6.
The notes on pages 11 to 24 form an integral part of these financial statements.

GMR LION ENERGY LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019

8.

			For the period from
	Notes	Year ended 31-Dec-19	1-Apr-18 to 31-Dec-18
		USD	USD
Expenses			
Impairment of advance towards investment	5	1,315,625	400,907
Licence fees		2,525	1,919
Secretarial fees		1,500	1,125
Bank charges		795	185
Accounting fees		2,500	2,500
Audit fees		6,210	5,760
Professional fees		2,150	2,075
Disbursements		100	100
		1,331,405	414,571
Loss before tax		(1,331,405)	(414,571)
Income tax	9	-	-
Loss for the year/period		(1,331,405)	(414,571)
Other comprehensive income for the year/period		-	-
Total comprehensive loss for the year/period		(1,331,405)	(414,571)

Independent auditor's report is on pages 4 to 6.

The notes on pages 11 to 24 form an integral part of these financial statements.

GMR LION ENERGY LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019

9.

	Stated capital	Share application monies	Accumulated losses	Total equity
	USD	USD	USD	USD
At 01 April 2018	2,942,117	6,753,844	(656,692)	9,039,269
Advances towards equity	-	15,365	-	15,365
Loss for the period	-	-	(414,571)	(414,571)
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	(414,571)	(414,571)
At 31 December 2018	2,942,117	6,769,209	(1,071,263)	8,640,063
Advances towards equity	-	982,500	-	982,500
Loss for the year	-	-	(1,331,405)	(1,331,405)
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	(1,331,405)	(1,331,405)
At 31 December 2019	2,942,117	7,751,709	(2,402,668)	8,291,158

Independent auditor's report is on pages 4 to 6.

The notes on pages 11 to 24 form an integral part of these financial statements.

GMR LION ENERGY LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2019

10.

	For the period from	
	Year ended 31-Dec-19	1-Apr-18 to 31-Dec-18
	USD	USD
Cash flows from operating activities		
Loss for the year/period	(1,331,405)	(414,571)
<i>Adjustments for:</i>		
Impairment of share application monies	1,315,625	400,907
Expenses paid on behalf of the Company	-	4,365
<i>Working capital adjustment:</i>		
Decrease/(increase) in receivable and prepayments	1,650	(3,006)
Increase/(decrease) in accruals	995	(1,310)
Cash used in operation activities	(13,135)	(13,615)
Cash flows from investing activity		
Advance towards investment	(970,000)	-
Cash used in investing activity	(970,000)	-
Cash flows from financing activity		
Share application monies	982,500	11,000
Cash generated from financing activity	982,500	11,000
Net movement in cash and cash equivalents	(635)	(2,615)
Cash and cash equivalents at beginning	1,031	3,646
Cash and cash equivalents at end of year/period	396	1,031

All non-cash transactions are disclosed in note 13.

Independent auditor's report is on pages 4 to 6.

The notes on pages 11 to 24 form an integral part of these financial statements.

1. CORPORATE INFORMATION

GMR Lion Energy Limited was incorporated on 29 February 2008 under the Mauritius Companies Act 2001, as a private company limited by shares. The Company holds a Category 1 Global Business Licence and is regulated by the Financial Services Commission ("FSC"). The Company's registered office is C/o IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius.

Regulatory

The FSC issued a Category 1 Global Business Licence ("GBL1") to the Company on 24 March 2008. Further to the changes made by the Finance (Miscellaneous Provisions) Act 2018 ("FMPA 2018") to the Financial Services Act ("FSA"), the FSC is no longer empowered to issue any GBL1 as from 1 January 2019. Instead, the FSC may issue a Global Business Licence ("GBL") if the Company satisfies certain conditions. The Company will be deemed to hold a GBL as from 1 July 2021 under section 96A(1)(b) of the FSA.

2. BASIS OF PREPARATION

Statement of compliance

The financial statements are prepared on the historical cost basis and are denominated in United States Dollar ("USD").

