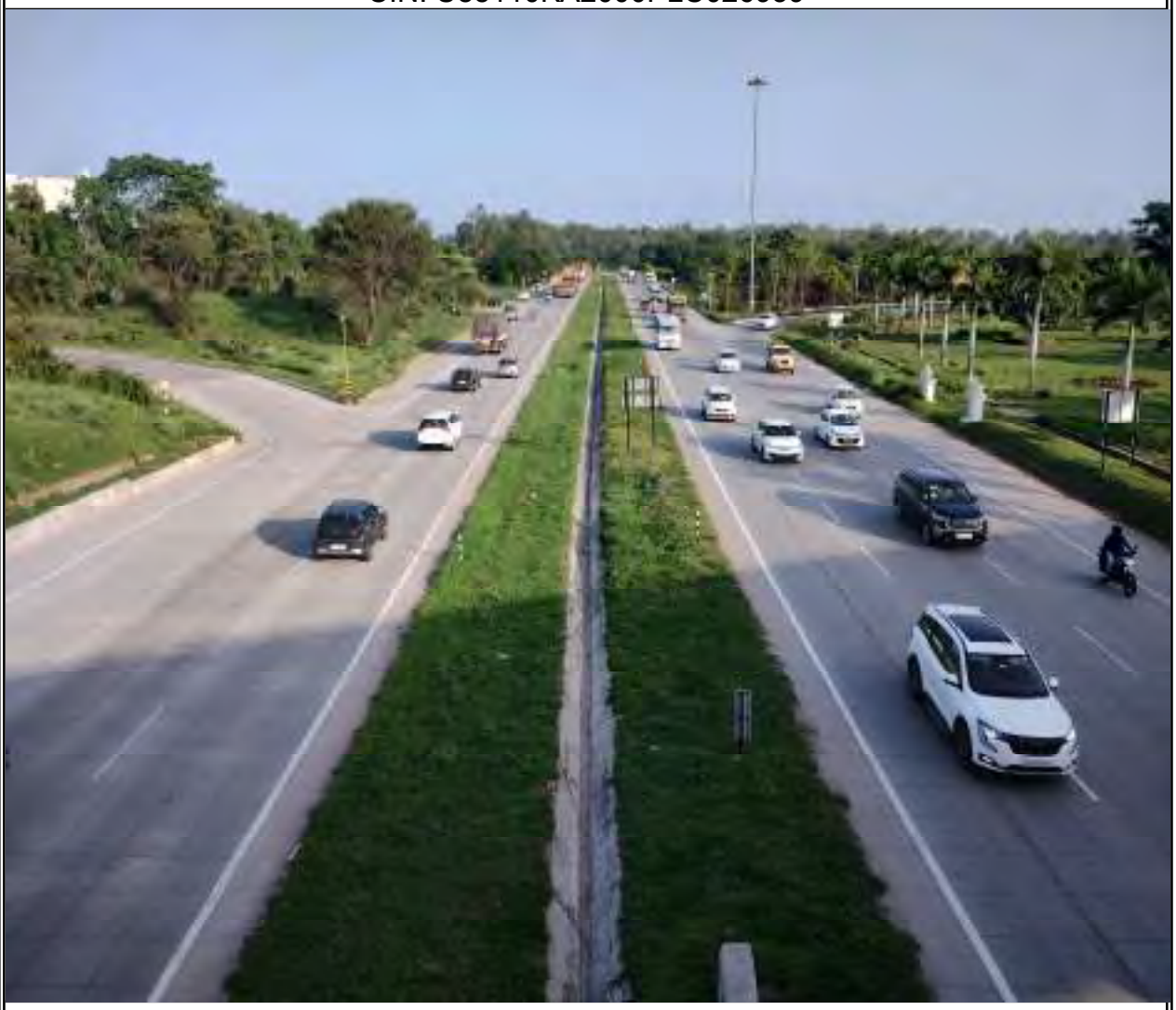
Nandi Economic Corridor Enterprises Limited

No.1, Midford House,Midford Gardens, off MG Road
Bengaluru - 560 001
Tel : (080) 2555 9819, 2559 5252 Fax : (080) 2555 9998
CIN: U85110KA2000PLC026939



26th Annual Report

2025- 2026

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED

CIN:U85110KA2000PLC026939

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ashok Kumar Kheny, Director

Mr. A.B Shiva Subramanyam, Director

Mr. B. S. Mitkari, Director

Mrs. Deepti R. Puranik, Director

Mr. Jayant K. Hemade, Director

Mr. Vikram Munje Director

Mr. M.V. Krishna, Director (till 30.09.2025)

BANKERS AND FINANCIAL INSTITUTIONS

Axis Bank Limited

Bank of India

Bank of Maharashtra

HDFC Bank Limited

IDFC First Bank Limited

NKGSB Co-op Bank Limited

The J & K Bank Limited

STATUTORY AUDITORS

M/s. Walker Chandiok & Co LLP .

Chartered Accountants

SECRETARIAL AUDITORS

CS Hari Babu Thota

Practicing Company Secretary

COST AUDITORS

M/s G A Associates,

Practicing Cost Accountants

CHIEF FINANCIAL OFFICER

Mr. Ashok Kumar Shetty

COMPANY SECRETARY

Mr. N. Balaji Naidu

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED

Registered Office : 1, Midford House, Midford Garden, Off. M.G. Road, Bangalore - 560 001. INDIA
Telephone : (80) 2555 9819, 2559 5252, 2558 5327
Email : nandi@nicelimited.com CIN : U85110KA2000PLC026939

NOTICE

Shorter Notice is hereby given that the 26th (Twenty Sixth) Annual General Meeting of the Members of Nandi Economic Corridor Enterprises Limited will be held on Wednesday, the 30th day of September 2026 at 11.45 a. m. (I.S.T.) at Sy.No.26, NICE Sompura office, Clover Leaf Junction, Chudenapura Post, Kengeri Hobli, Bengaluru – 560 060, Karnataka to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Vikram Munje (DIN: 02772991), who retires by rotation and being eligible, offers himself for reappointment.

3. To appoint a director in place of Mrs. Deepti R Puranik (DIN: 01291379), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. TO APPROVE THE REMUNERATION OF THE COST AUDITORS

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s), for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration of Rs.3,75,000/- (Rupees Three Lakh Seventy Five Thousand only) plus applicable Goods and Services Tax and / or such other tax(es) as may be applicable and re-imbursement of out of pocket expenses to M/s. GA & Associates, Cost Accountants, appointed by the Board of Directors, to conduct the audit of Cost records of the Company, for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, things and take all such steps as may be necessary, proper, or expedient to give effect to the above resolution".

5. APPROVAL FOR THE APPOINTMENT OF MR. ASHOK KUMAR KHENY AS MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Ashok Kumar Kheny (DIN: 0248397), aged about 75 years, as Managing Director of the Company for a period of one (1) year with effect from 25th August 2026, not liable to retire by rotation, at a previously drawn remuneration of Rs. 4.94 crores per annum and the following entitlements:

OTHER PERMITTED ENTITLEMENTS UNDER SCHEDULE V OF COMPANIES ACT, 2013

A) PF CONTRIBUTION: Contribution to provident fund @ 12% of the basic salary included in the above CTC.

B) ENCASHMENT OF LEAVE SALARY: Encashment of leave salary to be paid as per the rules of the Company at the end of the tenure of his employment.

C) Holiday passage for children studying outside India or family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India, with the managerial person, subject to the maximum of 10% of annual fixed salary.

D) Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

RESOLVED FURTHER THAT Mr. Ashok Kumar Kheny, in his capacity as the Managing Director, shall be entrusted with substantial powers of management and be responsible for the day-to-day business operations and affairs of the Company, subject to the superintendence, control, and direction of the Board of Directors, and in accordance with the protocols and the Annual Operating Plan (AOP) approved by the Board from time to time.

6. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT DIRECTORS) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of Section 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and subject to the approval of the Investors, the approval of the members of the company be and is hereby granted for the payment of an aggregate commission of ₹3.52 cores to the Non-Executive Directors (including Independent Directors) of the Company for the Financial Year ended March 31, 2026.

By order of the Board of NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED



N. Balaji Naidu
Company Secretary
M. No. F6174

Place: Bengaluru
Date: 28/09/2026

Registered office: No.1, Midford House, Midford Gardens, off: M.G. Road, Bengaluru – 560 001

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under Item Nos. 4 to 6 of the Notice to be transacted at the 26th Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing a proxy should however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
4. Documents referred to in any of the Items of the Notice are available for inspection at the Registered Office of the Company on any working day up to the day of Annual General Meeting during the business hours of the Company.
5. The Proxy form and Attendance slip is enclosed with this Notice.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number/s in the Attendance Slip for attending the AGM to facilitate identification of Membership at the AGM.
7. Members/Proxies/Authorised Representatives are requested to bring their Attendance Slip along with the copy of Annual Report to the AGM.
8. In case of joint holders attending the AGM, only such joint holder whose name appears as first holder in the order of names in the Register of Members of the Company will be entitled to vote.
9. Road map showing directions to reach the venue of the AGM is enclosed with this Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to Special Business mentioned under Item No.4 in the accompanying Notice.

On the recommendation of the Audit Committee, the Board of Directors of the Company have approved the appointment of M/s. GA & Associates, Cost Accountants as the Cost Auditors of the Company for the financial year 2025-26 at a remuneration of Rs.3.75 lakhs, plus applicable taxes and re-imbursement of out-of-pocket expenses incurred, if any, in connection with the cost audit.

As per provisions of section 148 of the Companies Act, 2013, the remuneration of the Cost Auditor may be determined by the members of the Company in such manner as may be prescribed.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution mentioned in Item No.4.

The Board hereby recommends the resolution set forth in Item No.4 of the notice for the approval by Shareholders as an Ordinary Resolution.

ITEM NO.5

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out, the material facts relating to Special Business mentioned under Item No.5 in the accompanying Notice.

The Nomination and Remuneration Committee and Board of Directors have recommended to the members for the appointment of Mr. Ashok Kumar Kheny as Managing Director of the company for period of one year with effect from 25th August 2026 at a previously drawn remuneration of Rs. 4.94 crores p.a.

OTHER PERMITTED ENTITLEMENTS UNDER SCHEDULE V OF COMPANIES ACT, 2013

A) PF CONTRIBUTION: Contribution to provident fund @ 12% of the basic salary included in the above CTC

B) ENCASHMENT OF LEAVE SALARY: Encashment of leave salary to be paid as per the rules of the company at the end of the tenure of his employment.

C) Holiday passage for children studying outside India or family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India, with the managerial person, subject to the maximum of 10% of fixed salary.

D) Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country instead of anywhere in India.

FURTHER RESOLVED THAT any one of the Director and / or Chief Financial Officer and / or Company Secretary of the Company be and are hereby authorised severally to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution without being required to seek any further consent or approval of Nomination and Remuneration Committee or otherwise to the end and intent that they shall be deemed to have given their approval hereto expressly by the authority of this resolution."

General information:

Nature of industry
The Company is engaged in the development of Infrastructure Projects including Toll Roads etc.

Date or expected date of commencement of commercial production:
The Company has commenced business activities since its incorporation in the year 2000. However the company is not engaging in any manufacturing activity.

Financial performance based on given indicators:

The following are the details based on financial statement of the company as at 31st March 2026.

Sl. No.	Particulars	Amount Rs. In crores
1	Turnover of the company	969
2	Less: Expenditure	464
3	Profit before tax	505

Foreign investments or collaborations, if any:
The Company has foreign investments of 16.72% of equity shares of the Company.

Information about the appointee:
Background details:
Mr. Ashok Kumar Kheny has over 4 decades of experience in the engineering, design and construction of major projects for the transportation, infrastructure and telecommunications industries in the USA and India.

His qualification is BE (Electrical) Engineering, (1972, India), and Masters in M.S. Mgmt. (Science & Engineering), from Wooster Polytechnic College (Wooster, Massachusetts), USA. He is having specialization in Engineering and Project Management. He is a Promoter Director from the time of incorporation of the Company; his guidance / disclosures are required on each stage of business for overall growth of the Company. The company is implementing a massive Integrated Infrastructure Project in Karnataka, namely, "Bangalore Mysore Infrastructure Corridor Project" ("BMICP").

Past remuneration:

The following are the details of past remuneration of Mr. Ashok Kumar Kheny from the subsidiary company, namely Nandi Economic Corridor Enterprises Limited

(Rupees in lakhs)

Financial Year	2022-23	2023-24	2025-26 (part of the year)
Fixed Remuneration	3.46	4.49	3.26

Recognition or awards: Mr. Ashok Kumar Kheny has been awarded "Outstanding Businessman of the Year of a Minority Community Award" by the President of USA, Mr. Ronald Reagan

Job profile and his suitability: Mr. Ashok Kheny has been appointed as the Managing Director of the Company and is in charge of its overall Management, subject to the superintendence, direction and control of the Board of Directors. Taking into consideration his qualifications, experience and expertise in the field, he is suited for the responsibilities assigned to him.

Remuneration proposed: As detailed in special resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company and the Infrastructure Project being undertaken by the Company, the profile of Mr. Ashok Kumar Kheny, the responsibilities shouldered by him and the Industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar appointees in other companies. The brief profile of Mr. Ashok Kumar Kheny is enclosed.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Ashok Kumar Kheny is a shareholder of the Company and there is no other pecuniary relationship directly or indirectly with the Company or its Key Managerial personnel.

Agreement:
There is no specific agreement entered with the Managing Director, the terms and conditions of his services are based on the draft resolution of shareholders.

The Board now recommends the resolution set forth in Item No 5 of the notice for the approval by Investors and Shareholders as a Special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution Except Mr. Ashok Kheny, who is deemed to be interested in the resolution.

ITEM NO.6

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to Special Business mentioned under Item No.6 in the accompanying Notice.

The Non-Executive Directors (including Independent Directors) of the Company bring valuable external perspectives, corporate governance oversight, and strategic guidance to the management. Their active participation in Board and Committee meetings demands substantial time, expertise, and responsibility.

To align their interests with the long-term sustainable growth of the Company and to fairly compensate them for their contributions, it is proposed to pay a profit-linked commission to the Non-Executive Directors for the Financial Year ended March 31,2026.

The payment of remuneration, including commission, to directors who are neither managing directors nor whole-time directors is governed by Sections 197 and 198 read with Schedule V of the Companies Act, 2013:

Section 197(1)(ii): Permits the payment of remuneration to Non-Executive Directors by way of commission if the company authorizes such payment by a resolution passed in a Board meeting based on the provisions of the Articles of Association.

Statutory Limits: Under Section 197(1), the total commission payable to all Non-Executive Directors collectively cannot exceed:

- **1% of the net profits** of the company, if the company has a managing or whole-time director or manager.
- **3% of the net profits** of the company, if the company does not have a managing or whole-time director or manager.

*Any remuneration exceeding the above threshold limits requires the prior approval of shareholders by way of a **Special Resolution**, as mandated by Section 197(1).*

As per Shareholders agreement executed by the company with the Investors, the approval of Investors is required for payment of profit linked incentive to the Non-Executive Directors including Independent Directors, as they are deemed to be related parties to the Company.

The commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

The net profit of the Company for the Financial Year ended March 31, 2026, calculated under Section 198, stands at ₹ 3.52 Crores.

- The maximum permissible limit for Non-Executive Directors' commission 1% of Net profit amounts to ₹3.52 Crores.
- The NRC and Board members are considered as interested in this proposal and have suggested to take approval of members of the company for the commission of ₹3.52 Crores payable to the Non-Executive Directors for FY 2025-26, subject to consent of Investors.

The Board The above proposal is subject to the approval of the Investors for the proposed payment of commission to Non-Executive Directors of the Company based on the Net profits of the Company for the FY 2025-26.

All the Directors of the Company are deemed to be interested in this resolution.

By order of the Board of Nandi Economic Corridor Enterprises Limited

N. Balaji Naidu
Company Secretary
M. No. F6174

Place: Bengaluru
Date: 28/09/2026

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name(s) of Member (s) including joint holders, if any (in Block Letter(s))	
Registered Address of the Sole / First named Member	
Name of Proxy holder	
Registered Folio No./*DP ID No. and Client ID No.	
Number of Shares held	

* Applicable to Members holding shares in dematerialized form

I/ We hereby record my/our presence at the Twenty sixth Annual General Meeting of the Company being held on Wednesday, the 30th day of September 2026 at 11:45 a.m. (I.S.T.) at the Registered Office of the Company at Sy.No.26, NICE Sompura office, Clover Leaf Junction, Chudenapura Post, Kengeri Hobli, Bengaluru – 560 060, Karnataka, and at any adjournment thereof.

_____

Signature of Member(s) / Proxy(s)

Note:

1. Only Member/Proxy holder can attend the Meeting
2. Member/Proxy holder should bring his/her copy of the Notice for reference at the Meeting.

MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

PROXY FORM

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED
UB5110KA1996PLC019619
REGISTERED OFFICE:
NO.1, MIDFORD HOUSE, MIDFORD GARDEN,
OFF M.G. ROAD, BENGALURU 560 001

*DP ID: Folio No:

*Client ID

I/We_____ being a Member / Members of NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED, Bengaluru, hereby appoint_____of _____or failing him_____of _____ as my/our Proxy to vote for me/us and on my/our behalf, at the Twenty sixth Annual General Meeting of the Company to be held on Wednesday, the 30th day of September 2026 at and at any adjournment thereof.

Signed this _____ day of September 2026

Please affix 30 P. Revenue Stamp here

Signature(s) of Member(s)
across the stamp

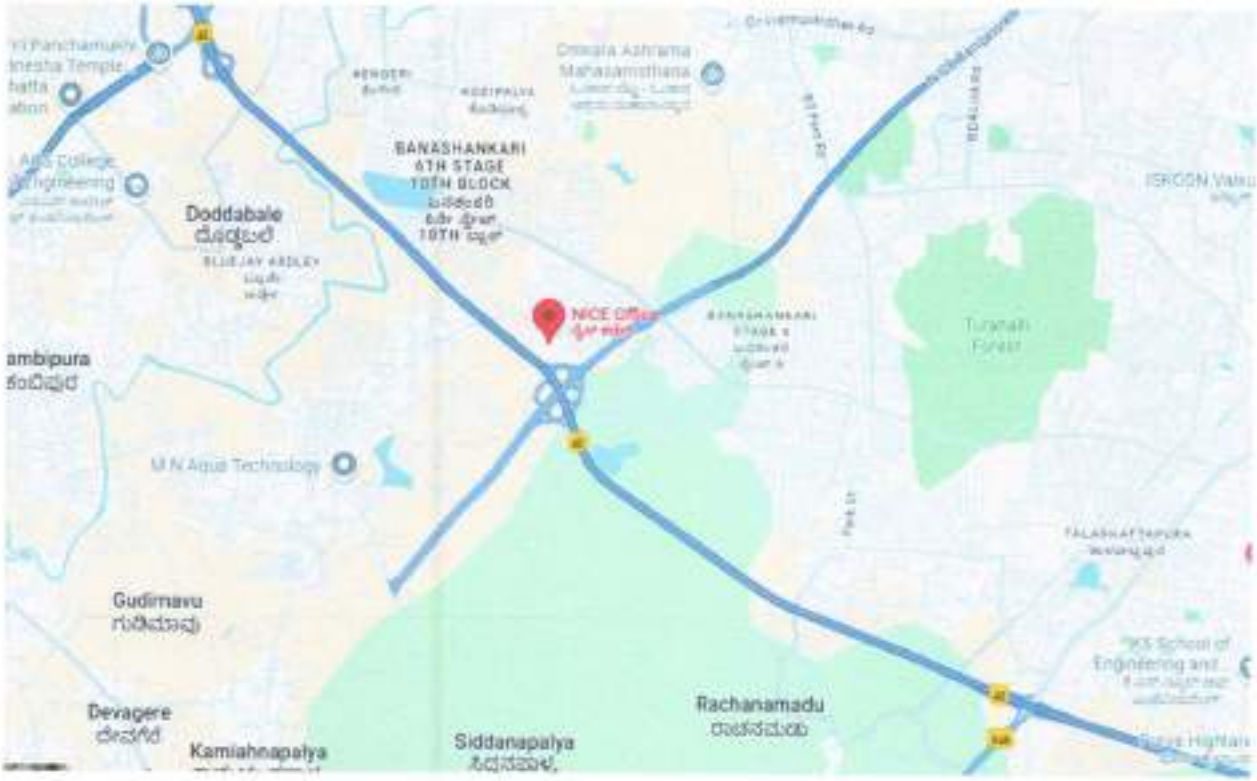
Applicable for investors holding shares in electronic form.

NOTE:

The Proxy must be deposited with the Registered Office of the Company, not less than 48 hours before the time fixed for the Meeting.

ROUTE MAP OF VENUE OF THE ANNUAL GENERAL MEETING

https://maps.app.goo.gl/S9WBmjYCJSFNpRbY9



Venue of the Annual General Meeting:

Sy.No.26, NICE Sompura office, Clover Leaf Junction, Chudenapura Post, Kengeri Hobli, Bengaluru – 560 060.

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED

Registered Office: No.1, Midford House, Midford Garden, Off: M.G. Road, Bengaluru – 560 001, INDIA
Telephone: (80) 25559819, 25595252 Fax: (80) 25559998
Email: nandi@nicelimited.com, CIN: U85110KA2000PLC026939

BOARD'S REPORT

For the financial year ended March 31, 2026

To the Members,

Your directors take pleasure in presenting the Twenty Sixth Annual Report on the business and operations of the Company together with Audited Financial Statements for the Financial Year ended as on 31st March 2026.

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company for the year ended at March 31, 2026, as compared to previous financial year is summarized in the following table:

Particulars	FY 2025-26	FY 2024-25	% of Increase
	Rs. In lakhs		
Revenue from operations	92,912.06	76,725.46	21%
Other income	3,975.56	1,779.06	123%
Total Income	96,887.62	78,504.53	23%
Total expenses	46,347.93	35,402.95	32%
Profit before tax	**50,539.69**	**43,101.57**	**17%**
Current Income Tax	16,901.96	4,504.91	
Deferred tax	-1,611.16	6,502.47	
Net profit after tax attributable to equity shareholders	**35,248.89**	**32,094.19**	**9%**
Dividend (including Interim, if any and final)		-	
Other Comprehensive Loss: Re-measurement of losses on defined benefit plans	(45.34)	(102.35)	
Net Profit / (Loss)	**35,203.55**	**32,017.60**	**9%**
Earnings per share of Rs.10/- each (Basic)	16.86	15.35	
Earnings per share of Rs.10/- each (diluted)	15.83	14.41	

The Company has earned total toll revenue of Rs 92,912.06 lakhs during the year ended 31st March 2026 as against Rs. 76,725.46 lakhs during the previous year ended 31st March 2025. The Net Profit of the company stood at Rs.35,203.55 lakhs for the year ended 31st March 2026 as against a net profit of Rs. 32,017.60 lakhs for the previous year ended 31st March 2025.

There is no change in the business operations of the company during the financial year 2025-26

2. DIVIDEND

Your directors do not recommend any dividend on the equity shares for the financial year 2025-26

3. RESERVES

During the year under review, the Company does not propose to transfer any amount to the General Reserve. The details of Reserves and accumulated losses are disclosed in note No.14 of notes to accounts forming part of audited financial statements for F. Y. 2025-26.

4. PERFORMANCE OF THE COMPANY - REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your directors wish to present the details of business operations carried out during the year under review:

The Company has till date completed the Right of Way (ROW) of the Peripheral Road, substantial section of the Link Road, and portion of the Express Way being part of substantial portion of the Toll Road component of the Bangalore-Mysore Infrastructure Corridor Project (Section-A,) to the extent of Land that was made available to it by the Government of Karnataka (GoK). Small part/s of lands required for the Toll Road Component, though notified for acquisition, is yet to be made available to the Company by GoK.

The Link Road, Peripheral Road and the Expressway have been completed up to 55 KMs out of 63 Kilometers of Toll Road in Section–A (Part) and the balance 8 KMs (portion of Expressway) is yet to be completed. Even though the majority of this land has been made available by GoK to the Company, the Company could not take up the work since balance land for the project, which is crucial for the completion, has not been made available. Simultaneous construction work on this parcel of the land is required to make the Expressway operational.

The Company is expecting to get the required balance land from GOK, to enable the Company to complete balance portion of the toll road construction work. The Company had undertaken the concretisation of entire Peripheral Road, Link Road.

With reference to the development of group housing at interchange land areas, the Hon'ble Supreme Court of India vide its judgment dated 19/05/2020 has directed the Company to approach the State Government to get necessary approvals.

The Company has made several representations before the Government of Karnataka and pursuant to this an Empowered Committee meeting was held on 08.04.2025 reviewed BMIC Project issues under the FWA. The Chairman of Empowered Committee directed the concerned Departments and instructed to expedite completion of the Missing Link roads and the Expressway. Directions were also given to verify site allotments, sale deeds, and layout approvals at Clover Leaf Junction. It was decided to place BMICP issues before the Cabinet.

In the Cabinet Meeting held on 11.04.2025, it was resolved to constitute a Cabinet Sub-Committee to examine and submit a report. The Cabinet Sub-Committee was formed with concerned Ministries of the GoK to review the progress of Bangalore Mysore Infrastructure Corridor Project (BMICP) and to recommend to the Cabinet for early resolving of all pending project issues including the development approvals in connection with interchange lands and smooth implementation of BMICP.

Landowners filed several writ petitions challenging the land acquisition proceedings. On 04.07.2025, a Single Judge of High Court quashed the acquisition proceedings and, in some cases, postponed the date of preliminary Notification to 22.04.2019 for determination of compensation for acquired Land. The Company had filed writ appeals before the Division Bench, which has granted an interim stay on the Single Judge's order and later, on 29th July 2026, dismissed the Appeals and confirmed the single Judge's order of quashing the acquisition proceedings. The company, aggrieved by the division bench order, has filed Special Leave Petitions before the Supreme Court. The KIADB and GOK also filed separate SLPs challenging the same order.

i) OTHER LEGAL MATTERS

As reported in previous years, the Company has been subjected to several Public Interest Litigations (PIL) and other cases on land acquisition matters. In all the significant cases against the Company, the Hon'ble High Court of Karnataka and the Hon'ble Supreme Court of India have given favorable judgments for BMICP Project. The Supreme Court has observed that the Project is in the larger public interest of the State of Karnataka and has upheld the validity of the Framework Agreement in its entirety.

The Hon'ble High Court of Karnataka has vide its judgments dated 28th February 2005 and 3rd May 2005 upheld the validity of acquisition of the lands for the Project in its entirety and also once again upheld the validity of Framework Agreement and directed the Government of Karnataka to implement the Project in Letter and Spirit of the Framework Agreement.

Validity of FWA, Extent of Land required, Road Alignment, Issue raised on Toll Concretisation and Toll Collections related to BMIC Project have been sufficiently dealt with by the Hon'ble High Court of Karnataka and the Hon'ble Supreme Court and the same have attained finality.

ii) GOING FORWARD

In view of the judgments and directions of the Hon'ble High Court of Karnataka and the Hon'ble Supreme Court of India, your Company is confident of completing the balance work related to the Project, Section-A, and start the construction of remaining sections of the Expressway Toll Roads as the Govt. machinery reviewed criticality of missing land parcels and agreed to clear the same.

5. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans, guarantees and investments covered under section 186 of the Companies Act, 2013, forms part of the notes to the financial statements provided in this Annual Report.

6. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All Related Party Transactions entered into by the Company during the financial year were in the ordinary course of business and on an arm's length basis. Particulars of material contracts / arrangements entered into by the Company with related parties referred to Section 188(1) of the Companies Act, 2013, are provided in Form AOC-2, which is annexed herewith as **Annexure-A.** Related party disclosures as per IND AS 24 have been provided in Note 42 to the Financial Statements.

7. DEPOSITS

During the year under review, the Company has not accepted any deposit under Chapter V of the Companies Act, 2013.

8. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial Statements, commensurate with the size and complexity of its operations. During the year, such controls were tested and no reportable material weaknesses in design or operation were observed. The audit committee of the Board monitors the adequacy and effectiveness of the Company's internal control framework.

9. RISK MANAGEMENT

The Company has a robust risk management framework. The audit committee has oversight in the areas of financial risks and controls. The Risk Management Committee will oversee all Risk Areas. The major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis.

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no adverse material changes or commitments that occurred after March 31, 2026, which may affect the financial position of the company or may require disclosure.

11. SIGNIFICANT AND MATERIAL ORDERS

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern about status and company's operations in future other than the items disclosed in the financial statements at note no.38.

There are no applications made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 as at the end of the financial year, nor the Company has done any one-time settlement with any bank or financial institutions.

12. SHARE CAPITAL AND SHARES

There was no change in share capital of the Company during the financial year and the present paid-up Equity Share Capital of the Company consists of 20,90,46,692 equity shares of Rs.10/- each amounting to Rs.2,09,04,66,920/- and 7%, 4,00,00,000 Cumulative Redeemable Preference shares of Rs.10/- each amounting Rs.40,00,00,000/-.

During the year under review the Company has not issued shares with the differential voting rights nor has granted any stock options or sweat equity.

The Cumulative redeemable preference shares were originally issued for a period of 20 years in three different tranches. For the first tranche of CRPS due for redemption during October 2024, the Hon'ble National Company Law Tribunal, has consented for extension for a further period of 10 years.

Further, with respect to the tranche two and three CRPS, the shareholders have approved extension of tenure of ten years from the date of their respective maturity. The Company has submitted petition before the hon'ble National Company Law Tribunal (NCLT) for approving the extension of tenure of 3,66,62,500 cumulative redeemable Preference Shares, aggregating to Rs. 36,66,25,000/-.. The company is expecting favourable order in line with first tranche approval granted by Hon'ble NCLT.

13. DEBENTURES

The Company issued 14,00,000, 5% optionally fully convertible debentures of Rs.100/- each held by Nandi Infrastructure Corridor Enterprise Limited has been transferred to Nandi Highway Developers Limited, a fellow subsidiary group Company during the year. The Board has approved extension of tenure of these debentures for a period up to 24th May 2034 subject to consent of Investors for execution of deed of adherence. As per the terms of issue, these debentures shall be converted into Equity shares of the Company post to repayment of term loans and exit is given to the Investors.

14. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION & PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply to the Company as there were no dividends declared by the Company and no other amounts specified under section 125(2) of the Companies Act, 2013 are available with the Company to transfer to the Investor Education and Protection Fund.

15. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 ("**the Act**"), the Board of Directors of the Company confirms that: —

a) in the preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanations relating to material departures.

b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2026, and of the profit of the Company for that period.

c) The directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) The directors had prepared the annual accounts on a going concern basis and

e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors and Key Managerial Personnel of your Company consists of the following.

DIRECTORS:

Name	Designation
Ashok Kumar Kheny	Director
Bhalchandra Shankar Mitkari	Director
Deepti Rajeev Puranik	Director
Jayant K. Hemade	Independent Director
Shiva Subramanyam Basappa Arehalli	Independent Director
Vikram Munje	Director

KEY MANAGERIAL PERSONNEL

Name	Designation
Ashok Kumar Shetty	Chief Financial Officer
N Balaji Naidu	Company Secretary

Material changes in the Board structure occurred between the end of the financial year and the date of the report.

The Board of Directors have recommended to the shareholders for the appointment of Mr. Ashok Kumar Kheny as Managing Director for a period of one year from 25th August 2026.

The Board is satisfied with the integrity, expertise, and experience of all Independent Directors on the Board.

17. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures and declarations to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 to qualify themselves to be appointed and continuing as Independent Directors under the provisions of the Companies Act, 2013 and the rules made there under.

18. NUMBER OF MEETINGS OF THE BOARD

The Board met 9 (nine) times during the year on the following dates - 04/04/2025, 29/07/2025, 29/09/2025, 08/10/2025, 07/11/2025, 13/01/2026, 13/02/2026, 24/02/2026 and 23/03/2026. The intervening gap between two meetings was within the timeline prescribed under the Companies Act, 2013.

19. BOARD's EVALUATION

The Board has carried out an annual evaluation of its own performance, board committees and individual Directors. The performance of the Board was evaluated by the Board after seeking input from all Directors based on criteria such as Board composition and structure, effectiveness of Board processes, Information and functioning etc.

The performance of the committees was evaluated by the Board after seeking input from the committee members on the basis of criteria such as composition of committees, effectiveness of committee meetings etc.

20. INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information relating to the remuneration of employees and key managerial personnel of the Company as required under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The details of remuneration will be provided to the shareholders who desires it as per second proviso to Rule 5(3) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014

21. SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture, or Associate Company.

22. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors which include two Independent Non-executive Director viz. Mr. A.B. Shiva Subramanyam, Mr. Jayant K. Hemade and one non-whole-time Director viz. Mr. Vikram Munje. Mr. A.B. Shiva Subramanyam is the Chairman of the Audit Committee. The constitution of Audit Committee meets with the requirements as laid down under Section 177 of the Companies Act, 2013.

The Audit Committee met 7 (Seven) times during the year on the following dates – 04/04/2025, 29/07/2025, 29/09/2025, 08/10/2025, 07/11/2025, 13/02/2026 and 24/02/2026.

23. AUDITORS

A. STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP. (Firm Registration No- 001076N/N500013), Chartered Accountants, were appointed as Statutory Auditors of the Company at 22nd Annual General Meeting of the Company for a period of 5 years, to conduct statutory audit of the Company and holds office up to the conclusion of 27th Annual General Meeting.