The Company is a holder of a Category 1 Global Business Licence and has a subsidiary. The Company has elected, in accordance with the Fourteenth Schedule of the Mauritius Companies Act 2001, Section 12, not to prepare group financial statements in accordance with Section 211 of the Mauritius Companies Act 2001 "Contents and form of financial statements".

The basis of preparation of these financial statements complies with International Financial Reporting Standards ("IFRS") and interpretations adopted by the International Accounting Standards Board ("IASB"), except for the application of IFRS 10 - Consolidated Financial Statements, IFRS 11 - Joint Arrangements and IFRS 12 - Disclosure of Interests in Other Entities. Instead of presenting consolidated financial statements of the Group, the Company only presents separate financial statements as would have been required under IAS 27 - Separate Financial Statements, had the Company complied with IFRS.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The financial statements are presented in USD which is the Company's functional currency. The USD is the currency that most faithfully reflects the underlying transactions, events and conditions that are relevant to the Company as the investments are made in USD and the performance of the company is evaluated in USD.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Such balances are translated at year end exchange rates.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Investments in subsidiaries

Subsidiaries are those entities (including special purpose entities) over which the Company has control. The Company controls an entity when it is exposed to or the rights to variables returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Investment in subsidiaries is shown at cost where the carrying amount of the investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to profit or loss. The disposal of the investment, that is, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

(c) Consolidated financial statements

The financial statements contain information about GMR Lion Energy Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company owns 73% of the issued share capital of GMR Upper Karnali Hydropower Limited. The Company has taken advantage of the exemption provided by the Mauritius Companies Act 2001 allowing a wholly owned or virtually owned parent company holding a Category 1 Global Business Licence not to present consolidated financial statements. The ultimate parent, GMR Infrastructure Limited, a company incorporated in India, prepares consolidated financial statements in accordance with Indian Accounting Standards (referred to as "Ind AS").

(d) Financial instruments

(i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), and fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (Continued)

(i) Financial assets (Continued)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Company's financial assets include cash and cash equivalents and other receivable.

Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes cash and cash equivalents and other receivable.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (Continued)

(i) Financial assets (Continued)

Derecognition (Continued)

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company holds receivables with no financing component and which have maturities of less than 12 months at amortised cost and, as such, has chosen to apply an approach similar to the simplified approach for expected credit losses ("ECL") under IFRS 9 to all its receivables.

The Company's approach to ECL reflects a probability-weighted outcome, the time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include accruals.

Subsequent measurement

The measurement of financial liabilities depends on their classification.

Payables

Payables are stated at their nominal value.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (Continued)

(ii) Financial liabilities (Continued)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(f) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the financial position date in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offshore current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxed levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Expenses

Expenses are accounted for on an accrual basis.

(h) Related parties

Related parties are individuals and companies where the individual or company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(i) Stated Capital

Ordinary shares are classified as equity.

(j) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

(a) New and revised IFRSs applied for the current year

The following relevant revised standards have been applied in these financial statements. Their application has not had any significant impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

	Effective for accounting period beginning on or after
IFRS 9 Financial Instruments – Amendments regarding prepayment features with negative compensation and modifications of financial liabilities	1 January 2019
IAS 12 Income Taxes – Amendments resulting from Annual Improvements 2015-2017 Cycle (income tax consequences of dividends)	1 January 2019
IFRIC 23 Uncertainty over Income Tax Treatment	1 January 2019

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

(b) New and revised standards and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following relevant standards were in issue but effective on annual periods beginning on or after the respective dates as indicated:

	Effective for accounting period beginning on or after
<u>New or revised standards</u>	
IFRS 7 Financial Instruments: Disclosures – Amendments regarding pre-replacement issues in the context of IBOR reform	1 January 2020
IFRS 9 Financial Instruments – Amendments regarding pre-replacement issues in the context of IBOR reform	1 January 2020
IAS 1 Presentation of Financial Statements - Amendments regarding the definition of material	1 January 2020
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors - Amendments regarding the definition of material	1 January 2020
IAS 39 Financial Instruments: Recognition and Measurement – Amendments regarding pre-replacement issues in the context of IBOR reform	1 January 2020