Management comment with respect to Para No.3 of Independent Auditors Report:

The Board of Directors are concurring the view as described in note.43 to the accompanying financial statements, which is reproduced below:-

During the year ended 31 March 2011, the Company issued Compulsory Convertible Preference Shares ("CCPS") to one of the shareholder (i.e. Investor) amounting to ₹ 49,998.53 lakhs. These CCPS were recorded as a financial liability on First-time Adoption of Indian Accounting Standards i.e. the Ind AS (i.e. AS 101) transition date being 01 April 2016 at ₹ 31,130.00 lakhs with the difference of ₹ 18,868.53 lakhs recorded as adjustment to retained earnings. These CCPS were converted into 3,40,45,692 (Three Crore, forty lakh, forty-five thousand six hundred ninety-two) equity shares during the year ended 31 March 2017 and consequently ₹ 3,404.57 lakhs was recorded as equity share capital and ₹ 27,725.43 lakhs was recorded as securities premium.

During the FY 23-24, the Management re-evaluated the provisions of the shareholders agreement dated 24 December 2010, entered between the Company, the Promoters, the Sponsors and the Investor ("SHA"). Under the SHA, the Investor has several Exit Options, with Buy Back being one such option. The Company in FY 23-24 concluded that with respect to the Buy Back option under SHA, the Company need not recognize any financial liability as the Investor has not exercised the Buy Back option which is triggered only upon issuance of a Buy Back Notice containing a clear intention to exercise the buyback along with prescribed details including, amongst other things, the number of securities offered for Buy Back following the procedure outlined under the SHA and applicable law. Therefore, the Management continues

to believe that none of the equity shares issued by the Company need to be classified as a financial liability. Between June 2024 - August 2024, of the financial year 2024-25, the Investor have notified the sale of its shareholding of 3,40,00,000 equity shares, to Soinfra Enterprises Private Limited.

AIRRO (Mauritius) Holdings V and Soinfra Enterprises Private Limited, have invoked Clause 24.2 (Arbitration Clause) of the SHA and filed a notice of arbitration before the Singapore International Arbitration Centre ("SIAC"). The Company received a notice of arbitration dated 28 March 2025 in this regard and the Company has been named as the 9th respondent along with other respondents. The Arbitration Tribunal has been duly constituted in the matter, and AIRRO (Mauritius) Holdings V and Soinfra Enterprises Private Limited have submitted their claim statement on 26 September 2025. The Investors claim is primarily on the alleged failure of the promoters and sponsors to provide the Investors with an exit as mandated by various provisions of the SHA and there is no claim raised against the Company in any of the submissions made by any party during such arbitration proceedings till date.

The Board has recommended the appointment of Mr. Kheny as Managing Director of the company to fill the vacancy of KMP, subject to approval of members of the company including Investors.

Apart from the above, the notes on Financial Statements are self-explanatory and hence do not call for any further comments.

B. SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Companies Act, 2013, the Board has appointed Mr. Hari Babu Thota, Practicing Company Secretary, Bangalore, to conduct Secretarial Audit of the Company for the Financial Year 2025-26. The Secretarial Audit Report in Form No.MR-3, for the Financial Year ended March 31, 2026, is enclosed as **Annexure-B.**

The Board has recommended the appointment of Mr. Kheny as Managing Director of the company to fill the vacancy of KMP, subject to approval of members of the company including Investors.

C. COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company has maintained the cost records as specified by the Central Government.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost records maintained by the Company are required to be audited by a Cost Accountant.

The Board of Directors, on the recommendation of Audit Committee, appointed M/s. GA Associates, Practicing Cost Accountants, as cost auditors to audit cost accounts of the Company for Financial Year 2025-26. As required under the Companies Act, 2013, a resolution seeking member's approval and ratification for the remuneration payable to the Cost Auditors for the financial year 2025-26 forms part of Notice convening the 26th Annual General Meeting.

D. INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013, the Company had appointed M/s. RSM Astute Consulting Private Limited, Chartered Accountants, as Internal Auditors for the financial year 2025-26. The Audit Committee of the Board reviews the Internal Audit process and reports on the adequacy and effectiveness of internal audit and controls periodically.

E. REPORTING OF FRAUD BY AUDITORS

During the year under review, the Statutory Auditors and other auditors of the Company have not reported any fraud as specified u/s 143(12) of the Companies Act, 2013 to the Audit Committee.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee presently comprises of three Directors viz. Mr. Ashok Kumar Kheny, Mr. A. B Shivasubramanyam, Mr. Jayant K Hemade. The Chairman of the Committee is Mr. A.B. Shiva Subramanyam. The constitution of the Corporate Social Responsibility Committee meets the requirements of section 135 of the Companies Act, 2013.

The CSR Committee met twice during the year i.e., on 07/11/2025 and 23/03/2026.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has been carrying out various Corporate Social Responsibility (CSR) activities. These activities are carried out in terms of section 135 read with schedule VII of the Companies Act, 2013 as amended from time to time and the Companies (Corporate Social Responsibility Policy), Rules 2014.

The brief outline of the Corporate Social Responsibility Policy of the Company and other details as required under the Corporate Social Responsibility Policy Rules, 2014 are set out in Annexure-**C** of this report in the format prescribed.

25. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee presently comprises of three Directors which include two Independent Non-executive Directors viz. Mr. A.B. Shiva Subramanyam, Mr. Jayant K. Hemade and one non-whole-time Director viz. Mr. Vikram Munje.

Mr. A.B. Shiva Subramanyam is the Chairman of the Committee. The constitution of the Nomination and Remuneration Committee meets with the requirements of Section 178 of the Companies Act, 2013:

The NRC Committee met three times during the year on 04/04/2025, 29/07/2025 and 23/03/2026

26. POLICY LAID DOWN BY THE NOMINATION AND REMUNERATION COMMITTEE FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) & OTHER EMPLOYEES AND THE CRITERIA FORMULATED BY THE COMMITTEE FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR

The Company has adopted a Nomination and Remuneration Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013. The Policy is available at the registered office of the Company.

Role of Nomination and Remuneration Committee is as follows:

- Formulate the criteria for determining qualification, positive attributes, and independence of a director.
- Identify people who are qualified to become Director and people who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment, and removal of Director, KMP and Senior Management Personnel.

27. RISK MANAGEMENT COMMITTEE

The Risk Management Committee presently comprises Mr. Ashok Kumar Kheny, Mr. Vikram Munje and Mr. A.B Shivasubramanyam. The Chairman of the Committee is Mr. Ashok Kumar Kheny.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company recognizes that risk is an integral and unavoidable component of business and is committed to managing risk in a proactive and efficient manner. The Company has formulated

a Risk Management Policy to identify and manage risks /threats that could have an impact on the goals and objectives of the Company.

Within the framework of the Risk Management Policy, the Committee reviews the risks trends, exposure, potential impact analysis and mitigation plan.

The Audit Committee has additional oversight into the area of financial risks and controls, the major risks identified by the business functional heads and are systematically addressed through mitigating actions on a continuing basis.

28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has complied with provisions relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has zero tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition, and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under for prevention and redressal of complaints of sexual harassment at workplace.

1) The number of sexual harassment complaints received during the year - Nil.
2) The number of such complaints disposed of during the year – Not applicable
3) The number of cases pending for a period exceeding ninety days - Not applicable

29. MATERNITY BENEFIT

The Company affirms that it has duly complied all provisions of the Maternity Benefit Act, 1961 and has extended all statutory benefits to eligible woman employees during the year.

30. VIGIL MECHANISM

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, the Company has established a vigil mechanism to oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees of the Company.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 are appended as **Annexure-D** to this report.

32. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and complied with the standards.

32. ANNUAL RETURN

The Company does not have a functional website as on date and the Annual Return in form MGT-7 as required under section 92(4) of the companies Act 2013 will be submitted to the Registrar of Companies.

33. RATING OF THE COMPANY

M/s. CARE Ratings Limited vide its letter dated June29, 2026, has re-affirmed CARE AA; Stable for the Long-Term Bank Facilities of the Company.

34. ACKNOWLEDGEMENT

Your directors place on record their sincere thanks to bankers, financial institutions, business associates, consultants and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your directors also acknowledge gratefully the contribution of employees. Your Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

For and on behalf of the Board of Directors

Sd/- Sd/-

Ashok Kumar Kheny **A.B. Shiva Subramanyam**
Managing Director **Director**
DIN: 00248397 **DIN: 00963838**

Date: 23/09/2026
Place: Bangalore

ANNEXURE-A

FORM AOC – 2

Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts / arrangements or transactions not at arm's length basis.

A	Name(s) of the related party and nature of relationship	Not Applicable
B	Nature of contracts / arrangements / transactions	Not Applicable
C	Duration of contracts / arrangements / transactions	Not Applicable
D	Salient terms of the contracts / arrangements / transactions including the value if any	Not Applicable
E	Justification for entering into such contracts / arrangements / transactions	Not Applicable
F	Date(s) of approval by the Board	Not Applicable
G	Amount paid as advance if any	Not Applicable
H	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

2. Details of material contracts / arrangements or transactions at arm's length basis:

A	Name(s) of the related party and nature of relationship	Mr. Shivakumar Kheny Brother of Mr. Ashok Kumar Kheny, Managing Director of the Company	India International Infrastructure Engineers Ltd. – common control
B	Nature of contracts / arrangements / transactions	Rental Agreement	Project Management Consultancy
C	Duration of contracts / arrangements / transactions	One year	One year
D	Salient terms of the contracts / arrangements / transactions	Lease of immovable property at market rates	As per work order
E	Date(s) of approval by the Board	29/07/2025	29/07/2025
F	Amount paid	Rs.26.33 lakhs	Rs.233.28 lakhs

For and on behalf of the Board of Directors

Sd/-
Ashok Kumar Kheny
Managing Director
DIN: 00248397

Sd/-
A.B. Shiva Subramanyam
Director
DIN: 00963838

Date: 23/09/2026
Place: Bangalore

ANNEXURE-C

ANNUAL REPORT ON CSR ACTIVITIES
(Pursuant to Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility) Rules 2014

1. A brief outline of the Company's CSR policy:

The Board of Directors had adopted the Corporate Social Responsibility ("CSR") policy of the Company. As per the policy, eligible funds for CSR activities in each financial year will be expended in the areas of Education, Skill Development, Vocational Training, Sustainability, Environment, Health, Ecological Protection, Sports and Rural Development and other areas as specified in the rules and CSR policy by the company itself. These CSR activities will be carried out through various programs or projects as specified in the CSR Policy on the recommendation of CSR committee / Board of Directors of the Company.

2. The Composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR committee attended during the year
1)	Mr. Ashok Kumar Kheny	Managing Director	Two	Two
2)	Mr. Vikram Munje*	Director	Two	One
2)	Mr. A. B Shiva Subramanyam**	Independent Director	Two	One
3)	Mr. Jayant K Hemade	Independent Director	Two	One

During the year, CSR committee met two times on 13/01/2026 and on 23/03/2026

*Mr. Vikram Munje was entitled to attend a meeting held on 07/11/2025

** Mr. A.B Shivasubramanyam was entitled to attend one meeting held on 13/01/2026

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: Not Applicable

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of Section 135 – Rs. 309,68,49,101 /-

(b) Two percent of average net profit of the company as per sub-section (5) of Section 135 – Rs. **6,19,36,982**/-
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years – Nil
(d) Amount required to be set-off for the financial year, if any – Nil
(e) Total CSR obligation for the financial year [(b)+(c) -(d)] – Rs. **6,19,37,982**/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – Rs. **6,19,37,000**/-
(b) Amount spent in Administrative Overheads – Nil
(c) Amount spent on Impact Assessment, if applicable – Not applicable
(d) Total amount spent for the Financial Year [(a)+(b) +(c)] – Rs.**6,19,37,000**/-
(e) CSR amount spent or unspent for the Financial Year: Rs. **6,19,37,000**/-

Total Amount Spent for the Financial Year (in Rs)	**Amount Unspent (in Rs)**				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		**Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)**		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
-	-		-	-	-

(f) Excess amount for set-off, if any: Not Applicable

Sl. No.	**Particular**	**Amount (in Rs)**
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii) - (i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (In Rs)	Amount spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial Years. (in Rs)	Deficiency, if any
					Amount (in	Date of		

					Rs)	transfer		
1.	FY-1	-	-	-	-	-	-	-
2.	FY-2	-	-	-	-	-	-	-
3.	FY-3	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes ○ No 

If yes, enter the number of Capital assets created/ acquired: NOT APPLICABLE

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable as the company has spent the amount by transferring CSR amount to the PM cares Fund, specified under Schedule VII of the Companies Act 2013

(Chief Executive Officer or Managing Director or Director)	(Chairman CSR Committee)	(Person specified under clause (d) of sub-section (1) of section 380 of the Act) [wherever applicable]

ANNEXURE-D

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of energy-

(i) the steps taken or impact on conservation of energy:

The Company's main line of activity is toll road operation and civil construction. The Company is making all efforts to conserve the usage of power by switching to LED lights, installing solar lights wherever possible to reduce power consumption.

(ii) the steps taken by the Company for utilizing alternate sources of energy:

The Company has plans to use alternate sources of energy, like solar energy, wind energy, wherever possible, as one above and minimize the usage of power consumption.

(iii) the capital investment on energy conservation equipment's:

As the Company is in the process of implementation of all components of the mega infrastructure project and the emphasis for capital investment on energy conservation equipment would be intensified at an appropriate time.

(B) Technology absorption-

(i) the efforts made towards technology absorption.

The Company continues to strive for new technological innovations that can enhance product quality, increase process speed, and reduce adverse impact on the environment. The Company has already used the latest techniques for the construction of toll roads, bridges, underpass, and overpasses, which enabled early completion of Roads and made available for public usage in a short span of time.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution.

The Company's main line of activity is construction of toll roads. The Company is achieving substantial savings in cost reduction measures during the implementation of the project components. The company has undertaken concretisation of toll road and adopted the latest technology which ensures minimum maintenance cost for seamless flow of vehicles, rainwater, and sewage etc. which are environmentally friendly.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

a) The details of technology imported: **Not imported any technology as all technology has been indigenously developed the system relating to toll operation and maintenance**.
b) the year of import: **Not applicable**
c) whether the technology been fully absorbed: **Not applicable.**
d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **Not applicable.**
e) the expenditure incurred on Research and Development: **Not applicable.**

(C) Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo during the year under review - in terms of actual outflows: INR 1,16, 87,989/- (USD 1,35,778.05)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2026
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Nandi Economic Corridor Enterprises Limited
(CIN: U85110KA2000PLC026939)
No.1, Midford House, Midford Gardens Off,
M.G. Road, Bangalore – 560 001, Karnataka

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nandi Economic Corridor Enterprises Limited *(hereinafter called **"the Company"**)*. Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of:

(i) The Companies Act, 2013 (**the Act**) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made there under; **(Not applicable to the Company as the Company is an Unlisted Public Company).**

Office: #41/1, 2nd Floor, 11th Cross, 8th Main, 2nd Block, Jayanagar, Bengaluru – 560 011
Office: 080 42133344 E-mail ID: csharibabuthota@gmail.com

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable;

(v) I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws, Policies and Regulations applicable specifically to the Company.

(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **(Not applicable to the Company as the Company is an Unlisted Public Company)**;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **(Not applicable to the Company as the Company is an Unlisted Public Company)**;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **(Not applicable to the Company as the Company is an Unlisted Public Company)**;

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **(Not applicable to the Company as the Company is an Unlisted Public Company)**;

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company as the Company is an Unlisted Public Company)**;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **(Not applicable to the Company as the Company is an Unlisted Public Company)**;



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g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company as the Company is an Unlisted Public Company)**; and

h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 - **(Not applicable to the Company as the Company is an Unlisted Public Company).**

(vii) I have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2);

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and amendments made thereunder - **(Not applicable to the Company as the Company is an Unlisted Public Company).**

I have not examined compliance by the Company relating to the applicable financial laws, such as direct, indirect tax laws and Cost Accounts, since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors during the Audit Period. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out by requisite majority as per the minutes, as duly recorded and signed by the Chairman of the meeting of the Board of Directors or Committees of the Board, as the case may be.



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There are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

During the reporting period, the Company applied for an extension of time for holding its Annual General Meeting ("AGM"), which was approved by the Registrar of Companies ("RoC") for a period of three months, extending the time for holding the AGM up to 31st December 2025. Accordingly, the 25th AGM of the Company was held on 11th November 2025.

It is observed that the Cost Auditor for the financial year 2025–26 has been appointed at the meeting held on 29th September 2025, which is beyond 180 days from the commencement of the financial year as required under Section 148 of the Companies Act, 2013.

Mr. Venkata Krishna Mogalapalli (DIN: 06822431) completed his second consecutive term as an Independent Director on 30th September 2025. The Board took note of his cessation, and the requisite statutory filings were duly completed. Accordingly, the NRC, ACM and CSR committees were reconstituted.