The directors anticipate that these amendments will be applied in the Company's financial statements at the above effective date in future period. The directors have not yet assessed the potential impact of the application of the amendments.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements require directors to make judgments, estimates, and assumptions that affect the reported amount of expenses, assets and liabilities and the disclosure of contingent liabilities at the end of the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment of the carrying amount of the asset or liability affected in future periods.

In the process of applying the Company's accounting policies, management has made the following judgment which has the most significant effect on the amounts recognised in the financial statements:

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis. In light of the COVID19, management has made an assessment in respect of the entity's going concern and concluded that there is no issue for which the Company will no longer be a going concern.

Determination of functional currency

The determination of functional currency of the Company is critical since recording of transactions and exchange differences arising there are dependent on the functional currency selected. As described in note 2.1 (a), the directors have considered those factors therein and have determined that the functional currency of the Company is the USD.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, and over the recognition of deferred taxes. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Estimates and assumptions

The key assumption concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is discussed below.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments however may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of subsidiary

The investee company is engaged in the development of a 900 MW Karnali Hydropower project in Nepal for sale of power to buyers in Bangladesh, India and Nepal. The power generated by the project would be exported through a cross border transmission system. The project calculations use cash flow projections based on the business plan of the Karnali Hydropower project in Nepal. Cash flows are based on the duration of the projects and also on potential buyers or potential strategic investors to invest in the project.

As at 31 December 2019, the equity value of GUKHL in the valuation report is INR 822 million considering a discount rate of 19.29%. Following an impairment assessment taking into consideration the share application monies of the Company held in GUKHL, the carrying value of the investment is less than its recoverable amount.

Management believe that the investment has suffered an impairment in value and is of opinion to impair the share application monies by **1,315,625** (2018: USD 400,907). The conclusion is based on the valuation report as at 31 December 2019.

4. INVESTMENT IN SUBSIDIARY

Details of the investment held in subsidiary incorporated in Nepal are as follows:

Name of company	Country of incorporation	Type of shares held	Number of shares held	2019 & 2018 % Holding	2019 & 2018 Amount USD
GMR Upper Karnali Hydropower Limited	Nepal	Ordinary	<u>1,095,000</u>	<u>73</u>	<u>145,402</u>

The investee company is engaged in the development of a 900 MW Upper Karnali Hydropower project in Nepal for sale of power to buyers in Bangladesh, India and Nepal. The power generated by the project would be exported through a cross border transmission system. In this regard, an MoU has been signed with Bangladesh Power Development Board (BPDB), Govt. of Bangladesh on in April 2018 for a minimum of 500 MW power. Negotiations and discussions for signing of the Power Purchase Agreements (PPA) are in very advanced stage and expected to be concluded soon. Additionally, some of the Indian states have also shown strong interest in procuring power from the project. Further, a Deed of Agreement for taking possession of the Forest Land admeasuring 252 Ha has been executed. The acquisition of private land is also progressing well. As at 31 December 2018, the equity value of GUKHL in the valuation report is INR 822 million considering a discount rate of 19.29%. Following an impairment assessment taking into consideration the share application monies of the Company held in GUKHL, the carrying value of the investment is less than its recoverable amount.

The directors are of the opinion that the investment has suffered an impairment in value and the share application monies has been impaired by **USD 1,315,625** (2018: USD 400,907).

5. ADVANCE TOWARDS INVESTMENT

	31-Dec-19	31-Dec-18
	USD	USD
At 01 January/01 April	8,496,090	8,896,997
Advance made during the year	970,000	-
Impairment during the year	(1,315,625)	(400,907)
At 31 December	<u>8,150,465</u>	<u>8,496,090</u>

Advance towards investment represent advances made to the Company's subsidiary GMR Upper Karnali Hydropower Limited, pending allotment of shares. As stated above, the directors are of the opinion that the investment has suffered an impairment in value and to impair the advance towards investment by **1,315,625** (2018: USD 400,907) as at 31 December 2019.