Mr. Ashok Kumar Kheny (DIN: 00248397) was proposed to be appointed as Managing Director by the Board of Directors at its meeting held on 29th July 2025 subject to approval of the shareholders at their Annual General Meeting. However, it was not approved with requisite majority at the 25th Annual General Meeting and ceased to be the Managing Director with effect from 27th November 2025.

The office of the Managing Director is vacant with effect from 27th November 2025.

Pursuant to the provisions of Section 203(4) of the Companies Act, 2013:

If the office of any whole-time Key Managerial Personnel is vacated, the resulting vacancy shall be filled-up by the Board within a period of six months from the date of such vacancy.

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During the reporting period, the office of Managing Director remained vacant.

However, as on reporting date, Board of Directors at their meeting held on 25th August 2026, recommended appointment of Mr. Ashok Kumar Khney as the Managing Director of the Company for a period of one year commencing from 25th August 2026, subject to approval of the members of the Company.

I further report that, during the audit period, the Company has not undertaken any activity having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.



Hari Babu Thota
Company Secretary in Practice
FCS: 12204; CP No.15090
Peer Review Cert.No.:2210/2022
UDIN No. F012204H001383585

Place: Bengaluru
Date: 05-09-2026

Note: This report is to be read with my letter of event date which is annexed as Annexure-1 and forms an integral part of this report.

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ANNEXURE-1

To,

Nandi Economic Corridor Enterprises Limited, Bengaluru

My report of even date is to be read along with this letter.

(1) Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

(2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for my opinion.

(3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

(4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

(5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

(6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management is conducted the affairs of the Company.

Place: Bengaluru
Date: 05-09-2026

Hari Babu Thota
Company Secretary in Practice
FCS No. 12204; CP No.15090
Peer Review Cert.No.:2210/2022
UDIN No. F012204H001383585

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Independent Auditor's Report

To the Members of Nandi Economic Corridor Enterprises Limited

Report on the Audit of the Financial Statements

Adverse Opinion

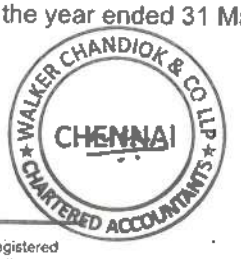
1. We have audited the accompanying financial statements of Nandi Economic Corridor Enterprises Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, because of the significance of the matter discussed in the Basis for Adverse Opinion section in our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and do not give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Adverse Opinion

3. As described in the note 43 to the accompanying financial statements, the Company had recorded equity of ₹ 31,130 lakhs in earlier year which includes securities premium of ₹ 27,725.43 lakhs against original subscription amount of ₹ 49,998.53 lakhs paid by an Investor. The Company has continued to classify all equity shares, including such subscription, as equity instruments basis re-evaluation performed by the management in the Financial Year 2023-24. However, in our view, the buyback option with minimum IRR of 18% available with the holder of such equity shares, in accordance with the terms of the Shareholders Agreement, the buyback obligation should have been classified and measured as liability in accordance with the principles enunciated under the Ind AS. Had the buy-back obligation been classified as liability and measured according to applicable accounting standards, there would have been a material and pervasive impact on total equity and non-current liabilities as at 1 April 2024, 31 March 2025 and 31 March 2026 and consequential effects thereof on the accompanying financial statements, including on the profit for the years ended 31 March 2025 and 31 March 2026 which we are unable to quantify due to absence of valuation of aforesaid financial liability as at the respective reporting year-ends.

Our audit report dated 08 October 2025 on the financial statements of the Company for the year ended 31 March 2025 also included an adverse opinion in respect for this matter.



4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 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 financial statements under the provisions of the Act 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 adverse opinion.

Emphasis of Matter – (Vacancy in the office of Managing Director)

5. We draw attention to Note 44 to the accompanying financial statements regarding the vacancy in the office of Managing director, resulting in the non-compliance with requirements of Section 203 of the Companies Act, 2013. As explained in the note, the management is in the process of appointing the Managing Director in accordance with the requirements of Companies Act, 2013 and provisions of shareholders agreement. Management has evaluated that the non-compliance does not have a material impact on the accompanying financial statements or operations of the Company. Our opinion is not modified in respect of this matter.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report but 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 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.

The Director's report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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

7. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



8. In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

10. 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 Standards on Auditing 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.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism 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;

    - 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 Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of 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; and

    - 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.

12. 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.

Report on Other Legal and Regulatory Requirements

13. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.



14. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

a) We have sought and except for the matter described in the Basis for Adverse Opinion section obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;

b) Except for the effects of the matter described in the Basis for Adverse Opinion section and except for the matters stated in paragraph 15(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c) The financial statements dealt with by this report are in agreement with the books of account;

d) Except for the effects of the matter described in the Basis for Adverse Opinion section, in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

e) The matter described in paragraph 3 under the Basis for Adverse Opinion section in our opinion, may have an adverse effect on the functioning of the Company;

f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

g) The Adverse remark relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 3 of the Basis for Adverse Opinion section, paragraph 15(b) above on reporting under section 143(3)(b) of the Act and paragraph 15(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

h) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an Adverse opinion; and

i) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. Except for the effects of the matter described in paragraph 3 of the Basis for Adverse Opinion section the Company, as detailed in note 38 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026.;

iv.

a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 39 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

WALKER CHANDIOK & CO LLP * CHENNAI * CHARTERED ACCOUNTANTS

b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

vi. As stated in Note 36 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trails have been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013





Praveen Warrier
Partner
Membership No.: 214767
UDIN: 26214767MNXFXA8697

Chennai
25 August 2026

Annexure I referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprise Limited on the financial statements for the year ended 31 March 2026

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, and capital work-in-progress.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The property, plant and equipment and capital work-in-progress have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 2 to the financial statements, are held in the name of the Company. For title deeds of immovable properties in the nature of land as at 31 March 2026, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.

(d) The Company has not revalued its property, plant and equipment or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii)(a) The management has conducted physical verification of inventory, for which, having regard to the nature of such inventory, the management has conducted verification to confirm its physical existence by way of verification of title deeds at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

(iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.



Annexure I referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprise Limited on the financial statements for the year ended 31 March 2026

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii)(a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,191.79	-	FY 2016-17	Commissioner of Income Tax (Appeals)
		450.78	-	FY 2020-21	
		662.49		FY 2023-24	
Goods and Services Tax Act, 2017	Goods and Service tax	75.42	-	FY 22-23	GST Appellate Tribunal

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS * CHENNAI

Annexure I referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprise Limited on the financial statements for the year ended 31 March 2026.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c)In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.



Annexure I referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprise Limited on the financial statements for the year ended 31 March 2026.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions , nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) (a) In our opinion and according to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to other than ongoing projects as at end of the current financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.



Annexure I referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprise Limited on the financial statements for the year ended 31 March 2026

(b) In our opinion and according to the information and explanations given to us, the Company has transferred the remaining unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act,

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013





Praveen Warrier
Partner
Membership No.: 214767
UDIN – 26214767MNXFXA8697

Chennai
25 August 2026

Annexure II to the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprises Limited, on the financial statements for the year ended 31 March 2026

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of Nandi Economic Corridor Enterprises Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Annexure II to the Independent Auditor's Report of even date to the members of Nandi Economic Corridor Enterprises Limited, on the financial statements for the year ended 31 March 2026

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Adverse opinion

8. According to the information and explanations given to us and based on our audit, the following material weakness have been identified as at 31 March 2026:

The Company did not have an appropriate internal control system over classification and measurement of financial instruments in accordance with Ind AS, which has resulted in a material and pervasive impact on the accompanying financial statements, as stated in the 'Basis of Adverse Opinion' paragraph of our audit report.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, the Company did not have adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were not operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company as at and for the year ended 31 March 2026, and these material weakness as described above has affected our opinion on the financial statements of the Company and we have issued an adverse opinion on the financial statements of the Company.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013





Praveen Warrier
Partner
Membership No.: 214767
UDIN: 26214767MNXFXA8697

Chennai
25 August 2026

Nandi Economic Corridor Enterprises Limited
Balance Sheet as at 31 March 2026
(All amounts in ₹ lakhs, unless otherwise stated)

	Note	31 March 2026	31 March 2025
ASSETS			
Non-current assets			
Property, plant and equipment	2	1,302.25	1,285.72
Capital work-in-progress	3	-	2,607.79
Intangible assets	4A	130,790.80	125,805.77
Intangibles under development	4B	939.57	4,257.67
Financial assets			
Loans	5A	10.23	10.23
Other Financial Assets	6A	2,805.34	184.79
Income Tax Assets (net)	7	1,586.25	499.21
Other non-current assets	8A	23,206.70	25,883.60
Total non-current assets		**160,641.14**	**160,534.78**
Current assets			
Inventories	9	30,018.00	27,257.86
Financial assets			
Investments	10	13,603.27	5,386.00
Trade receivables	11	279.00	622.52
Cash and cash equivalents	12A	7,438.42	5,713.62
Bank balances other than cash and cash equivalents	12B	25,919.12	9,162.51
Loans	5B	354.18	370.62
Other Financial Assets	6B	2,081.84	4,175.56
Other current assets	8B	518.84	365.43
Total current assets		**80,212.67**	**53,054.12**
Total assets		**240,853.81**	**213,588.90**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	20,904.67	20,904.67
Other equity	14	86,695.85	51,492.27
Total equity		**107,600.52**	**72,396.94**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15A	58,440.89	76,141.20
Other financial liabilities	16A	2,496.76	2,496.76
Deferred tax liabilities (Net)	26C	14,899.01	16,525.42
Other non-current liabilities	18A	8,677.23	8,880.23
Provisions	17A	1,516.25	1,324.50
Total non-current liabilities		**86,030.14**	**105,368.11**
Current liabilities			
Financial liabilities			
Borrowings	15B	15,152.65	12,643.18
Trade payables	19		
Total Outstanding dues to Micro, Small & Medium Enterprises		167.31	31.04
Total Outstanding Dues to creditors other than Micro, Small & Medium Enterprises		3,581.08	3,072.65
Other financial liabilities	16B	7,530.49	5,637.78
Other current liabilities	18B	18,688.31	13,980.86
Provisions	17B	353.31	458.35
Current tax liabilities		1,750.00	-
Total current liabilities		**47,223.15**	**35,823.85**
Total equity and liabilities		**240,853.81**	**213,588.90**

The accompanying notes form an integral part of the financial statements

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Praveen Warrier
Partner
Membership No.: 214767

Chennai
25 August 2026

WALKER CHANDIOK & CO LLP ★ CHENNAI ★ CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
Nandi Economic Corridor Enterprises Limited

Ashok Kumar Kheny
Director
DIN: 00248397

Bengaluru
25 August 2026

AB Shiva Subramanyam
Director
DIN: 00963838

Bengaluru
25 August 2026

Ashok Kumar Shetty
Chief Financial Officer

Bengaluru
25 August 2026

N. Balaji Naidu
Company Secretary
Membership No: F6174

Bengaluru
25 August 2026

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED ★ Bangalore ★

Nandi Economic Corridor Enterprises Limited
Statement of profit and loss for the year ended 31 March 2026
(All amounts in ₹ Lakhs, unless otherwise stated)

	Note	31 March 2026	31 March 2025
Revenue			
Revenue from operations	20	92,912.06	76,725.46
Other income	21	3,975.56	1,779.06
Total revenue		**96,887.62**	**78,504.52**
Expenses			
Cost of sale of land	22	-	-
Employee benefits expenses	23	7,127.54	6,598.45
Finance expenses	24	7,898.41	10,978.70
Depreciation, amortisation and impairment expenses	2, 3 & 4	9,583.09	6,784.71
Other expenses	25	21,738.87	11,041.09
Total expenses		**46,347.91**	**35,402.95**
Profit before tax		**50,539.71**	**43,101.57**
Tax expense	26		
Current tax		15,151.96	4,504.91
Current tax for previous years		1,750.00	-
Deferred tax		(1,611.16)	6,502.47
Profit after tax		**35,248.91**	**32,094.19**
Other comprehensive income/(loss)			
Re-measurement of losses on defined benefit plans	30	(60.58)	(102.35)
Income tax relating to items that will not be reclassified to profit or loss	26	15.25	25.76
Other comprehensive income/(loss) for the year		**(45.33)**	**(76.59)**
Total comprehensive income for the year		**35,203.58**	**32,017.60**
Earnings per share	27		
Basic		16.86	15.35
Diluted		15.83	14.41

The accompanying notes form an integral part of the financial statements

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Praveen Warrier
Partner
Membership No.: 214767

Chennai
25 August 2026

WALKER CHANDIOK & CO LLP ★ CHENNAI ★ CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
Nandi Economic Corridor Enterprises Limited

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DIN: 00248397

Bengaluru
25 August 2026

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25 August 2026

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Chief Financial Officer

Bengaluru
25 August 2026

N. Balaji Naidu
Company Secretary
Membership No: F6174
Bengaluru
25 August 2026

NANDI ECONOMIC CORRIDOR ENTERPRISES LTD. Bangalore

Nandi Economic Corridor Enterprises Limited
Cash Flow statement for the year ended 31 March 2026
(All amounts in ₹ Lakhs, unless otherwise stated)

		31 March 2026	31 March 2025
A	**Cash flow from operating activities**		
	Profit before tax	**50,539.71**	**43,101.57**
	Adjustments to reconcile profit after tax to net cash flows		
	Interest income	(1,530.04)	(925.00)
	Net gain on sale of current investments	(668.46)	(432.05)
	Finance expenses	7,898.41	10,978.70
	Depreciation, amortisation and impairment expenses	9,583.09	6,784.71
	Provision for doubtful advances	5,966.38	659.74
	(Profit)/Loss on sale of fixed assets (net)	1.84	(9.29)
	Operating profit before working capital changes	**71,790.93**	**60,158.38**
	Working capital adjustments:		
	(Increase)/decrease in trade receivables	343.52	(256.17)
	Increase in inventories	(2,760.14)	(2,775.56)
	(Increase) / Decrease in loans and advances and other assets	(1,331.73)	733.56
	(Increase) / Decrease in current liabilities and provisions	7,119.42	(136.85)
	Cash generated from operations	**75,162.00**	**57,723.36**
	Net income taxes (paid) / refund received (net)	(16,239.00)	(3,634.53)
	Net cash flow generated from operating activities (A)	**58,923.00**	**54,088.83**
B.	**Cash flows from investing activities**		
	Purchase of property, plant & equipment and intangible assets including under development	(8,710.19)	(4,944.81)
	Sale of mutual funds	14,531.87	1,808.29
	Purchase of mutual funds	(22,080.66)	(1,344.93)
	Interest received	1,530.79	940.13
	Net Investment in Bank Deposits	(19,380.76)	(1,861.06)
	Net cash flow used in investing activities (B)	**(34,108.95)**	**(5,402.38)**
C.	**Cash flows from financing activities**		
	Repayment of long term borrowings	(17,013.97)	(38,295.82)
	Interest paid	(6,075.28)	(9,305.50)
	Net cash used in financing activities	**(23,089.25)**	**(47,601.32)**
	Net increase in cash and cash equivalents	1,724.80	1,085.13
	Cash & cash equivalents at beginning of the year	5,713.62	4,628.49
	Cash & cash equivalents at the end of the year (refer note 12A)	**7,438.42**	**5,713.62**

WALKER CHANDIOK & CO LLP ★ CHENNAI ★ CHARTERED ACCOUNTANTS

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED Bangalore

Nandi Economic Corridor Enterprises Limited
Statement of Cash Flow for the year ended 31 March 2026 (Cont'd)
(All amounts in ₹ Lakhs, unless otherwise stated)

Changes in liabilities arising from financial activities for the year ended 31 March 2026

Particulars	As at 01 April 2025	Cash flow	Non cash changes		As at 31 March 2026
			Finance cost	Measurement of financial liability	
(i) Cumulative Redeemable Preference shares	5,485.30	-	575.96	-	6,061.26
(ii) Loan From Banks & Related parties	84,533.83	(23,089.25)	7,195.47	-	68,640.05
(iii) Optionally Fully Convertible Redeemable Debentures	1,262.00	-	126.98	-	1,388.98
	91,281.13	**(23,089.25)**	**7,898.41**	**0.00**	**76,090.29**

Changes in liabilities arising from financial activities for the year ended 31 March 2025

Particulars	As at 01 April 2024	Cash flow	Non cash changes		As at 31 March 2025
			Finance cost	Measurement of financial liability	
(i) Cumulative Redeemable Preference shares	4,964.06	-	521.24	-	5,485.30
(ii) Loan From Banks & Related parties	121,791.94	(47,601.32)	10,343.21	-	84,533.83
(iii) Optionally Fully Convertible Redeemable Debentures	1,147.75	-	114.25	-	1,262.00
	127,903.75	**(47,601.32)**	**10,978.70**		**91,281.13**

The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flow'

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Praveen Warrier
Partner
Membership No.: 214767

Chennai
25 August 2026

For and on behalf of the Board of Directors of
Nandi Economic Corridor Enterprises Limited

Ashok Kumar Kheny
Director
DIN: 00248397

Bengaluru
25 August 2026

AB Shiva Subramanyam
Director
DIN: 00963838

Bengaluru
25 August 2026

Ashok Kumar Shetty
Chief Financial Officer

Bengaluru
25 August 2026

N. Balaji Naidu
Company Secretary
Membership No: F6174
Bengaluru

Bengaluru
25 August 2026

Nandi Economic Corridor Enterprises Limited
Statement of changes in equity as at 31 March 2026
(All amounts in ₹ Lakhs, unless otherwise stated)

A. Equity share capital (Refer Note 13)

	Amount
Balance as at 01 April 2024	20,904.67
Changes in equity share capital during the year	-
Balance as at 31 March 2025	20,904.67
Changes in equity share capital during the year	-
Balance as at 31 March 2026	20,904.67

B. Other equity (Refer Note 14)

	Securities premium account	Surplus/(Deficit) in Statement of Profit and Loss	Measurement of below market rate financial liability at fair value	Total
Balance as at 01 April 2024	35,171.48	(39,340.93)	23,644.12	19,474.67
Profit for the year	-	32,094.19	-	32,094.19
Other comprehensive income(*)	-	(76.59)	-	(76.59)
Balance as at 31 March 2025	35,171.48	(7,323.33)	23,644.12	51,492.27
Profit for the year	-	35,248.91	-	35,248.91
Other comprehensive income(*)	-	(45.33)	-	(45.33)
Balance as at 31 March 2026	35,171.48	27,880.25	23,644.12	86,695.85

(*) The Company has elected to present 'remeasurement of defined benefit plans' as a part of retained earnings in accordance with option provided under Division-II to Schedule III to the Companies Act, 2013.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Praveen Warrier
Partner
Membership No.: 214767

Chennai
25 August 2026

WALKER CHANDIOK & CO LLP ★ CHENNAI ★ CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
Nandi Economic Corridor Enterprises Limited

Ashok Kumar Kheny
Director
DIN: 00248397

Bengaluru
25 August 2026

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25 August 2026

Ashok Kumar Shetty
Chief Financial Officer

Bengaluru
25 August 2026

N. Balaji Naidu
Company Secretary
M. No: F6174

Bengaluru
25 August 2026

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED Bangalore

m. Leases

As a Lessor :

The Company earns lease rentals under operating lease arrangements. Rental income from variable lease payments that do not depend on an index or rate is not material for the year.