6. OTHER RECEIVABLE AND PREPAYMENTS

	31-Dec-19	31-Dec-18
	USD	USD
Receivable from IQ EQ Corporate Services (Mauritius) Ltd	109	109
Prepayments	<u>4,751</u>	<u>6,401</u>
	<u>4,860</u>	<u>6,510</u>

7. STATED CAPITAL

	31-Dec-19	31-Dec-18
	USD	USD
Issued and fully paid		
2,942,117 ordinary shares of USD 1 each	2,942,117	2,942,117

8. SHARE APPLICATION MONIES

	31-Dec-19	31-Dec-18
	USD	USD
At 01 January/01 April	6,769,209	6,753,844
Advance towards equity during the year/period	982,500	15,365
At 31 December	7,751,709	6,769,209

This represents funds received from the parent, GMR Energy (Mauritius) Limited, pending allotment of shares.

9. INCOME TAX

The Company, being the holder of a Category 1, Global Business Licence, is liable to income tax in Mauritius on its taxable profit arising from its world-wide income at the rate of 15%. The Company's foreign sourced income is eligible for a foreign tax credit which is computed as the lower of the Mauritian tax and the foreign tax on the respective foreign sourced income. The foreign tax for a GBL1 company is based on either the foreign tax charged by the foreign country or a presumed amount of foreign tax: the presumed amount of foreign tax is based on 80% of the Mauritian tax on the relevant foreign sourced income. Capital gains are outside the scope of the Mauritian tax net while trading profits made by the Company from the sale of shares are exempt from tax.

As from 1 July 2021, the Company will not be allowed to compute its foreign tax according to a presumed amount of 80% of the Mauritian tax of the relevant foreign sourced income. Furthermore, transactions with GBL corporations and non-residents will not necessarily be considered to be foreign sourced income. Effective as from 1 January 2019, the company may apply a partial exemption on its foreign dividend income, interest income and profits from foreign permanent establishments: the partial exemption is computed at 80% of the relevant foreign sourced income. The partial exemption is not mandatory: the company may apply the credit system if it so wishes.

At 31 December 2019, the Company had accumulated tax losses of **USD 561,667** (2018: USD 545,887).

The directors have not recognised a deferred tax asset amounting to **USD 84,250** at 31 December 2019 (2018: USD 81,883), as they may not be used to offset taxable profit. The loss of **USD Nil** carried forward up to 31 December 2019 (2018: USD 22,805) has been lapsed. The deferred tax asset arises from the accumulated tax losses.

The accumulated tax losses are available for set-off against future taxable income up as follows:

	USD
Up to year ending	
31 March 2020	215,143
31 March 2021	136,433
31 March 2022	162,207
31 December 2023	32,104
31 December 2024	15,780
	561,667

9. INCOME TAX (CONTINUED)

The actual income tax rate differs from the theoretical amount that would arise using the applicable income tax rate as follows:

	31-Dec-19	31-Dec-18
	USD	USD
Loss before tax	(1,331,405)	(414,571)
Add disallowed expense	1,315,625	400,907
	(15,780)	(13,664)
Loss lapsed	-	22,805
Loss brought forward	(545,887)	(555,028)
Loss carried forward	(561,667)	(545,887)

10. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

In its ordinary operations, the Company is exposed to various financial risks. Details of those are risks set out below:

Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), concentration risk, credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no significant exposure to interest rate risk as it has no interest bearing financial assets and liabilities.

Foreign Currency risk

Foreign currency risk is the risk that the fair value of future cash flows of financial instrument will fluctuate because of changes in foreign exchange rate. The Company has no significant exposure to foreign exchange risk as it does not have any financial assets or liabilities which are denominated in a currency other than the USD, the Company's functional currency.