As a Lessee:

The Company's lease asset classes primarily consist of leases for buildings The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:
(i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.
At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.
Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Lease term includes these options when it is reasonably certain that they will be exercised.

n. Employee benefits

Defined contribution plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are charged to the statement of profit and loss or inventorised as a part of project under development, as the case may be. The Company's contributions towards provident fund and employee state insurance scheme are deposited with the regulatory authorities under a defined contribution plan, in accordance with Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and Employees' State Insurance Act, 1948 respectively.

Defined benefit plan

The Company has funded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognized in the balance sheet for defined benefit plans as the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets. Management estimates the DBO annually with the assistance of independent actuaries who use the projected unit credit method to calculate the defined benefit obligation.
The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.
Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Actuarial gain or loss arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the year in which such gain or loss arise.

Other short-term benefits

Short-term employee benefits comprising employee costs including performance incentive and compensated absences are recognized in the statement of profit and loss on the basis of the amount paid or payable for the period during which services are rendered by the employee.

o. Tax expense

Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

p. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share (or increase net loss per share) from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

WALKER CHANDIOK & CO LLP ★ CHENNAI ★ CHARTERED ACCOUNTANTS

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED Bangalore

q. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

r. Financial instruments

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted, except for financial asses classified as fair value through profit and loss.

Subsequent measurement

Debt Instruments

Debt instruments at amortized cost

A 'Debt instruments' is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset 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.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the statement of profit and loss.

Debt Instruments at fair value through other comprehensive income (FVTOCI)

A debt instrument is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognized in other comprehensive income (OCI).

Debt instruments at Fair value through profit and loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

s. Financial instruments (Cont'd)

Equity investments

All equity investments in the scope of Ind AS 109,' Financial Instruments', are measured at fair value.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in the OCI.

There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

De-recognition of financial assets

A financial asset is primarily de-recognized 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.

Financial liabilities

Initial recognition

All financial liabilities are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities classified as amortised cost is also adjusted, except for transaction cost incurred for financial liabilities classified as fair value through profit and loss.

Subsequent measurement- financial instruments classified as amortised cost

These liabilities include borrowings, deposits etc. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit and loss.





u. Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

t. Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under 'unallocated revenue/ expenses/ assets/ liabilities'.

1.3 Significant estimates in applying accounting policies

a. **Recoverability of advances/receivables** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

b. **Useful lives of depreciable/amortizable assets** – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software and other assets.

c. **Defined Benefit Obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

d. **Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

1.4 Critical judgements in applying accounting policies

a. **Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

b. **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

c. **Provisions** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions. However the actual future outcome may be different from this judgement.

d. **Service concession arrangements (SCA)**- The evaluation of applicability of SCA requires the Management to assess whether the Company has right to operate the asset/infrastructure or has ownership of the asset. The Management among other factors considers who regulates the prices and controls residual interest in the asset for determining application of guidance relating to SCA.





1.5 Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

A. Amended Accounting Standards (Ind AS) and interpretations effective from the annual reporting periods beginning on or after April 01, 2025.
The MCA has notified below amendment which were effective from April 01,2025.

Amendment to Ind AS 21- "The Effects of Changes in Foreign Exchange Rates"

The amendment specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also requires the disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. When applying the amendment, an entity cannot restate comparative information.

The amendments does not have a material impact on the Company's financial statements.
Amendments to Ind AS 1 - "Presentation of Financial Statements"

The Amendment elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period;
a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.
The amendments does not have a material impact on the Company's financial statements.
Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements:

The Amendment introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

The amendments does not have a material impact on the Company's financial statements.
Amendments to Ind AS 12 - International Tax Reform - Pillar Two Model Rules
The Amendment includes a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The amendments does not have a material impact on the Company's financial statements.

Amendments effective from annual reporting periods beginning on or after April 01, 2026:

Classification of Liabilities as Current or Noncurrent and Non-current Liabilities with Covenants
- Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.
MCA vide notification dated August 13, 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after April 1, 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Company's financial statements.

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2 Property, plant and equipment

	Land	Buildings	Plant and machinery	Electrical Items	Laboratory Equipments	Towers	Computers	Vehicles	Office Equipments	Furniture & Fixtures	Total
Gross block											
At 1 April 2024	92.26	723.96	64.76	371.92	34.70	50.76	92.25	294.26	83.03	34.05	**1,841.95**
Additions	-	33.37	3.24	-	-	-	73.67	271.65	21.95	6.44	**410.32**
Disposals	-	-	-	-	-	-	(0.88)	(101.05)	(2.56)	-	**(104.49)**
At 31 March 2025	**92.26**	**757.33**	**68.00**	**371.92**	**34.70**	**50.76**	**165.04**	**464.86**	**102.42**	**40.49**	**2,147.78**
Additions	-	-	8.26	0.66	5.96	-	89.80	69.86	16.00	6.37	**196.91**
Disposals	-	-	(9.04)	-	-	(9.11)	(14.66)	(61.15)	(19.27)	-	**(113.23)**
At 31 March 2026	**92.26**	**757.33**	**67.22**	**372.58**	**40.66**	**41.65**	**240.18**	**473.57**	**99.15**	**46.86**	**2,231.46**
Accumulated depreciation											
Upto 1 April 2024	-	199.11	25.63	313.46	24.61	32.73	(9.15)	162.80	20.96	18.32	**788.47**
Charge for the year	-	28.42	5.69	32.66	0.96	2.72	51.98	29.87	16.67	2.07	**171.04**
Adjustments for disposals	-	-		-	-		(0.61)	(96.00)	(0.84)	-	**(97.45)**
Upto 31 March 2025	-	**227.53**	**31.32**	**346.12**	**25.57**	**35.45**	**42.22**	**96.67**	**36.79**	**20.39**	**862.06**
Charge for the year	-	29.17	6.53	0.47	1.14	1.75	64.15	47.10	19.62	2.72	**172.65**
Adjustments for disposals	-	-	(7.96)	-	-	(8.65)	(13.70)	(58.09)	(17.10)	-	**(105.50)**
Upto 31 March 2026	-	**256.70**	**29.89**	**346.59**	**26.71**	**28.55**	**92.67**	**85.68**	**39.31**	**23.11**	**929.21**
Net block											
As at 31 March 2025	92.26	529.80	36.68	25.80	9.13	15.31	122.82	368.19	65.63	20.10	1,285.72
As at 31 March 2026	92.26	500.63	37.33	25.99	13.95	13.10	147.51	387.89	59.84	23.75	1,302.25

Note:
a The title deeds of all immovable properties disclosed under Property, Plant and Equipment are held in the name of the Company.
b Refer Note 15C for information on Property, plant and equipment mortgaged as security by the Company.

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3 Capital work-in-progress

	31 March 2026	31 March 2025
Capital work-in-progress	2,607.79	2,607.79
Less: Impairment during the year*	(2,607.79)	-
	-	2,607.79

*Impairment losses are recognised in the statement of profit and loss under Depreciation, amortisation and impairment expense.

Capital work-in-progress ageing schedules

	Amount of capital work in progress for a period of				
	<1 Year	1 - 2 Years	2 - 3 Years	>3 Years^	Total
As at 31 March 2025	-	-	-	2,607.79	2,607.79
As at 31 March 2026	-	-	-	-	-

^ The work is currently on hold due to litigations, detailed in note 38(i)

4A Intangible assets

	Amount
Gross block	
At 1 April 2024	160,691.09
Additions	172.59
At 31 March 2025	160,863.68
Additions	11,787.68
At 31 March 2026	172,651.36
Accumulated amortisation	
Upto 1 April 2024	28,444.24
Charge for the year	6,613.67
Upto 31 March 2025	35,057.91
Charge for the year	6,802.65
Upto 31 March 2026	41,860.56
Net block	
As at 31 March 2025	125,805.77
As at 31 March 2026	130,790.80

Details of intangible assets whose title deed is not in the name of Company

Description	Gross Carrying value	Title deed in the name of	Whether title deed holder is a Promoter, Director, etc	Property held since which date	Reason for not being held in the name of company
Intangible Assets	1026.42	KIADB	No	2008	Delay in transfer of title deeds

4B Intangibles Under Development

	31 March 2026	31 March 2025
Intangibles Under Development	939.57	4,257.67
	939.57	4,257.67

Intangibles Under Development ageing

	Amount of Intangibles Under Development for a period of				
	<1 Year	1 - 2 Years	2 - 3 Years	>3 Years	Total
As at 31 March 2026	939.57	-	-	-	939.57
As at 31 March 2025	3,407.67	-	-	850.00	4,257.67

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5 Loans

A	Non-current assets	31 March 2026	31 March 2025
	(Unsecured, considered good unless otherwise stated)		
	Advances to related parties		
	- considered good	10.23	10.23
	- considered doubtful	6,298.86	6,298.86
	Less: Provision for doubtful advances	(6,298.86)	(6,298.86)
		10.23	10.23
		10.23	**10.23**

B	Current assets	31 March 2026	31 March 2025
	(Unsecured, considered good unless otherwise stated)		
	- considered good		
	Advances to related parties	349.85	344.59
	Loans and advances to employees	4.33	26.03
		354.18	**370.62**

6 Other Financial Assets

A	Non Current Assets	31 March 2026	31 March 2025
	Security deposits	157.95	160.80
	Bank deposits with more than 12 months maturity (Refer note 12B)	2,647.39	23.24
	Interest accrued on Fixed Deposits	-	0.75
		2,805.34	**184.79**

B	Current Assets		
	Receivables from Aggregators (refer note 45)	4,391.89	4,753.52
	Less: Loss allowance (refer note 32)	(2,310.05)	(577.96)
	Net Receivables from Aggregators	**2,081.84**	**4,175.56**

7 Income Tax Assets

	Advance income tax [net of provision for current tax ₹ 15,151.96 lakhs (2025: ₹4,504.91 lakhs)]	1,586.25	499.21
		1,586.25	**499.21**

8 Other assets

A	Non-current	31 March 2026	31 March 2025
	(Unsecured, considered good unless otherwise stated)		
	Capital advances	1,378.55	1,378.55
	Capital advances to related parties		
	- considered doubtful	5,326.18	5,326.18
		5,326.18	5,326.18
	Less: Provision for doubtful advances	(5,326.18)	(5,326.18)
		-	-
	Prepaid expenses	3.49	18.62
	Others loans and advances:		
	Advance towards land acquisition and projects		
	- considered good	21,692.16	24,273.25
	- considered doubtful (refer note 45)	4,339.29	105.00
		26,031.45	**24,378.25**
	Less: Provision for doubtful advances	(4,339.29)	(105.00)
		21,692.16	**24,273.25**
	Advances to suppliers/service providers		
	- considered good	132.50	213.18
	- considered doubtful	722.44	722.44
		854.94	**935.62**
	Less: Provision for doubtful advances	(722.44)	(722.44)
		132.50	**213.18**
		23,206.70	**25,883.60**

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B Current

(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	282.87	342.17
Advances to suppliers/ service providers - considered good	235.97	23.26
	518.84	**365.43**

9 Inventories

	31 March 2026	31 March 2025
Land and related development cost	30,018.00	27,257.86
	30,018.00	**27,257.86**

10 Investments

A Investment in Equity Instruments (Unquoted)(Carried at fair value through profit or loss (FVTPL)

	31 March 2026	31 March 2025
SVC Co-Op Bank Ltd (100 , 31 March 2025: 100, shares of face value ₹ 25)	0.03	0.03
Saraswat Co-operative Bank (2,500 ,31 March 2025: Nil, shares of face value ₹ 10)	0.25	0.25
NKGSB Co-operative Bank Ltd (30,050, 31 March 2025:30,050 shares of face value ₹ 10)	3.01	3.01
Total (A)	**3.29**	**3.29**

Investment in mutual funds (Unquoted) (Carried at fair value through profit or loss (FVTPL))

	31 March 2026		31 March 2025	
	No.of units	Value	No.of units	Value
ABSL Money Manager Fund	635,080.184	2,490.58	468,062.58	1,720.93
Axis Money Market Fund	88,920.211	1,344.65	35,133.02	497.47
Bandhan Banking & PSU Debt Fund	6,472,093.944	1,698.43	6,472,094.94	1,604.37
SBI Savings fund	13,333,021.730	6,200.75	2,543,907.95	1,109.24
TATA Money Market Fund	23,890.468	1,203.87	7,259.41	342.38
Sundaram Money Market Fund	1,335,760.089	210.87	-	-
UTI Money Manager Fund	13,802.156	450.83	-	-
Sundaram Liquid Fund		-	2,095.00	54.16
HSBC Liquid Fund		-	2,364.00	54.16
Total (B)		**13,599.98**		**5,382.71**
Grand Total (A+B)		**13,603.27**		**5,386.00**
Aggregate book value of unquoted investments		**13,603.27**		**5,386.00**

11 Trade receivables

	31 March 2026	31 March 2025
Other receivables:		
- Unsecured, considered good	279.00	622.52
	279.00	**622.52**

Ageing of Trade receivables:

As at 31 March 2026	Outstanding for following periods from due date of payment					
	<6 Months	6 Months-1 Year	1 - 2 Years	2 - 3 Years	>3 Years	Total
Undisputed trade receivables - considered good	262.39	3.10	0.29	-	13.22	279.00
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-
	262.39	**3.10**	**0.29**	**-**	**13.22**	**279.00**

As at 31 March 2025	Outstanding for following periods from due date of payment					
	<6 Months	6 Months-1 Year	1 - 2 Years	2 - 3 Years	>3 Years	Total
Undisputed trade receivables - considered good	597.25	0.86	-	14.06	10.35	622.52
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-
	597.25	**0.86**	**-**	**14.06**	**10.35**	**622.52**

There are no disputed trade receivables as at 31 March 2026 and 31 March 2025.

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12 Cash and cash equivalents

		31 March 2026	31 March 2025
A	**Cash and cash equivalent**		
	Cash on Hand	93.24	117.72
	Balances with banks:		
	- in current accounts	38.41	132.35
	- in deposit accounts with original maturity of less than 3 months	7,306.77	5,463.55
	Total (A)	**7,438.42**	**5,713.62**
B	**Other bank balances**		
	Deposits with more than 3 months and less than 12 months	25,919.12	9,162.51
	Deposits with more than 12 months	2,647.39	23.25
	Less - amount disclosed under non-current financial assets (refer note 6A)	(2,647.39)	(23.25)
	Total (B)	**25,919.12**	**9,162.51**
	Grand Total (A+B)	**33,357.54**	**14,876.13**

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13 Equity share capital

	31 March 2026		31 March 2025	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity share of ₹ 10/- each	749,033,002	74,903.30	749,033,002	74,903.30
	749,033,002	**74,903.30**	**749,033,002**	**74,903.30**
Issued, subscribed and fully paid-up				
Equity share of ₹ 10/- each	209,046,692	20,904.67	209,046,692	20,904.67
	209,046,692	**20,904.67**	**209,046,692**	**20,904.67**

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	31 March 2026		31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
Equity share of ₹ 10/- each				
Opening balance	209,046,692	20,904.67	209,046,692	20,904.67
Closing balance	**209,046,692**	**20,904.67**	**209,046,692**	**20,904.67**

(b) Terms/ Rights attached to equity shares:

The Company has only one class of equity share, having a par value of ₹10/-. The holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution to all other parties concerned. The distribution will be in proportion to number of equity shares held by the shareholders.

(c) Details of shares held by each shareholder holding more than 5% of shares:

	31 March 2026		31 March 2025	
	No. of Shares	%	No. of Shares	%
Equity share of ₹ 10/- each				
1. Nandi Infrastructure Corridor Enterprises Limited	113,350,000	54%	113,350,000	54%
2. AM Nice Mauritius Holdings	21,000,000	10%	21,000,000	10%
3. Jaypatri Investments Private Limited	11,221,626	5%	11,221,626	5%
4. 2i Capital PCC, Mauritius	10,500,000	5%	10,500,000	5%
5. Soinfra Enterprises Private Limited	34,000,000	16%	34,000,000	16%

Nandi Infrastructure Corridor Enterprise Limited (NICE) is Holding Company and BF Utilities Limited is the Ultimate Holding Company.

(d) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the year of five years immediately preceding the reporting date

The company has not issued any bonus shares nor there has been any buy back of shares during five years immediately preceding 31 March 2026

(e) The Company has not issued any shares for consideration other than cash during the period of five years immediately preceding the reporting date.

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(f) Details of Shares held by promoters

As at 31 March 2026

Promoter Name	Change during the year	No. of Shares at the end of the year	% of Total Shares	% change during the year
1. Nandi Infrastructure Corridor Enterprises Limited	-	113,350,000	54%	-
2. Yokoha Investment Private Limited	-	2,142,480	1%	-
3. Rosario Investment Private Limited	-	2,142,480	1%	-
4. Hibiscus Investment & Finance Pvt Ltd	-	1,993,334	1%	-
5. Jaypatri Investments Private Limited	-	11,221,626	5%	-
6. Baba N Kalyani	-	10	0%	-
7. Shivkumar Kheny	-	20	0%	-
8. Ashok K Kheny	-	30	0%	-
9. Amit Kalyani	-	10	0%	-
10. Siddharth Kheny	-	10	0%	-
11.Nandi Highway Developers Limited	-	5,250,000	3%	

As at 31 March 2025

Promoter Name	Change during the year	No. of Shares at the end of the year	% of Total Shares	% change during the year
1. Nandi Infrastructure Corridor Enterprises Limited	-	113,350,000	54%	-
2. Yokoha Investment Private Limited	-	2,142,480	1%	-
3. Rosario Investment Private Limited	-	2,142,480	1%	-
4. Hibiscus Investment & Finance Pvt Ltd	-	1,993,334	1%	-
5. Jaypatri Investments Private Limited	-	11,221,626	5%	-
6. Baba N Kalyani	-	10	0%	-
7. Shivkumar Kheny	-	20	0%	-
8. Ashok K Kheny	-	30	0%	-
9. Amit Kalyani	-	10	0%	-
10. Siddharth Kheny	-	10	0%	-
11.Nandi Highway Developers Limited	-	5,250,000	3%	

14 Other equity

	31 March 2026	31 March 2025
Securities premium account	35,171.48	35,171.48
Surplus/ (Deficit) in statement of profit and loss	27,880.25	(7,323.33)
Measurement of below market rate financial liability at fair value	23,644.12	23,644.12
	86,695.85	**51,492.27**

a. Securities premium account represents excess of money received over face value of shares. The reserve is utilised in accordance with the provisions of the Act.
b. Surplus/ Deficit in statement of profit and loss represents accumulated profits/ (losses) incurred by the Company since its inception.
c. Measurement of below market rate financial liability represents imputed gain on financial instruments which carry interest rate lower than market rate.

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15 Borrowings

		31 March 2026	31 March 2025
15A	**Non current borrowings**		
	Secured loans		
	1,400,000 (31 March 2024 - 1,400,000) 5% Optionally Fully Convertible Redeemable Debentures of ₹ 100/- each	1,388.98	1,262.00
	Term loans		
	- From banks	61,526.26	78,186.12
	Unsecured loans		
	7% Cumulative Redeemable Preference shares of ₹ 10/- each	6,061.26	5,485.30
	Interest free loan from related parties	4,617.04	3,850.96
		73,593.54	**88,784.38**
	Amount disclosed under "Current borrowings" (refer note 15B)	(15,152.65)	(12,643.18)
		58,440.89	**76,141.20**
15B	**Current borrowings**		
	Current maturities of long-term debt (refer note 15A)	15,152.65	12,643.18
		15,152.65	**12,643.18**

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15C Terms of the borrowings

Particulars	Nature of Security	Repayment details	31 March 2026	31 March 2025
Debentures				
- 1,400,000, 5% Optionally Fully Convertible Redeemable Debentures of ₹ 100/- each	The 5% Optionally Fully Convertible Redeemable Debentures (OFCD) are secured by second charge: - on mortgage of land, buildings and all fixed assets both present and future; - on all the movable properties of the Company; - on all the right, title, interest, benefit, claims and demands, whatsoever of the Company in respect of project documents, including all guarantees and bonds received by the Company; and - on all rights, title, interest, benefits, claims and demands in respect of the project accounts and all bank and other accounts of the Company.	The OFCDs are due for redemption after the entire term loans are repaid in full and exit is provided to investors as per the Shareholders agreement	1,388.98	1,262.00
			1,388.98	1,262.00
Term Loans from banks				
Facility 1	Term loan from banks are secured by a first pari-passu charge: - on mortgage of land, buildings and all fixed assets both present and future; - on all the movable properties of the Company; - on all the right, title, interest, benefit, claims and demands whatsoever of the Company in respect of project documents, including all guarantees and bonds received by the Company; - on all rights, title, interest, benefits, claims and demands in respect of the project accounts and all bank and other accounts of the Company; and - Pledge of shares held by NICE in the Company.	Repayable in 50 unequal quarterly installments starting from June 2017 to September 2029	36,724.79	48,584.18
			36,724.79	48,584.18
Facility 2	Term loan from banks are secured by a first pari-passu charge: - on mortgage of land, buildings and all fixed assets both present and future; - on all the movable properties of the Company; - on all the right, title, interest, benefit, claims and demands whatsoever of the Company in respect of project documents, including all guarantees and bonds received by the Company; - on all rights, title, interest, benefits, claims and demands in respect of the project accounts and all bank and other accounts of the Company; and - Pledge of shares held by NICE in the Company	Repayable in one single payment on September 2029	6,494.83	8,363.38
			6,494.83	8,363.38

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Particulars	Nature of Security	Repayment details	31 March 2026	31 March 2025
Facility 3	Term loan from banks is secured by a pari-passu first charge: - on mortgage of land, buildings and all fixed assets both present and future; - on all the movable properties of the Company; - on all the right, title, interest, benefit, claims and demands whatsoever of the Company in respect of project documents, including all guarantees and bonds received by the Company; - on all rights, title, interest, benefits, claims and demands in respect of the project accounts and all bank and other accounts of the Company; - Pledge of shares held by NICE in the Company; and - First ranking pari passu pledge over 1.15% of the shares of the Company held by Jaypatri Investments Private Limited.	Repayable in 38 unequal instalments from June 2022 to September 2031.	5,840.00	8,012.65
			5,840.00	8,012.65
Facility 4	Term loan from banks is secured by a pari-passu first charge: - on mortgage of land, buildings and all fixed assets both present and future; - on all the movable properties of the Company; - on all the right, title, interest, benefit, claims and demands whatsoever of the Company in respect of project documents, including all guarantees and bonds received by the Company; - on all rights, title, interest, benefits, claims and demands in respect of the project accounts and all bank and other accounts of the Company; - Pledge of shares held by NICE in the Company; and - First ranking pari passu pledge over 1.15% of the shares of the Company held by Jaypatri Investments Private Limited.	Repayable in 38 unequal instalments from June 2022 to September 2031.	12,466.64	13,225.91
			61,526.26	78,186.12
The interest on above term loans from banks are linked to the respective banks base rates.				
Loan from related parties				
Interest free loan from related parties	Unsecured	The loan is repayable once the fund position of the company permits the same i.e. after the secured term loans are repaid in full and exit is provided to the investors as per the shareholders agreement.	4,617.04	3,850.96
Total			4,617.04	3,850.96
Others				
7% Cumulative Redeemable Preference shares of ₹.10/- each	Unsecured	*	6,061.26	5,485.30
Total			6,061.26	5,485.30
Gross Total			73,593.54	88,784.38

* 7% CRPS are not redeemable until the entire "Senior Loan"(i.e. the aggregate amount of rupee term loans from banks) is paid in full with all interest, premium and other sums as may be payable in respect thereof and a full, unconditional and complete discharge is given by the senior lenders.

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16 Other financial liabilities

		31 March 2026	31 March 2025
A	**Non-current**		
	Interest accrued but not due on borrowings	2,496.76	2,496.76
		2,496.76	**2,496.76**
B	**Current**		
	Advances received towards sale of land and joint development agreements	5,273.69	5,273.69
	Security deposits	294.20	185.00
	Retention money payable	124.15	175.57
	Provision for compensation payable	1,832.57	-
	Other payables:		
	- Others (payable to superannuation trust)	5.88	3.52
		7,530.49	**5,637.78**

17 Provisions

		31 March 2026	31 March 2025
A	**Long term**		
	Provision for employee benefits:		
	- Provision for gratuity	436.31	244.55
	- Provision for constructive obligations *	1,079.94	1,079.95
		1,516.25	**1,324.50**
B	**Short term**		
	Provision for Income Tax	-	-
	Provision for employee benefits:		
	- Provision for compensated absences	353.31	458.35
		353.31	**458.35**

* The obligations to maintain and restore the toll road is a contractual obligation, hence the provision is recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the balance sheet date.

18 Other liabilities

		31 March 2026	31 March 2025
A	**Non-current**		
	Advances received towards sale of land and joint development agreements	4,600.00	4,600.00
	Deferred revenue	4,077.23	4,280.23
		8,677.23	**8,880.23**
B	**Current**		
	Advances received towards sale of land and joint development agreements	1,020.00	1,020.00
	Statutory dues	314.82	196.01
	Payable for purchase of fixed assets	9.31	9.31
	Land acquisition related accruals	16,475.51	12,110.13
	Employee related dues	784.97	616.41
	Deferred revenue	36.75	29.00
	Others	46.95	-
		18,688.31	**13,980.86**

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19 Trade payables

	31 March 2026	31 March 2025
Dues to Micro, Small & Medium Enterprises (refer note 'a' & 'b' below)	167.31	31.04
Dues to creditors other than Micro, Small & Medium Enterprises	3,581.08	3,072.65
	3,748.39	3,103.69

a.Trade payables ageing

As at 31 March 2026

	Outstanding for following periods from due date of payment				
	<1 Year	1 - 2 Years	2 - 3 Years	>3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	167.31	-	-	-	**167.31**
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,100.82	9.00	0.03	2,471.23	**3,581.08**
Total	**1,268.13**	**9.00**	**0.03**	**2,471.23**	**3,748.39**

As at 31 March 2025

	Outstanding for following periods from due date of payment				
	<1 Year	1 - 2 Years	2 - 3 Years	>3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	31.04				**31.04**
Total outstanding dues of creditors other than micro enterprises and small enterprises	508.68	107.73	8.18	2,448.06	**3,072.65**
Total	**539.72**	**107.73**	**8.18**	**2,448.06**	**3,103.69**

There are no disputed dues payable as at 31 March 2026 and 31 March 2025.

b.Micro, *Small* & Medium Enterprises Development Act, 2006 ('MSMED') disclosure

The dues to micro and small enterprises as required under MSMED Act, 2006, based on the information available with the Company, is given below:

Particulars	31 March 2026	31 March 2025
-the principal amount and the interest (March 31, 2026: Nil, March 31, 2025: Nil) due thereon remaining unpaid to any supplier at the end of each accounting year;	167.31	31.04
-the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
-the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
-the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
-the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

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20 Revenue from operations

	31 March 2026	31 March 2025
Revenue from toll collections	87,035.00	73,497.60
Construction revenues	5,877.06	3,111.68
Other operating income	-	116.18
	92,912.06	**76,725.46**

Disaggregate revenue information
The table below presents disaggregated revenues from contracts with customers based on the timing of revenue recognition.

Particulars	Timing of revenue recognition	31 March 2026	31 March 2025
Revenue from toll collections and sale of land	At a point in time	87,035.00	73,497.60
Construction and other revenues	Over a period of time	5,877.06	3,227.86
Total		**92,912.06**	**76,725.46**

Disclosures under paragraph 6 of Appendix E of Ind AS 115:

Disclosures in relation to the service concession arrangement as below:

Particulars	Notes
a) A description of the arrangement;	Refer Note 1.1 - Company Overview for the same
b) Significant terms of the arrangement that may affect the amount, timing and certainty of future cash flows	Refer Note 1.1 - Company Overview for the same
c) The nature and extent:	
i) rights to use specified assets	Refer Note 1.1 - Company Overview for the same
ii) obligations to provide or rights to expect provision of services	Refer Note 1.1 - Company Overview for the same
iii) obligations to acquire or build items of property, plant and equipment	Not applicable to the Company based on the terms of the concession agreement
iv) obligations to deliver or rights to receive specified assets at the end of the concession period;	Refer Note 1.1 - Company Overview for the same
v) renewal and termination options; and	Not applicable to the Company based on the terms of the concession agreement
vi) other rights and obligations	Not applicable to the Company based on the terms of the concession agreement
d) Changes in the arrangement occurring during the period;	No changes in the service concession arrangement during the year
e) How the service arrangement has been classified.	Refer Note 1.2(h) - Revenue recognition for the same

21 Other income

	31 March 2026	31 March 2025
Interest income	1,530.04	925.00
Net gain on sale of current investments at FVTPL	668.46	432.05
Profit on sale of assets	-	9.29
Rental income (refer note 34)	422.16	410.14
Miscellaneous income	1,354.90	2.58
	3,975.56	**1,779.06**

22 Cost of sale of land

	31 March 2026	31 March 2025
Opening stock	27,257.86	24,482.30
Add:Cost of purchase of land and land development costs	2,760.14	2,775.56
	30,018.00	27,257.86
Less: Closing stock	30,018.00	27,257.86
	-	-

23 Employee benefits expenses

	31 March 2026	31 March 2025
Salaries and wages	5,811.16	5,526.50
Contributions to provident and other funds	496.57	465.06
Gratuity expense (refer note 30)	353.50	135.81
Staff welfare expenses	466.31	471.08
	7,127.54	**6,598.45**

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24 Finance expenses

	31 March 2026	31 March 2025
Interest expense	7,365.82	10,532.08
Other borrowing costs	446.85	446.62
Interest - Others	85.74	-
	7,898.41	**10,978.70**

25 Other expenses

	31 March 2026	31 March 2025
Toll road operation expense	3,950.86	2,888.85
Legal and professional fees	2,731.81	1,678.95
Construction expenses	5,877.06	3,111.68
Corporate Social Responsibility expenses	619.37	365.87
Payment to auditors for		
- Statutory audit	45.00	35.00
- Statutory audit*	25.00	20.00
- Limited review	15.00	11.40
- Tax audit	5.00	3.60
- Taxation matters	-	2.50
- Tax on the above	16.20	13.05
Security charges	663.52	654.99
Electricity and water charges	27.59	29.72
Rent including lease rentals	100.73	79.98
Rates and taxes	35.63	20.17
Repairs and maintenance		
- Buildings	11.45	18.08
- Plant and machinery	76.20	100.38
- Others	322.85	337.75
Insurance	120.75	98.09
Communication	22.55	21.59
Travelling and conveyance	566.19	504.43
Printing and stationery	45.68	44.15
Advertisement and business promotion	143.84	81.89
Design and engineering	248.60	232.05
Provision for doubtful advances	5,966.38	659.74
Loss on fixed assets sold (net)	1.84	-
Miscellaneous expenses	99.77	27.19
	21,738.87	**11,041.09**

*represents additional billing in respect of previous year audit.