Concentration risk

The Company holds investment in Nepal, which involves certain consideration and risks not typically associated with investment in other more developed countries. Future economic and political development in Nepal could affect the operation of the investee Company.

10. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk

The Company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Financial assets which potentially subject the Company to concentrations of credit risk consist principally of bank balances. Cash and cash equivalents are held in reputable financial institutions. Accordingly, the Company has no significant concentration of credit risk. The maximum exposure to credit risk arising from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Carrying amount 31-Dec-19	Carrying amount 31-Dec-18
	USD	USD
Cash and cash equivalents	396	1,031

The financial assets are neither past due nor impaired at the reporting date. The cash and cash equivalents are maintained with reputable bank.

Liquidity risk

Liquidity is the risk that the Company will not be able to meet its financial obligation as they fall due.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of related party loans. However liquidity risk, if any, is managed through the financial support of the shareholder.

The table below summarises the maturity profile of the Company's financial liabilities at the financial position date based on contractual undiscounted payments:-

	Less than one year 31-Dec-19	31-Dec-18
	USD	USD
Accruals	9,965	8,970

Fair Values

The carrying amounts of cash and cash equivalents and other payables approximate their fair values.

11. RELATED PARTY DISCLOSURES

During the year under review, the Company had the following transactions with related parties.

	31-Dec-2019	31-Dec-2018
	USD	USD
<u>Immediate parent</u>		
(i) Advance against Equity from GMR Energy (Mauritius) Limited		
At 01 January/01 April	6,769,209	6,753,844
Share application monies	982,500	15,365
At 31 December	7,751,709	6,769,209
(ii) Expenses paid on behalf by GMR Energy (Mauritius) Limited		
At 01 January/01 April	-	-
Additions during the period	-	4,365
Convert into advance towards equity	-	(4,365)
At 31 December	-	-
<u>Subsidiary</u>		
(iii) GMR Upper Karnali Hydropower Limited		
At 01 January/01 April	8,496,090	8,896,997
Impairment	(1,315,625)	(400,907)
Advance towards investment	970,000	-
At 31 December	8,150,465	8,496,090
<u>Company Administrator</u>		
(iv) Receivable from IQ EQ Corporate Services (Mauritius) Ltd		
At 31 December	109	109

Fees paid to key management personnel

No compensation to key management personnel was paid during the year ended 31 December 2019.

During the year under review, the Company has incurred expenses amounting to **USD 6,000** (2018: USD 5,800) for administrative services provided by IQ EQ Corporate Services (Mauritius) Ltd, the Management Company and Company Secretary.

12. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholder and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares or sell assets to reduce debt.

The capital structure of the Company consists of equity attributable to the parent comprising stated capital, share application monies and accumulated losses.

13. NON-CASH TRANSACTIONS

	<u>31-Dec-2019</u>	<u>31-Dec-2018</u>
	USD	USD
The following non-cash transactions took place during the year under review:		
Operating activities:		
Expenses paid on behalf of the Company	-	(4,365)
Financing activity:		
Advances towards equity	-	4,365

14. COMPARATIVES

The current year's financial statements are prepared for the 12 months ended 31 December 2019 while the comparatives are prepared for a period of less than 12 months. Accordingly, the comparatives for the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows and certain notes are not entirely comparable.

15. IMMEDIATE AND ULTIMATE PARENT

GMR Energy (Mauritius) Limited, a company registered in Mauritius is regarded as the immediate parent. GMR Infrastructure Limited, a company incorporated in India is regarded as the ultimate parent.

16. EVENTS AFTER THE REPORTING DATE

Subsequent to 31 December 2019, the recent global outbreak of the corona virus ("COVID-19") has caused significant volatility within the economic markets, for which the duration and spread of the outbreak and the resultant economic impact is uncertain and cannot be predicted. The effect of the impact of COVID-19 has not been reflected in these financial statements, whilst such impact may affect the future results of the Company.