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25A Corporate social responsibility expenses

	31 March 2026	31 March 2025
Details of corporate social responsibility expenses		
a) Gross amount required to be spent by the Company during the year	619.37	365.87
b) Amount approved by the Board to be spent during the year	619.37	365.87
c) Amount spent during the year		
i) Construction/acquisition of any asset	357.36	-
ii) On purposes other than (i) above	72.00	365.87
d) Amount unspent, if any	-	-
i) The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	-	-
ii) Amount deposited in Specified Fund of Schedule VII within a period of 30 days from the end of the financial year	190.01	-
iii) The total of previous years' shortfall amount	-	-
iv) Nature of CSR activities undertaken by the Company		
1) Promoting education, including special education	417.36	365.00
2) Promoting animal welfare	12.00	0.87

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26 Income Tax

		31 March 2026	31 March 2025
A.	**Tax expense comprises of:**		
	Current tax	15,151.96	4,504.91
	Current tax for previous years	1,750.00	-
	Deferred tax	(1,611.16)	6,502.47
	Income tax expense reported in the statement of profit or loss	**15,290.80**	**11,007.38**
	Deferred tax credit on net (loss)/gain on remeasurements of defined benefit plans	(15.25)	(25.76)
	Income tax charge to other comprehensive income	**(15.25)**	**(25.76)**

B. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2025: 25.17%) and the reported tax expense in profit or loss are as follows:

	31 March 2026	31 March 2025
Accounting profit before tax	50,539.71	43,101.57
	50,539.71	**43,101.57**
At India's statutory income tax rate	12,720.84	10,848.67
Effects of:		
Income taxed at differential rate	(13.21)	16.91
Permanent differences	833.17	-
Current tax for previous years	1,750.00	-
Deferred tax for previous year	-	90.90
Others	-	50.90
Income tax expense	**15,290.80**	**11,007.38**

C. Recognised deferred tax (liabilities) and assets

Movement in temporary differences

	Balance as at 31 March 2025	Recognised in OCI	Recognised in profit or loss	Balance as at 31 March 2026
Property, plant and equipment and Intangible assets	(14,482.87)	-	(212.44)	(14,695.31)
Fair value of financial liabilities	(464.44)	-	-	(464.44)
Employee benefits expenses	209.05	(15.25)	32.13	256.43
Fair value of investments in mutual funds	65.41	-	(81.64)	(16.23)
Provision for constructive obligation	271.80	-	-	271.80
Provision for doubtful receivables	145.46	-	1,501.62	1,647.08
Financial liabilities carried at amortized cost	(2,269.83)	-	371.49	(1,898.34)
Net deferred tax (liabilities)	**(16,525.42)**	**(15.25)**	**1,611.16**	**(14,899.01)**

	Balance as at 31 March 2024	Recognised in OCI	Recognised in profit or loss	Balance as at 31 March 2025
Property, plant and equipment and Intangible assets	(14,231.89)	-	(250.98)	(14,482.87)
Fair value of financial liabilities	(464.44)	-	-	(464.44)
Employee benefits expenses	186.35	(25.76)	48.46	209.05
Fair value of investments in mutual funds	25.98	-	39.43	65.41
Provision for constructive obligation	271.80	-	-	271.80
Provision for doubtful receivables	-	-	145.46	145.46
Income tax loss carry forward	6,767.07	-	(6,767.07)	-
Financial liabilities carried at amortized cost	(2,603.58)	-	333.75	(2,269.83)
Net deferred tax (liabilities)	**(10,048.71)**	**(25.76)**	**(6,450.95)**	**(16,525.42)**

27 Earnings per share (EPS)

	31 March 2026	31 March 2025
Weighted average number of shares outstanding during the year	209,046,692	209,046,692
Add: Dilutive shares upon conversion of OFCD	14,000,000	14,000,000
Weighted average number of shares used to compute diluted EPS	223,046,692	223,046,692
Net profit after tax attributable to equity shareholders	35,248.91	32,094.19
Add: Interest expense on convertible debentures (net of tax)	52.38	52.38
Net	**35,301.29**	**32,146.57**
Earnings per share		
Basic (₹)	16.86	15.35
Diluted (₹)	15.83	14.41
Nominal value - (₹) per equity share	10.00	10.00

28 Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings (refer note 15).

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29 Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2026 were as follows :

	Note	FVTPL	FVTOCI	Amortized cost	Total carrying value	Total fair value
Financial assets:						
Investments	10	13,603.27	-	-	13,603.27	13,603.27
Trade receivables	11	-	-	279.00	279.00	279.00
Loans	5	-	-	364.41	364.41	364.41
Other financial assets	6	-	-	4,887.18	4,887.18	4,887.18
Cash and bank balance	12	-	-	33,357.54	33,357.54	33,357.54
Total financial assets		13,603.27	-	38,888.13	52,491.40	52,491.40
Financial liabilities:						
Borrowings	15	-	-	73,593.54	73,593.54	73,593.54
Trade payables	19	-	-	3,748.39	3,748.39	3,748.39
Other financial liabilities	16	-	-	10,027.25	10,027.25	10,027.25
Total financial liabilties		-	-	87,369.18	87,369.18	87,369.18

The carrying value and fair value of financial instruments by categories as at 31 March 2025 were as follows :

	Note	FVTPL	FVTOCI	Amortized cost	Total carrying value	Total fair value
Financial assets:						
Financial assets:						
Investments	10	5,386.00	-	-	5,386.00	5,386.00
Trade receivables	11	-	-	622.52	622.52	622.52
Loans	5	-	-	380.85	380.85	380.85
Other financial assets	6	-	-	4,360.35	4,360.35	4,360.35
Cash and bank balance	12	-	-	14,876.13	14,876.13	14,876.13
Total financial assets		5,386.00	-	20,239.85	25,625.85	25,625.85
Financial liabilities:						
Borrowings	15	-	-	88,784.38	88,784.38	88,784.38
Trade payables	19	-	-	3,103.70	3,103.70	3,103.70
Other financial liabilities	16	-	-	8,134.54	8,134.54	8,134.54
Total financial liabilities		-	-	100,022.62	100,022.62	100,022.62

i. The management assessed that the fair value of cash and bank balances, trade receivables, loans, other financial assets, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments. The management assessed that the fair value of borrowings approximate the carrying amount largely due to such borrowings carry floating interest rates or rates are negotiable.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

ii. **Fair value hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs).

Measurement of fair value of financial instruments

The Company's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations, wherever necessary. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market-based information





29 Financial instruments (Cont'd)

Borrowings- preference shares

The fair values of the preference shares are estimated using a discounted cash flow approach, which discounts the estimated contractual cash flows using discount rates derived from observable market interest rates of similar bonds with similar risk.

Investment in mutual funds

The fair value of the mutual funds are measured with reference to the fair value of the underlying assets.

The following table shows the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis at 31 March 2026 and 31 March 2025:

As at 31 March 2026	Level 1	Level 2	Level 3	Total
Financial assets	-			
Investment	13,599.98	-	3.29	13,603.27
	13,599.98	-	**3.29**	**13,603.27**
Financial liabilities	-	-	-	-
Net Fair value	**13,599.98**	-	**3.29**	**13,603.27**

As at 31 March 2025	Level 1	Level 2	Level 3	Total
Financial assets	-			
Investment	5,382.71	-	3.29	5,386.00
	5,382.71	-	**3.29**	**5,386.00**
Financial liabilities	-	-	-	-
Net Fair value	**5,382.71**	-	**3.29**	**5,386.00**

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30 A. Defined benefit plan

The Company has funded gratuity plan The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity at the rate of 15 days basic salary for each year of service until the retirement age. As at 31 March 2026 and 31 March 2025 the plan assets were invested in insurer managed funds.

The following tables set out the funded status of gratuity plans and the amount recognized in Company's financial statements :

		31 March 2026	31 March 2025
1	**The amounts recognized in the Balance Sheet are as follows:**		
	Present value of the obligation as at the end of the year	2,332.42	1,876.52
	Fair value of plan assets as at the end of the year	(1,896.11)	(1,631.97)
	Net liability recognized in the Balance Sheet	**436.31**	**244.55**
2	**Changes in the present value of defined benefit obligation**		
	Defined benefit obligation as at beginning of the year	1,876.52	1,609.45
	Current Service cost	148.85	128.42
	Past service cost*	182.50	-
	Interest cost	131.60	109.96
	Actuarial losses/(gains) arising from		
	- change in demographic assumptions	(17.42)	14.12
	- change in financial assumptions	80.10	84.31
	- experience variance	17.29	5.09
	Benefits paid	(87.02)	(74.83)
	Defined benefit obligation as at the end of the year	**2,332.42**	**1,876.52**

*The Government of India, on November 21, 2025, notified implementation of four new labour codes — Code on Wages (2019), Industrial Relations Code (2020), Code on Social Security (2020), and Occupational Safety, Health and Working Conditions Code (2020) (hereinafter referred to as "the New Labour Codes").
The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages.
The revised definition of wages has resulted in an increase in gratuity obligation of ₹ 182.50 in respect of services rendered in prior periods, and the Company has treated such incremental impact as past service cost and recognised as expense immediately in the statement of profit and loss in the current year in accordance with Ind AS 19, Employee Benefits.
The Company will continue to monitor finalisation of rules and clarifications from government and would provide appropriate accounting effect on the basis of such developments as needed.

3	**Changes in the fair value of plan assets**		
	Fair value as at the beginning of the year	1,631.97	1,456.76
	Return on plan assets	109.45	102.57
	Actuarial (losses)/gains	19.38	1.17
	Contributions	222.34	146.30
	Benefits paid	(87.02)	(74.83)
	Fair value as at the end of the year	**1,896.12**	**1,631.97**
	Non-current	436.31	244.55
	Current	-	-
	Assumptions used in the above valuations are as under:		
	Discount rate	7.35%	6.80%
	Salary increase	9%	8%
	Attrition rate		
	21-30	10%	7%
	31-40	3%	2%
	41-50	2%	1%
	51-59	8%	8%
	Retirement age (in years)	60	60
	Mortality	Indian Assured lives (2012-14) mortality table	

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4 Net gratuity cost

Service cost	148.85	128.42
Past service cost	182.50	-
Net interest cost on the net defined benefit liability	22.15	7.39
	353.50	**135.81**

5 Other comprehensive income

Change in financial assumptions	(80.10)	(84.31)
Experience variance (i.e., actual experience vs assumptions)	(17.28)	(5.09)
Change in demographic assumptions	17.42	(14.12)
Return on plan assets, excluding amount recognized in net interest expenses	19.38	1.17
	(60.58)	**(102.35)**

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30 B. Defined contribution plan

The Company provides benefits in the nature of defined contribution plans viz, employee state insurance scheme, provident fund and superannuation fund for qualifying employees. Under these Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 496.56 (31 March 2025 ₹ 465.06) towards contribution for mentioned funds in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

C. Sensitivity analysis

Description of risk exposures

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability.

Liquidity risk: This is the risk that the Company is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 20).

Asset liability mismatching or market risk: The duration of the liability is longer compared to duration of assets exposing the company to market risks for volatilities/fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Gratuity:

Particulars	**31 March 2026**		**31 March 2025**	
	Decrease	**Increase**	**Decrease**	**Increase**
Discount Rate (- / + 0.5%)	5.59%	-5.15%	6.08%	-5.57%
Salary Growth Rate (- / + 0.5%)	-4.48%	4.53%	-5.21%	5.60%

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There are changes from the previous period in the assumptions used in preparing the sensitivity analysis.

D. Effect of plan on entity's future cash flows

a) Funding arrangements and Funding Policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

	31 March 2026	**31 March 2025**
b) Expected Contribution during the next annual reporting period	100	100
c) Maturity Profile of Defined Benefit Obligation		
Weighted average duration (based on discounted cash flows)	10.72 years	10.09 years
d) Expected cash flows over the next (valued on undiscounted basis):		
1 year	181.46	144.95
2 to 5 years	593.36	415.89
6 to 10 years & above	5,398.32	4,358.16

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31 Segmental information

Primary Business Segment: The company is engaged in the development of integrated infrastructure corridor project which consists of two business segments, viz 'Toll road' and 'Integrated township development'.

Secondary geographical segment: Geographical segment is determined based on the location of the customers and geographical presence of the company and the company operated only in India. Hence, there is only one geographical segment and as such separate secondary segment disclosures are not applicable.

Financial information on the business segments is given below:

	31 March 2026	31 March 2025
Segment revenue		
Toll road	92,912.06	76,725.46
Integrated township development	-	-
Total segment revenue	**92,912.06**	**76,725.46**
Segment result		
Toll road	76,281.48	64,112.85
Integrated township development	-	-
Total segment results	**76,281.48**	**64,112.85**
Unallocable expense	21,818.93	11,811.64
Finance costs	7,898.41	10,978.70
Other income	(3,975.57)	(1,779.06)
Net profit for the year before exceptional items	**50,539.71**	**43,101.57**
Segment assets		
Toll road	133,387.92	132,064.52
Integrated township development	51,720.39	51,541.34
Unallocable assets	55,745.50	29,983.04
Total assets	**240,853.81**	**213,588.90**
Segment liabilities		
Toll road	9,894.48	7,114.44
Integrated township development	11,458.41	9,763.86
Unallocable liabilities	111,900.40	124,313.66
Total liabilities	**133,253.29**	**141,191.96**
Capital employed (Segment assets-Segment liabilities)		
Toll road	123,493.44	124,950.08
Integrated township development	40,261.98	41,777.48
Unallocable liabilities	(56,154.90)	(94,330.62)
	107,600.52	**72,396.94**

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32 Financial risk management

Financial risk factors

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalent, trade receivables, financial assets measured at amortized cost	Ageing analysis
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts
Market risk – Interest rate	Long-term borrowings at variable rates	Sensitivity analysis

The Company's risk management is carried out by a central treasury department (of the group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such interest rate risk, credit risk and investment of excess liquidity.

a. Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments and deposits with banks and financial institutions.

Credit risk management

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach

The Company recognises significant income from toll road on the basis of actual collection and hence there are no significant outstanding. Hence, as the Company does not have significant credit risk, it does not present the information related to ageing pattern. The company has widespread customer base and no single customer accounted for 10% or more of revenue in any of the years indicated.

During the periods presented, the Company made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

Expected credit loss for Other financials assets

Credit risk related to the financial assets involving cash and cash equivalents, other bank balances, interest accrued on term deposits, security deposits, loans, dues from related party, interest and other receivables from aggregators. The Company does not anticipate any significant risk of default on these assets. The Company creates provision and loss allowance for financial assets on case to case basis.

Movement in expected credit loss for Other Financial assets:

Particulars	31 March 2026	31 March 2025
Balance at the beginning of the year	6,876.82	6,298.86
Loss allowance recognised during the year	1,732.09	577.96
Balance at the end of the year	**8,608.91**	**6,876.82**

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

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32 Financial risk management (Cont'd)

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31 March 2026	Less than 1 year	1 years to 5 years	5 years and above	Total
Non-derivatives				
Borrowings	15,152.65	47,497.26	24,137.71	86,787.62
Future interest payments	5,139.27	6,988.58	70.00	12,197.85
Trade payables	3,748.39	-	-	3,748.39
Other financial liabilities	5,697.92	-	2,496.76	8,194.68
Total	**29,738.23**	**54,485.84**	**26,704.47**	**110,928.54**

As at 31 March 2025	Less than 1 year	1 years to 5 years	5 years and above	Total
Non-derivatives				
Borrowings	12,643.18	59,680.09	27,107.53	99,430.80
Future interest payments	10,435.55	27,257.29	1,688.99	39,381.83
Trade payables	3,103.70	-	-	3,103.70
Other financial liabilities	5,637.78	-	2,496.76	8,134.54
Total	**31,820.21**	**86,937.38**	**31,293.28**	**150,050.87**

c. Interest rate risk

The Company's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

	31 March 2026	31 March 2025
Variable rate borrowing	68,976.50	84,933.43
Interest free borrowing	4,617.04	3,850.96
Total borrowings	**73,593.54**	**88,784.39**

Interest rate risk

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	31 March 2026	31 March 2025
Interest rates – increase by 50 basis points (50 bps)	344.88	424.67
Interest rates – decrease by 50 basis points (50 bps)	(344.88)	(424.67)

33 Capital Management

The Company's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and 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 shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors its capital using gearing ratio, which is net debt divided by total equity. Net debt includes long term borrowings, short term borrowings, current maturities of long term borrowings less cash and cash equivalents and other bank balances.

	31 March 2026	31 March 2025
Long term borrowings (including current maturities) (refer note 15A)	76,090.29	91,281.13
Less: Cash and cash equivalents (refer note 12A)	(7,438.42)	(5,713.62)
Less: Other bank balances (refer note 12B)	(25,919.12)	(9,162.51)
Less: Other bank balances (refer note 6A)	(2,647.39)	(23.24)
Net debt	40,085.36	76,381.76
Total equity (refer note 13 & 14)	107,600.52	72,396.94
Gearing ratio	**0.37**	**1.06**

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34 Leases

As a Lessor:

Lease income recognised during the year from variable lease payments that do not depend on an index or a rate amounted to ₹422.16 lakhs for the year ended 31 March 2026 (31 March 2025: ₹410.14 lakhs)

As a Lessee:

The company has taken various residential / commercial premises on cancellable operating leases. As per the terms and conditions mentioned in the respective lease agreements, the same are generally renewed on expiry of the lease period and there is no lock-in-period in such operating lease taken by the company. Rent expense debited to statement of profit and loss for above mentioned cancellable operating leases for the year ended 31 March 2026 is ₹100.73 (for the year ended 31 March 2025 ₹ 79.98).

35 Events occurring after the reporting date

No adjusting or significant non-adjusting events have occurred between 31 March 2026 and the date of authorization of these financial statements.

36 The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled and the audit trail has been preserved by the company as per the statutory requirements for record retention.

The Company uses the accounting software (Tally and ETMS) for maintaining its books of account. The Company has complied with the aforementioned requirement. The audit trail has been preserved from the date it was enabled on 1 April 2023 for Tally. For ETMS, audit trail has been enabled and preserved at the application level from 1 April 2023, however, at the database level was enabled and preserved from 29 February 2024.

37 Commitments

	31 March 2026	31 March 2025
Estimated amount of contracts remaining to be executed and not provided for (net of advances)	2,318.88	763.21

38 Contingent liabilities:

Land Related Matters:

(i) The Company has been subject to litigations and allegations from time to time regarding irregularities in the Project. As at the Balance sheet date, there are various cases pending against the Company challenging the execution of the BMICP (the 'Project') which can be categorised under the following broad heads:
a) Land acquisition and allotment related
b) Litigation against layout approvals and
c) Enhanced compensation

The Company periodically reviews all significant legal matters in consultation with its internal legal function and external legal counsels on a regular basis. Such assessment includes an evaluation of the facts and circumstances of each case, the applicable legal framework, judicial precedents, developments during the year and the likelihood of any potential outflow of economic resources.

Based on the legal opinions obtained, the current status of the proceedings and the Company's prior years experience from the outcome of similar matters adjudicated in prior years, management believes that the pending litigations are not expected to affect the Company's rights under the Project agreements or materially impact the execution of the Project. Accordingly, management has concluded that no provision is required in respect of these matters as at the reporting date and that any resultant liability, if any, is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

Management will continue to monitor the progress of these matters and reassess the accounting implications as and when further developments arise.

Other Matters related to Project :

Apart from the land-related matters discussed above, certain other legal proceedings relating to the Project are pending before various courts and forums. Based on its assessment of the facts and circumstances of these cases and the advice received from legal counsels, Management does not expect the outcome of these proceedings to have a material adverse effect on the Company's operations or financial position. Company's operations or financial position

(ii) The Company had received claims from certain suppliers for payment of statutory dues aggregating to ₹ 2,600.00 (31 March 2025: ₹. 2,600.00). During the previous year, the Company had paid the dues relating to suppliers except Nandi Engineering Limited ('NEL'). The Company believes that since NEL is an affiliate of the Company, hence NEL is entitled to exemption that were granted to the Project.

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(iii) **Tax Matters:**
The Company has received income tax demand orders aggregating to ₹ 2,305.06 lakhs pertaining to Assessment Years 2017-18, 2021-22 and 2024-25 in respect of certain deductions claimed in the income tax returns, unexplained cash deposits during the demonetisation period (for AY 2017-18) and other assessment-related matters. The Company has filed appeals and rectification applications, wherever applicable, before the appropriate authorities. Based on the facts and circumstances of the cases, management believes that it has adequate grounds to support its tax positions and expects a favourable outcome. Accordingly, no material adverse impact on the Company's financial position, results of operations or cash flows is expected.

39 During the year ended 31 March 2026 and 31 March 2025, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

40 During the year ended 31 March 2026 and 31 March 2025, the Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 **Other statutory information**

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(v) The Company has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act,2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(vi) The Company does not have any transactions with companies struck off.

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41 Financial ratios

a) Current ratio

Particulars	31 March 2026	31 March 2025
Current assets	80,212.67	53,054.12
Current liabilities	47,223.15	35,823.85
Current ratio	**1.70**	**1.48**
% Change from previous year	**14.69%**	

b) Debt-equity ratio

Particulars	31 March 2026	31 March 2025
Non-current borrowings	60,937.64	78,637.96
Current maturities of long-term borrowings	15,152.65	12,643.18
Total debt	**76,090.29**	**91,281.14**
Total equity	107,600.52	72,396.94
Debt-equity ratio	**0.71**	**1.26**
% Change from previous year	**-43.91%**	

Reason for change more than 25%: Due to profits made, equity position of the Company improved as compared to previous year.

c) Debt service coverage ratio

Particulars	31 March 2026	31 March 2025
Profit after tax	35,248.91	32,094.19
Add: Depreciation and amortisation expense	9,583.09	6,784.71
Add: Interest on long term loans	7,365.82	10,532.08
Add: Repayment	-	-
Earnings available for debt services	**52,197.82**	**49,410.98**
Repayments made during the year:		
Interest paid on long term loans	6,075.28	9,305.50
Principal repayment for long term loans	17,013.97	38,295.82
Total interest and principal repayments	**23,089.25**	**47,601.32**
Debt service coverage ratio	**2.26**	**1.04**
% Change from Previous year	**117.79%**	
Reason for change more than 25%: Due to increase in turnover and decrease in borrowings due to repayment of term loans.		

d) Return on equity

Particulars	31 March 2026	31 March 2025
Profit after tax	35,248.91	32,094.19
Total equity	107,600.52	72,396.94
Return on equity	**33%**	**44%**
% Change from Previous year	**-26.10%**	

e) Inventory turnover ratio

Particulars	31 March 2026	31 March 2025
Cost of sales	-	-
Opening inventories of finished goods	27,257.86	24,482.30
Closing inventories of finished goods	30,018.00	27,257.86
Average inventories of finished goods	**28,637.93**	**25,870.08**
Inventory turnover ratio	-	-
% Change from previous year	**0.00%**	

There is no sale of land in the current year hence cost of sale is zero.

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f) Trade receivables turnover ratio

Particulars	31 March 2026	31 March 2025
Revenue from toll collections	87,035.00	73,497.60
Opening gross trade receivables	622.52	366.35
Closing gross trade receivables	279.00	622.52
Average gross trade receivables	**450.76**	**494.44**
Trade receivables turnover ratio	**193.08**	**148.65**
% Change from previous year	**29.89%**	
Reason for change more than 25%: Due to increase in turnover and increase in other receivables.		

g) Net capital turnover ratio

Particulars	31 March 2026	31 March 2025
Revenue from operations	92,912.06	76,725.46
Current assets	80,212.67	53,054.12
Current liabilities	47,223.15	35,823.85
Working capital	**32,989.52**	**17,230.27**
Net capital turnover ratio	**2.82**	**4.45**
% Change from previous year	**-36.75%**	
Reason for change more than 25%: Due to increase in toll revenue.		

h) Net profit ratio

Particulars	31 March 2026	31 March 2025
Profit after tax	35,248.91	32,094.19
Revenue from operations	92,912.06	76,725.46
Net profit ratio	**0.38**	**0.42**
% Change from Previous year	**-9.30%**	
Reason for change more than 25%: Due to increase in toll revenue.		

i) Return on capital employed

Particulars	31 March 2026	31 March 2025
Profit before tax	50,539.71	43,101.56
Add: Finance expenses	7,898.41	10,978.70
Earnings before interest & tax	**58,438.12**	**54,080.26**
Equity	107,600.52	72,396.94
Long term debt	60,937.64	78,637.96
Capital employed	**168,538.16**	**151,034.90**
Return on capital employed	**35%**	**36%**
% Change from previous year	**-3.16%**	
Reason for change more than 25%: Due to increase in toll revenue and reduction of Finance expenses due to repayment of term loans.		

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42 Related party transactions

A. Details of related parties:

Description of relationship	Names of related parties
Ultimate Holding Company (UHC)	BF Utilities Limited
Holding Company (HC)	Nandi Infrastructure Corridor Enterprises Limited (NICE)
Key Managerial Personnel (KMP)	Mr. Ashok Kumar Kheny, Managing Director (Till 27 November 2025)
	Ashok Kumar Shetty, CFO
	N Balaji Naidu, Company Secretary
Relative of KMP	Mr. Shivkumar Kheny
Enterprises over which KMP have significant influence	AKK Entertainment Limited (AKKEL)
	Ashok Kheny Production Private Limited (AKPPL)
	Ashok Kheny Infrastructure Limited (AKIL)
	SAB Engineering Inc., USA (SEI)
	BF Investment Limited (BIL)
	India International Infrastructure Engineers Limited(IIIE)
	Nandi Engineering Limited (NEL)

B. Details of related party transactions during the year ended 31 March 2026 and 31 March 2025 :

Nature of Transaction/balances	UHC	HC	KMP	Entities having common control	Enterprises over which KMP have significant influence	Relatives of KMP
Managerial remuneration						
For the Year 2025-26	-	-	732.18	-	-	-
For the Year 2024-25	-	-	910.20	-	-	-
Professional fees						
For the Year 2025-26	-	-	-		233.28	-
For the Year 2024-25	-	-	-		212.40	-
Rent						
For the Year 2025-26	-	-	-		-	26.33
For the Year 2024-25	-	-	-		-	23.93
Interest expense on Optionally Fully Convertible Debentures (OFCD)						
For the Year 2025-26	-		-	126.98	-	-
For the Year 2024-25	-		-	114.25	-	-
Advances (paid)/ received						
For the Year 2025-26	-	5.26	-		-	-
For the Year 2024-25	-	52.28	-		-	-
Deposit received under a Joint development agreement						
As at 31 March 2026	3,700.00	-	-		-	-
As at 31 March 2025	3,700.00	-	-		-	-
Outstanding against OFCD						
As at 31 March 2026	-	-	-	1,388.98	-	-
As at 31 March 2025	-	-	-	1,262.00	-	-
Outstanding against ICD						
As at 31 March 2026	-	-	-		-	-
As at 31 March 2025	-	-	-		-	-
Balance of advances outstanding						
As at 31 March 2026	-	349.85	-		11,635.27	-
As at 31 March 2025	-	344.59	-		11,635.27	-
Balance of loans outstanding and Interest accrued but not due						
As at 31 March 2026	-	-	-		7,113.79	-
As at 31 March 2025	-	-	-		6,347.71	-
Balance of advance to suppliers						
As at 31 March 2026	-	-	-		40.85	-
As at 31 March 2025	-	-	-		80.95	-

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NANDI ECONOMIC CORRIDOR ENTERPRISES LTD. Bangalore

43 During the year ended 31 March 2011, the Company issued Compulsory Convertible Preference Shares ("CCPS") to one of the shareholder (i.e. Investor) amounting to ₹ 49,998.53 lakhs. These CCPS were recorded as a financial liability on First-time Adoption of Indian Accounting Standards i.e. the Ind AS (i.e. AS 101) transition date being 01 April 2016 at ₹ 31,130.00 lakhs with the difference of ₹ 18,868.53 lakhs recorded as adjustment to retained earnings. These CCPS were converted into 3,40,45,692 (Three Crore, forty lakh, forty-five thousand six hundred ninety-two) equity shares during the year ended 31 March 2017 and consequently ₹ 3,404.57 lakhs was recorded as equity share capital and ₹ 27,725.43 lakhs was recorded as securities premium.

During the FY 23-24, the Management re-evaluated the provisions of the shareholders agreement dated 24 December 2010, entered between the Company, the Promoters, the Sponsors and the Investor ("SHA"). Under the SHA, the Investor has several Exit Options, with Buy Back being one such option. The Company in FY 23-24 concluded that with respect to the Buy Back option under SHA, the Company need not recognize any financial liability as the Investor has not exercised the Buy Back option which is triggered only upon issuance of a Buy Back Notice containing a clear intention to exercise the buyback along with prescribed details including, amongst other things, the number of securities offered for Buy Back following the procedure outlined under the SHA and applicable law. Therefore, the Management continues to believe that none of the equity shares issued by the Company need to be classified as a financial liability. Between June 2024 - August 2024, During the financial year 2024-25, the Investor notified the sale of its shareholding of 3,40,00,000 equity shares, to Soinfra Enterprises Private Limited.

AIRRO (Mauritius) Holdings V and Soinfra Enterprises Private Limited, have invoked Clause 24.2 (Arbitration Clause) of the SHA and filed a notice of arbitration before the Singapore International Arbitration Centre ("SIAC"). The Company received a notice of arbitration dated 28 March 2025 in this regard and the Company has been named as the 9th respondent along with other respondents. The Arbitration Tribunal has been duly constituted in the matter, and AIRRO (Mauritius) Holdings V and Soinfra Enterprises Private Limited have submitted their claim statement on 26 September 2025. The Investors claim is primarily on the alleged failure of the promoters and sponsors to provide the Investors with an exit as mandated by various provisions of the SHA and there is no claim raised against the Company in any of the submissions made by any party during such arbitration proceedings till date.

44 The re-appointment of the Managing Director (MD), approved by the Board of Directors at its meeting held on 29 July 2025, was not approved by the shareholders of the Company at the subsequent Annual general meeting (AGM) held in November 2025. The appointment of the MD is a reserved matter under the Shareholders Agreement dated 24 December 2010 and requires approval from the shareholders by way of special resolution.

During the intervening period, the Company has continued to operate in accordance with the business plans approved by the Board of Directors and, accordingly, the vacancy in the position of Managing Director has not adversely affected the operations of the Company.
The management is in process of appointing a Managing Director in accordance with the applicable requirements of the Companies Act, 2013 and the provisions of the Shareholders' Agreement dated 24 December 2010, including the requisite shareholder approvals in due course. Based on its assessment, management does not expect this matter to have a material impact on these financial statements.

45 Pursuant to notifications issued by the Karnataka Industrial Areas Development Board ("KIADB") under Sections 28(1) and 28(4) of the KIADB Act, notifying the acquisition of land required for the BMIC Project, the Government of Karnataka and the acquisition authorities accorded necessary permission to the Company, as project proponent, to acquire the aforesaid notified lands.

The notified landowners were thereby precluded from mortgaging, selling or otherwise utilising their land to raise funds for meeting their financial and livelihood requirements. On account of the prolonged delay in disbursement of compensation to landowners by KIADB, the Company engaged certain parties to acquire the notified lands, following procedures approved by KIADB. The Company has also acquired certain additional private lands through these parties that are essential for the BMIC Project.

The Company paid advances to such parties for the acquisition of land from erstwhile individual landowners. These parties hold the acquired land parcels in trust for the Company until: (i) in the case of notified lands, such parcels are acquired by KIADB and subsequently transferred to the Company under the related framework agreement; or (ii) in the case of private land parcels, the necessary approvals have been obtained for transfer of such land to the Company in accordance with applicable regulations.

The Management has carried out a reconciliation and review of the balances outstanding from such parties as at March 31, 2026 comprising of ₹ 3,813.92 lakhs (net of a provision of ₹ 577.96 lakhs) against which the company has subsequently received an amount of ₹ 2,081.84 lakhs from these parties, representing compensation received from KIADB and sale proceeds from land sold by said parties in earlier years, the balance receivable is ₹ 1,732.08 lakhs. In addition to the above, advances of ₹ 5,542.77 lakhs paid to parties towards acquisition of land remain outstanding, pending transfer of the corresponding land parcels to the Company.

The Management has identified certain cases that are disputed by the respective parties, in respect of which the Company has initiated, or is in the process of initiating appropriate legal proceedings before the competent courts for recovery of the outstanding amounts and/or enforcement of its rights over the underlying land parcels.

Based on confirmations received, the contractual arrangements in place, ongoing reconciliations, recovery actions initiated, and the expected outcome of legal proceedings initiated or contemplated against defaulting parties , the Management believes that the outstanding receivables and advances are fully recoverable. However, having regard to the fact that the recovery of advances from the said parties , the balance amount recoverable from the sale of lands by them and the transfer of land to the Company may take a longer period on account of the ongoing legal process, the Management, as a matter of prudence, has decided to make a provision of ₹ 5,966.38 lakhs in the books of the Company for the financial year 2025-26.

46 Prior year amounts have been regrouped / reclassified wherever necessary, to conform to the presentation in the current year, which are not material.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Praveen Warrier
Partner
Membership No.: 214767

Chennai
25 August 2026

WALKER CHANDIOK & CO LLP ★ CHENNAI ★ CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
Nandi Economic Corridor Enterprises Limited

Ashok Kumar Kheny
Director
DIN: 00248397

Bengaluru
25 August 2026

A B Shiva Subramanyam
Director
DIN: 00963838

Bengaluru
25 August 2026

Ashok Kumar Sheoy
Chief Financial Officer

Bengaluru
25 August 2026

N Balaji Naidu
Company Secretary
Membership No.F6174

Bengaluru
25 August 2026

NANDI ECONOMIC CORRIDOR ENTERPRISES LIMITED ★ Bangalore ★